

**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) July 1, 2008**

**THE E.W. SCRIPPS COMPANY**

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of  
incorporation or organization)

0-16914

(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))

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

As previously disclosed on Form 8-K dated June 30, 2008 The E. W. Scripps Company (the “Company”) completed the distribution of all of the outstanding Class A Common Shares and Common Voting Shares of Scripps Networks Interactive, Inc. (the “Spin-Off”).

The unaudited pro forma condensed consolidated financial information of the Company giving effect to the Spin-Off, and the related notes thereto, are included as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

<u>Exhibit Number</u>	<u>Description of Item</u>
99.1	Unaudited pro forma condensed consolidated financial information

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**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/ Douglas F. Lyons

Douglas F. Lyons  
Vice President and Controller (Principal Accounting Officer)

Dated: July 8, 2008

**The E.W. Scripps Company**  
**Unaudited Pro Forma Condensed Consolidated Financial Information**

The accompanying unaudited pro forma condensed consolidated financial information has been prepared to reflect the July 1, 2008 (the "Distribution Date") distribution by The E.W. Scripps Company (the "Company") of all the shares of Scripps Networks Interactive, Inc. ("SNI") to the Company's shareholders (the "SNI Spin-Off"). On the Distribution Date, the Company distributed one Class A Common Share of SNI for each Class A Common Share of the Company and one Common Voting Share of SNI for each Common Voting Share of the Company held on June 16, 2008, the record date of the SNI Spin-Off. The Company has received a ruling from the Internal Revenue Service that, based on customary representations and qualifications, the distribution will be tax-free to the Company's shareholders for U.S. federal income tax purposes. SNI Class A common shares are listed on the New York Stock Exchange under the ticker symbol "SNI".

The unaudited pro forma condensed consolidated balance sheet as of March 31, 2008 and the unaudited pro forma condensed consolidated statements of income for the three months ended March 31, 2008 and for the years ended December 31, 2007, 2006 and 2005 have been derived from our historical financial statements and adjusted to give effect to the following transactions, all of which were consummated in connection with the SNI Spin-Off (which will be accounted for as discontinued operations in the third quarter 2008 in accordance with Statement of Financial Accounting Standards No. 144 — *Accounting for the Impairment or Disposal of Long-Lived Assets*):

- The receipt of special cash dividend from SNI of approximately \$430 million;
- The repayment of our corporate debt and accrued interest;
- The initial borrowing under our \$200 million credit facility;
- The distribution of all of the common shares of SNI to our common shareholders;

The unaudited pro forma condensed consolidated statements of income for the years ended December 31, 2007, 2006 and 2005 and for the three months ended March 31, 2008 give effect to the SNI Spin-Off as if the distribution and related transactions occurred on January 1, 2005. The unaudited pro forma condensed consolidated balance sheet as of March 31, 2008 gives effect to the SNI Spin-Off as if the distribution and related transactions occurred on March 31, 2008. The unaudited pro forma condensed consolidated financial statements are subject to the assumptions and adjustments set forth in the accompanying notes. Management believes that the assumptions used and the adjustments made are reasonable under the circumstances and given the information available.

The unaudited pro forma condensed consolidated financial information is for illustrative and informational purposes only and is not intended to represent, or be indicative of, what the Company's results of operations or financial position would have been had the SNI Spin-Off occurred on the dates indicated. The unaudited pro forma condensed consolidated financial information also should not be considered representative of the Company's future financial position or results of operations.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with the:

- Accompanying notes to the unaudited pro forma condensed consolidated financial information;
  - The Company's Annual Report on Form 10-K for the year ended December 31, 2007;
  - The Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2008;
  - SNI's Registration Statement on Form 10 initially filed with the Securities Exchange Commission on March 26, 2008, as amended by Amendment No. 1 filed on May 8, 2008, Amendment No. 2 filed on June 3, 2008, Amendment No. 3 filed on June 6, 2008 and Amendment No. 4 filed on June 11, 2008.
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**The E.W. Scripps Company**  
**Unaudited Pro Forma Condensed Consolidated Balance Sheet**  
**As of March 31, 2008**

