

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 31, 2026

THE E.W. SCRIPPS COMPANY

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation)

001-10701
(Commission
File Number)

31-1223339
(I.R.S. Employer
Identification Number)

312 Walnut Street
Cincinnati, Ohio
(Address of principal executive offices)

45202
(Zip Code)

Registrant's telephone number, including area code: (513) 977-3000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01 per share	SSP	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

THE E.W. SCRIPPS COMPANY
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Item 2.01 Completion of Acquisition or Disposition of Assets

On March 31, 2026, The E. W. Scripps Company (“Scripps”) closed on the sale of its WRTV television station to Circle City Broadcasting for cash consideration of \$83 million.

Although the transaction only relates to a single station and we do not consider it material, under revised Securities and Exchange Commission rules that require us to compare the value of the consideration received against our market capitalization, the WRTV sale met a quantitative threshold to be technically considered a “significant” disposition within the meaning of those rules. Accordingly, in order to comply with these rules, we are filing this Form 8-K under Item 2.01 and providing the pro forma information required by Item 9.01 as provided below.

Item 8.01 Other Events

On March 31, 2026, Scripps issued a press release announcing the completion of the WRTV sale. A copy of the press release is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits

(b) Pro forma financial information

Pursuant to Article 11 of Regulation S-X, the following unaudited pro forma financial information for Scripps, giving effect to the WRTV sale, is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference:

- Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 2025.
- Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2025.
- Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements.

(d) Exhibits

Exhibit Number	Description of Item
99.1	The E. W. Scripps Company Unaudited Pro Forma Condensed Consolidated Financial Statements
99.2	Press release dated March 31, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE E.W. SCRIPPS COMPANY

BY: /s/ Daniel W. Perschke
Daniel W. Perschke
Senior Vice President, Controller
(Principal Accounting Officer)

Dated: April 1, 2026

THE E.W. SCRIPPS COMPANY
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

On March 31, 2026, Scripps closed on the sale of its WRTV television station for cash consideration of \$83 million.

The accompanying unaudited pro forma condensed consolidated balance sheet of Scripps is presented as if the sale had occurred as of December 31, 2025. The estimated gain on sale from the transaction is reflected in the unaudited pro forma condensed consolidated balance sheet within accumulated deficit.

The accompanying unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2025 includes certain pro forma adjustments to illustrate the estimated effect of the sale, as if the transaction had occurred on January 1, 2025.

The unaudited pro forma condensed consolidated financial statements presented have been derived from Scripps' historical consolidated financial statements. While the historical consolidated financial statements reflect the past financial results for Scripps, the pro forma condensed consolidated financial statements are included for informational purposes only and are intended to illustrate how the sale might have affected the historical consolidated financial statements had it been completed at an earlier time as indicated herein. In accordance with the as amended rules adopted by the U.S Securities and Exchange Commission (the "SEC") on May 21, 2020, the sale constituted a significant disposition for purposes of Item 2.01 of Form 8-K. Accordingly, unaudited pro forma condensed consolidated financial statements have been prepared in accordance with Article 11 of Regulation S-X, Pro Forma Financial Information, and include adjustments to the extent that they are directly attributable to the sale.

These pro forma adjustments are based on currently available information, estimates and assumptions that Scripps believes are reasonable in order to reflect, on a pro forma basis, the impact of the sale on the company's historical information, and are not necessarily indicative of Scripps' future financial position and future results of operations and do not reflect all actions that may be taken by Scripps following the closing of the sale. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors.

The E.W. Scripps Company
Unaudited Pro Forma Condensed Consolidated Balance Sheet
As of December 31, 2025