(In thousands)	Historical (*)	SNI Spin-off (a)	Pro Forma Adjustments	E. W. Scripps Pro Forma
<b>ASSETS</b>				
Current assets:				
Cash and cash equivalents	\$ 57,424	\$ (44,173)	\$ 11,739(b)	\$ 24,990
Short-term investments	34,459	—		34,459
Accounts and notes receivables, net	550,110	(375,016)		175,094
Program and program licenses	225,514	(223,240)		2,274
Deferred income taxes	19,024	8,895		27,919
Assets of discontinued operations	173	—		173
Miscellaneous	56,315	(15,918)		40,397
Total current assets	943,019	(649,452)	11,739	305,306
Investments	220,259	(39,376)		180,883
Property, plant & equipment, net	570,636	(176,195)		394,441
Goodwill and other intangible assets:				
Goodwill	1,659,519	(665,187)		994,332
Other intangible assets, net	181,936	(123,895)		58,041
Total goodwill and other intangible assets	1,841,455	(789,082)	—	1,052,373
Other assets:				
Program and program licenses (less current)	265,063	(261,446)		3,617
Unamortized network distribution incentives	127,741	(127,741)		—
Prepaid pension	9,051	—		9,051
Miscellaneous	28,367	(10,205)	(1,419)(c)	16,743
Total other assets	430,222	(399,392)	(1,419)	29,411
<b>TOTAL ASSETS</b>	<b>\$4,005,591</b>	<b>\$(2,053,497)</b>	<b>\$ 10,320</b>	<b>\$1,962,414</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
Current liabilities:				
Accounts payable	\$ 85,430	\$ (31,860)	\$	\$ 53,570
Customer deposits and unearned revenue	54,376	(11,373)		43,003
Accrued liabilities:				
Employee compensation and benefits	52,225	(14,365)		37,860
Accrued income taxes	32,343	(1,000)		31,343
Network distribution incentives	4,899	(4,899)		—
Accrued interest	4,581	—	(4,581)(d)	—
Accrued marketing and advertising costs	21,470	(21,181)		289
Miscellaneous	58,667	(25,738)		32,929
Other current liabilities	32,098	(2,689)		29,411
Liabilities of discontinued operations	147	—		147
Total current liabilities	346,236	(113,105)	(4,581)	228,552
Deferred income taxes	362,015	(112,458)	(511)(f)	249,046
Long-term debt	473,680	—	(413,680)(e)	60,000
Other liabilities (less current portion)	205,835	(99,499)		106,336
<b>TOTAL LIABILITIES</b>	<b>1,387,766</b>	<b>(325,062)</b>	<b>(418,772)</b>	<b>643,934</b>
Minority interests	108,032	(104,582)		3,450
Shareholders' equity	2,509,793	(1,623,853)	429,092(f)	1,315,032
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$4,005,591</b>	<b>\$(2,053,497)</b>	<b>\$ 10,320</b>	<b>\$1,962,414</b>

(\*) Includes Cincinnati Post and Kentucky Post assets and liabilities classified as assets held for sale.

See notes to unaudited Pro Forma condensed consolidated financial statements.

**The E.W. Scripps Company**  
**Unaudited Pro Forma Condensed Consolidated Statement of Income**  
**For the Three Months Ended March 31, 2008**

(In thousands, except per share data)	Historical (*)	SNI Spin-off (b)	Pro Forma Adjustments	E. W. Scripps Pro Forma
<b>Operating Revenues:</b>				
Advertising	\$430,559	\$(236,154)	\$	\$194,405
Referral fees	76,530	(76,530)		—
Network affiliate fees, net	67,430	(67,430)		—
Circulation	30,514	—		30,514
Licensing	18,606	(1,057)		17,549
Other	18,835	(7,187)		11,648
Total operating revenues	642,474	(388,358)	—	254,116
<b>Costs and Expenses:</b>				
Employee compensation and benefits	185,678	(58,610)		127,068
Production and distribution	70,858	(14,099)		56,759
Programs and program licenses	76,555	(64,997)		11,558
Marketing and advertising	59,261	(55,690)		3,571
Other costs and expenses	70,610	(36,994)		33,616
Total costs and expenses	462,962	(230,390)	—	232,572
<b>Depreciation, Amortization, and (Gains) Losses:</b>				
Depreciation	22,463	(12,177)		10,286
Amortization of intangible assets	6,299	(5,499)		800
Losses (gains) on disposal of property, plant and equipment	867	(764)		103
Net depreciation, amortization, and (gains) losses	29,629	(18,440)	—	11,189
Operating income	149,883	(139,528)	—	10,355
Interest expense	(5,832)	(269)	5,479(c)	(622)
Equity in earnings of JOAs and other joint ventures	12,189	(3,676)		8,513
Miscellaneous, net	761	138		899
<b>Income from continuing operations before income taxes and minority interests</b>				
	157,001	(143,335)	5,479	19,145
Provision for income taxes	50,874	(46,523)	1,972(d)	6,323
<b>Income (loss) from continuing operations before minority interests</b>				
	106,127	(96,812)	3,507	12,822
Minority interests	22,293	(22,267)		26
Income (loss) from continuing operations	\$ 83,834	\$ (74,545)	\$3,507	\$ 12,796
<b>Income from continuing operations per share of common stock:</b>				
Basic	\$ 0.52			\$ 0.08
Diluted	\$ 0.51			\$ 0.08
<b>Weighted average shares outstanding:</b>				
Basic	162,653			162,653
Diluted	163,659			163,659

(\*) Includes Cincinnati Post and Kentucky Post as discontinued operations.

See notes to unaudited Pro Forma condensed consolidated financial statements.



**The E.W. Scripps Company**  
**Unaudited Pro Forma Condensed Consolidated Statement of Income**  
**For the Year Ended December 31, 2007**

(In thousands, except per share data)	Historical	Cincinnati JOA Adjustments (a)	Historical (Restated)	SNI Spin-off (b)	Pro Forma Adjustments	E. W. Scripps Pro Forma
<b>Operating Revenues:</b>						
Advertising	\$ 1,770,180	\$	\$ 1,770,180	\$ (928,758)	\$	\$ 841,422
Referral fees	254,460		254,460	(254,343)		117
Network affiliate fees, net	235,248		235,248	(235,248)		—
Circulation	118,696		118,696	—		118,696
Licensing	72,626		72,626	(724)		71,902
Other	65,930	(5)	65,925	(22,192)		43,733
Total operating revenues	2,517,140	(5)	2,517,135	(1,441,265)	—	1,075,870
<b>Costs and Expenses:</b>						
Employee compensation and benefits	705,775	(4,770)	701,005	(216,941)		484,064
Production and distribution	282,663	(677)	281,986	(54,425)		227,561
Programs and program licenses	286,574		286,574	(239,343)		47,231
Marketing and advertising	202,580	(33)	202,547	(186,533)		16,014
Other costs and expenses	286,236	(704)	285,532	(124,649)		160,883
Total costs and expenses	1,763,828	(6,184)	1,757,644	(821,891)	—	935,753
<b>Depreciation, Amortization, and (Gains) Losses:</b>						
Depreciation	83,014	(12)	83,002	(41,387)		41,615
Amortization of intangible assets	48,536		48,536	(45,446)		3,090
Write-down of uSwitch goodwill and intangible assets	411,006		411,006	(411,006)		—
Losses (Gains) on disposal of property, plant and equipment	632		632	(656)		(24)
Net depreciation, amortization, and (gains) losses	543,188	(12)	543,176	(498,495)	—	44,681
Operating income	210,124	6,191	216,315	(120,879)	—	95,436
Interest expense	(37,982)		(37,982)	860	33,014(c)	(4,108)
Equity in earnings of JOAs and other joint ventures	63,221	(17,930)	45,291	(17,603)		27,688
Miscellaneous, net	19,284	10	19,294	(2,136)		17,158
<b>Income from continuing operations before income taxes and minority interests</b>						
Provision for income taxes	254,647	(11,729)	242,918	(139,758)	33,014	136,174
	177,265	(4,248)	173,017	(139,088)	11,885(d)	45,814
<b>Income (loss) from continuing operations before minority interests</b>						
Minority interests	77,382	(7,481)	69,901	(670)	21,129	90,360
	82,981		82,981	(82,534)		447
<b>Income (loss) from continuing operations</b>						
	\$ (5,599)	\$ (7,481)	\$ (13,080)	\$ 81,864	\$ 21,129	\$ 89,913
<b>Income (loss) from continuing operations per share of common stock:</b>						
Basic	\$ (0.03)		\$ (0.08)			\$ 0.55
Diluted	\$ (0.03)		\$ (0.08)			\$ 0.55
<b>Weighted average shares outstanding:</b>						
Basic	163,014		163,014			163,014
Diluted	163,014		163,014			164,267

See notes to unaudited Pro Forma condensed consolidated financial statements.

**The E.W. Scripps Company**  
**Unaudited Pro Forma Condensed Consolidated Statement of Income**  
**For the Year Ended December 31, 2006**