(in thousands, except per share data)	Scripps Historical (1)	WRTV Historical (2)	Pro Forma Adjustments	Scripps Pro Forma
Assets:				
Current assets:				
Cash and cash equivalents	\$ 27,923	\$ —	\$ 81,340 (3)	\$ 109,263
Accounts receivable, less allowances	569,307	—	—	569,307
Miscellaneous	47,255	—	—	47,255
Assets held for sale	102,933	(53,480)	—	49,453
Total current assets	<u>747,418</u>	<u>(53,480)</u>	<u>81,340</u>	<u>775,278</u>
Investments	14,369	—	—	14,369
Property and equipment	407,966	—	—	407,966
Operating lease right-of-use asset	95,975	—	—	95,975
Goodwill	1,918,334	—	—	1,918,334
Other intangible assets	1,517,776	—	—	1,517,776
Programming	280,359	—	—	280,359
Miscellaneous	26,431	—	—	26,431
Total Assets	<u>\$ 5,008,628</u>	<u>\$ (53,480)</u>	<u>\$ 81,340</u>	<u>\$ 5,036,488</u>
Liabilities and Equity:				
Current liabilities:				
Accounts payable	\$ 63,420	\$ —	\$ —	\$ 63,420
Unearned revenue	22,166	—	—	22,166
Current portion of long-term debt	8,854	—	—	8,854
Accrued liabilities:				
Employee compensation and benefits	55,657	—	—	55,657
Accrued taxes	34,576	—	19,031 (4)	53,607
Programming liability	141,914	—	—	141,914
Accrued interest	53,791	—	—	53,791
Miscellaneous	41,813	—	—	41,813
Other current liabilities	24,347	—	—	24,347
Liabilities held for sale	7,063	(348)	—	6,715
Total current liabilities	<u>453,601</u>	<u>(348)</u>	<u>19,031</u>	<u>472,284</u>
Long-term debt (less current portion)	2,585,534	—	—	2,585,534
Deferred income taxes	268,427	—	(11,810) (4)	256,617
Operating lease liabilities	85,885	—	—	85,885
Other liabilities (less current portion)	369,089	—	—	369,089
Total Liabilities	<u>3,762,536</u>	<u>(348)</u>	<u>7,221</u>	<u>3,769,409</u>
Equity:				
Preferred stock	—	—	—	—
Preferred stock - Series A	419,159	—	—	419,159
Common stock:				
Class A	771	—	—	771
Voting	119	—	—	119
Total preferred and common stock	<u>420,049</u>	<u>—</u>	<u>—</u>	<u>420,049</u>
Additional paid-in capital	1,467,347	—	—	1,467,347
Accumulated deficit	(576,881)	(53,132) (4)	74,119 (4)	(555,894)
Accumulated other comprehensive loss, net of income taxes	(64,423)	—	—	(64,423)
Total Equity	<u>1,246,092</u>	<u>(53,132)</u>	<u>74,119</u>	<u>1,267,079</u>
Total Liabilities and Equity	<u>\$ 5,008,628</u>	<u>\$ (53,480)</u>	<u>\$ 81,340</u>	<u>\$ 5,036,488</u>

Notes to December 31, 2025 Unaudited Pro Forma Condensed Consolidated Balance Sheet

- (1) Represents Scripps' consolidated balance sheet as contained in the Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 27, 2026.
- (2) Adjustments represent the elimination of assets and liabilities attributed to the sale of the station.
- (3) Adjustments reflect the estimated cash proceeds of \$83 million from the sale, less estimated selling costs of \$1.7 million attributed to the transaction.
- (4) Adjustments reflect the estimated gain on disposal, which is calculated as the difference between estimated net cash proceeds from the sale (refer to (3) above) and the historical carrying value of the WRTV net assets sold as of December 31, 2025, net of \$7.2 million of estimated income tax impacts. The actual gain on disposal, including income taxes due, will be based on the balance sheet information as of the closing date and may differ from the December 31, 2025 pro forma estimates.

The E.W. Scripps Company
Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the Year Ended December 31, 2025