(In thousands, except per share data)	Historical	Cincinnati JOA Adjustments (a)	Historical (Restated)	SNI Spin-off (b)	Pro Forma Adjustments	E. W. Scripps Pro Forma
<b>Operating Revenues:</b>						
Advertising	\$ 1,771,916	\$	\$ 1,771,916	\$ (835,848)	\$	\$ 936,068
Referral fees	269,403		269,403	(269,377)		26
Network affiliate fees, net	194,662		194,662	(194,662)		—
Circulation	122,961		122,961	—		122,961
Licensing	75,137		75,137	(394)		74,743
Other	63,998		63,998	(23,188)		40,810
Total operating revenues	2,498,077	—	2,498,077	(1,323,469)	—	1,174,608
<b>Costs and Expenses:</b>						
Employee compensation and benefits	666,284	(5,306)	660,978	(181,205)		479,773
Production and distribution	297,636	(683)	296,953	(54,241)		242,712
Programs and program licenses	243,235		243,235	(196,052)		47,183
Marketing and advertising	226,044	(39)	226,005	(210,746)		15,259
Other costs and expenses	267,860	(698)	267,162	(111,149)		156,013
Total costs and expenses	1,701,059	(6,726)	1,694,333	(753,393)	—	940,940
<b>Depreciation, Amortization, and (Gains) Losses:</b>						
Depreciation	70,818	(14)	70,804	(29,156)		41,648
Amortization of intangible assets	44,281		44,281	(41,685)		2,596
Losses (Gains) on disposal of property, plant and equipment	1,124		1,124	(539)		585
Gain on formation of Colorado newspaper partnership	(3,535)		(3,535)	—		(3,535)
Hurricane recoveries, net	(1,900)		(1,900)	—		(1,900)
Net depreciation, amortization, and (gains) losses	110,788	(14)	110,774	(71,380)	—	39,394
Operating income	686,230	6,740	692,970	(498,696)	—	194,274
Interest expense	(55,965)		(55,965)	1,404	49,589(c)	(4,972)
Equity in earnings of JOAs and other joint ventures	55,196	(20,751)	34,445	(13,378)		21,067
Miscellaneous, net	4,743	9	4,752	(256)		4,496
<b>Income from continuing operations before income taxes and minority interests</b>	690,204	(14,002)	676,202	(510,926)	49,589	214,865
Provision for income taxes	219,261	(5,084)	214,177	(137,737)	17,852(d)	94,292
<b>Income (loss) from continuing operations before minority interests</b>	470,943	(8,918)	462,025	(373,189)	31,737	120,573
Minority interests	73,766		73,766	(72,796)		970
<b>Income (loss) from continuing operations</b>	\$ 397,177	\$ (8,918)	\$ 388,259	\$ (300,393)	\$ 31,737	\$ 119,603
<b>Income from continuing operations per share of common stock:</b>						
Basic	\$ 2.43		\$ 2.38			\$ 0.73
Diluted	\$ 2.41		\$ 2.36			\$ 0.73
<b>Weighted average shares outstanding:</b>						
Basic	163,223		163,223			163,223
Diluted	164,849		164,849			164,849

See notes to unaudited Pro Forma condensed consolidated financial statements.

**The E.W. Scripps Company**  
**Unaudited Pro Forma Condensed Consolidated Statement of Income**  
**For the Year Ended December 31, 2005**

(In thousands, except per share data)	Historical	Cincinnati JOA Adjustments (a)	Historical (restated)	SNI Spin-off (b)	Pro Forma Adjustments	E. W. Scripps Pro Forma
<b>Operating Revenues:</b>						
Advertising	\$ 1,621,768	\$	\$ 1,621,768	\$ (726,604)	\$	\$ 895,164
Referral fees	98,881		98,881	(98,881)		—
Network affiliate fees, net	167,012		167,012	(167,012)		—
Circulation	128,168		128,168	—		128,168
Licensing	77,049		77,049	(457)		76,592
Other	61,756		61,756	(9,507)		52,249
Total operating revenues	2,154,634	—	2,154,634	(1,002,461)	—	1,152,173
<b>Costs and Expenses:</b>						
Employee compensation and benefits	597,094	(6,299)	590,795	(128,995)		461,800
Production and distribution	288,354	(694)	287,660	(47,917)		239,743
Programs and program licenses	221,167		221,167	(173,823)		47,344
Marketing and advertising	152,515	(41)	152,474	(138,600)		13,874
Other costs and expenses	228,600	(1,030)	227,570	(83,774)		143,796
Total costs and expenses	1,487,730	(8,064)	1,479,666	(573,109)	—	906,557
<b>Depreciation, Amortization, and (Gains) Losses:</b>						
Depreciation	62,878	(27)	62,851	(19,842)		43,009
Amortization of intangible assets	19,500		19,500	(17,614)		1,886
Losses (Gains) on disposal of property, plant and equipment	602		602	(34)		568
Hurricane recoveries, net	(983)		(983)	(273)		(1,256)
Net depreciation, amortization, and (gains) losses	81,997	(27)	81,970	(37,763)	—	44,207
Operating income	584,907	8,091	592,998	(391,589)	—	201,409
Interest expense	(38,791)		(38,791)	1,354	32,502(c)	(4,935)
Equity in earnings of JOAs and other joint ventures	61,926	(23,532)	38,394	(11,120)		27,274
Miscellaneous, net	5,756	3	5,759	18		5,777
<b>Income from continuing operations before income taxes and minority interests</b>						
	613,798	(15,438)	598,360	(401,337)	32,502	229,525
Provision for income taxes	216,815	(5,534)	211,281	(130,088)	11,701(d)	92,894
<b>Income (loss) from continuing operations before minority interests</b>						
	396,983	(9,904)	387,079	(271,249)	20,801	136,631
Minority interests	58,467		58,467	(54,431)		4,036
<b>Income (loss) from continuing operations</b>						
	\$ 338,516	\$ (9,904)	\$ 328,612	\$ (216,818)	\$ 20,801	\$ 132,595
<b>Income from continuing operations per share of common stock:</b>						
Basic	\$ 2.07		\$ 2.01			\$ 0.81
Diluted	\$ 2.05		\$ 1.99			\$ 0.80
<b>Weighted average shares outstanding:</b>						
Basic	163,279		163,279			163,279
Diluted	165,435		165,435			165,435