(in thousands, except per share data)	Scripps Historical (1)	WRTV Historical (2)	Pro Forma Adjustments (3)	Scripps Pro Forma
Operating Revenues:				
Advertising	\$ 1,354,369	\$ (12,835)	\$ —	\$ 1,341,534
Distribution	758,679	(25,813)	—	732,866
Other	37,537	(389)	—	37,148
Total operating revenues	<u>2,150,585</u>	<u>(39,037)</u>	<u>—</u>	<u>2,111,548</u>
Operating Expenses:				
Cost of revenues, excluding depreciation and amortization	1,274,517	(24,357)	—	1,250,160
Selling, general and administrative expenses, excluding depreciation and amortization	563,001	(3,763)	—	559,238
Restructuring costs	9,828	—	—	9,828
Depreciation	58,850	(1,327)	—	57,523
Amortization of intangible assets	91,982	(912)	—	91,070
Losses (gains), net on disposal of property and equipment	(31,587)	—	—	(31,587)
Total operating expenses	<u>1,966,591</u>	<u>(30,359)</u>	<u>—</u>	<u>1,936,232</u>
Operating income	183,994	(8,678)	—	175,316
Interest expense	(220,968)	—	—	(220,968)
Loss on extinguishment of debt	(12,998)	—	—	(12,998)
Other financing transaction costs	(44,537)	—	—	(44,537)
Defined benefit pension plan income (expense)	(1,284)	—	—	(1,284)
Miscellaneous, net	(23,709)	—	27,518	3,809
Income (loss) from operations before income taxes	(119,502)	(8,678)	27,518	(100,662)
Provision (benefit) for income taxes	(18,625)	(2,222)	7,045	(13,802)
Net income (loss)	(100,877)	(6,456)	20,473	(86,860)
Preferred stock dividends	(63,583)	—	—	(63,583)
Net income (loss) attributable to Scripps shareholders	<u>\$ (164,460)</u>	<u>\$ (6,456)</u>	<u>\$ 20,473</u>	<u>\$ (150,443)</u>
Net income (loss) attributable to Scripps shareholders per share of common stock:				
Basic	\$ (1.87)			\$ (1.71)
Diluted	\$ (1.87)			\$ (1.71)
Weighted average shares outstanding:				
Basic	88,024			88,024
Diluted	88,024			88,024

Notes to Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2025

- (1) Represents Scripps' consolidated statement of operations as contained in the Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 27, 2026.
- (2) Adjustments represent the elimination of revenue, costs and expenses directly attributed to WRTV. Intercompany carriage fee revenue totaling \$0.7 million was excluded from WRTV's revenues. Adjustments also do not include certain general corporate overhead costs previously allocated to the station that will have a continuing impact on Scripps post-closing. The estimated income tax effects are calculated at the statutory rate for the period.
- (3) Adjustments reflect the estimated gain on disposal, which is calculated as the difference between estimated net cash proceeds from the sale (refer to (3) in the notes to the pro forma balance sheet above) and the historical carrying value of the WRTV net assets sold as of the first day of the reporting period (January 1, 2025), net of \$7.0 million of estimated income taxes attributed to the sale.

Give light  and the people will find their own way

SCRIPPS

NEWS RELEASE

Scripps completes sale of WRTV in Indianapolis to Circle City Broadcasting

March 31, 2026

CINCINNATI - The E.W. Scripps Company (NASDAQ: SSP) closed today on the sale of WRTV, its ABC-affiliated station in Indianapolis, to Circle City Broadcasting for \$83 million.

The WRTV sale follows Scripps' recent completion of the sale of WFTX, its Fox-affiliated station in Fort Myers, Florida, to Sun Broadcasting for \$40 million. Combined, the two transactions generated \$123 million in cash proceeds, which the company says will be used toward debt paydown and the purchase of 23 ION-affiliated stations that it divested to INYO Broadcast Holdings in connection with its acquisition of ION in January 2021.

The current aggregate purchase price of the INYO stations is approximately \$54 million pending timing of a deal close. The divestitures were required at the time to comply with Federal Communications Commission ownership rules, and Scripps will seek waivers from the FCC to the extent such rules are still in effect. Ownership of the INYO stations would be immediately accretive to Scripps Networks division segment profit and margin, and would support coordination with Scripps' other stations to develop potential new local programming opportunities.

Scripps also has an agreement to swap stations in five markets with Gray Television, a transaction that will strengthen Scripps' competitive position in key Mountain West markets. That transaction, which requires relief from current television station ownership rules, is now in front of federal regulators for review.

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Media contact: Becca McCarter, The E.W. Scripps Company, (513) 410-2425, rebecca.mccarter@scripps.com

About Scripps

The E.W. Scripps Company (NASDAQ: SSP) is a diversified media company focused on creating connection. As one of the nation's largest local TV broadcasters, Scripps serves communities with quality, objective local journalism and operates a portfolio of about 60 stations in 40 markets. Scripps reaches households across the U.S. with national news outlet Scripps News and popular entertainment brands ION, Bounce, Grit, ION Mystery, ION Plus and Laff. Scripps is the nation's largest holder of broadcast spectrum. Scripps Sports serves professional and college sports leagues, conferences and teams with local market depth and national broadcast reach of up to 100% of TV households. Founded in 1878, Scripps is the steward of the Scripps National Spelling Bee, and its longtime motto is: "Give light and the people will find their own way."