See notes to unaudited Pro Forma condensed consolidated financial statements.

**The E.W. Scripps Company**

**Notes to unaudited pro forma condensed consolidated balance sheet as of March 31, 2008 (In thousands)**

- (a) Represents the assets, liabilities and equity of Scripps Networks Interactive (“SNI”), the common shares which were distributed to our shareholders on July 1, 2008.
  - (b) Represents estimated cash inflows relating to (i) special cash dividend received from SNI of \$430,000 and (ii) the receipt of \$60,000, the amount drawn on our \$200,000 credit facility. Such estimated cash inflows are partially offset by the repayment of corporate notes, borrowings and interest under our variable-rate credit facilities of \$478,261.
  - (c) Represents the write-off of the un-amortized balance of debt issuance costs of \$1,419 related to the corporate debt and revolving credit facility repaid in connection with the SNI Spin-Off.
  - (d) Represents the payment of the accrued interest related to the corporate notes and borrowings under our variable-rate credit facilities repaid in connection with the SNI Spin-Off.
  - (e) Represents the repayment of the corporate debt \$473,680 in connection with the SNI Spin-Off offset by the \$60,000 drawn on the \$200,000 credit facility.
  - (f) Represents increase to our shareholders’ equity due to the special cash dividends received from SNI of \$430,000. Such increase is offset by the net estimated loss of approximately \$908 relating to the write-off of debt issuance costs, net of related taxes of \$511.
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**The E.W. Scripps Company**  
**Notes to unaudited pro forma condensed consolidated statement of income for**  
**the three months ended March 31, 2008 and the years ended December 31, 2007, 2006 and 2005 (in thousands)**

- (a) Represents the classification of Cincinnati Post and Kentucky Post newspapers that participated in the Cincinnati JOA as discontinued operations, in accordance with the provisions of FAS 144. The Cincinnati joint operating agreement with Gannett Co. Inc. was not renewed when the agreement expired on December 31, 2007. In connection with the termination of the JOA, we ceased publication of our Cincinnati Post and Kentucky Post newspapers that participated in the Cincinnati JOA.
- (b) Represents the results of operations of SNI, the common shares of which were distributed to our shareholders on July 1, 2008. Other costs and expenses includes \$5,345 and \$3,849 in the three months ended March 31, 2008 and year ended December 31, 2007, respectively, of transaction costs directly related to the consummation of the SNI Spin-Off. These non-recurring charges will be recorded within discontinued operations.
- (c) Reflects interest expense reduction on corporate debt of \$6,094, \$35,510, \$52,085, \$34,998 for the three months ended March 31, 2008 and years ended December 31, 2007, 2006, and 2005, respectively given the repayment of the corporate notes and borrowings under the variable credit facilities in connection with the SNI Spin-Off offset by interest expense of \$615 in the three months ended March 31, 2008 and \$2,496 in each of the years ended December 31, 2007, 2006 and 2005, related to our draw of \$60,000 on the \$200,000 credit facility with a five year maturity. The interest expense on the \$60,000 draw has been computed using an assumed interest rate of 4.16%, which represents the LIBOR rate in effect as of March 31, 2008 plus 1.5%. Each one-eighth of one percent change in LIBOR would result in a change in interest expense of \$75 per annum.
- (d) Represents the tax effects of (c) above using a tax rate of 36% which represents the federal statutory rate of 35%, plus state rate of 1%.