SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Scripps Eaton M	**E.W. SCRIPPS Co** [**SSP**]	Director X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2018	Officer (give title below) Other (specify below)
C/O MIRAMAR SERVICES, INC. 250 GRANDVIEW AVE., SUITE 400		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
FT. MITCHELL KY 41017		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares, $.01 par value per share	09/20/2018		P[(1)]		8,795	A	$16.6315[(2)]	669,842	D	
Class A Common Shares, $.01 par value per share	09/21/2018		P[(1)]		8,795	A	$16.5492[(3)]	678,637[(4)]	D	
Class A Common Shares, $.01 par value per share								31,875	I	By GRATs
Common Voting Shares, $.01 par value per share								594,879[(5)]	I	By GRAT
Common Voting Shares, $.01 par value per share								22,438	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The purchases were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 20, 2018 and in accordance with Rule 10b-18 of the Securities Exchange Act of 1934.

2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from $16.54 to $16.87, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes to this Form 4.

3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from $16.47 to $16.79, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes to this Form 4.

4. 304,091 of these shares were previously reported as indirectly beneficially owned through grantor-retained annuity trusts ("GRATs") of which the reporting person is trustee, but such shares were delivered to the reporting person on in satisfaction of the GRATs' annuity obligations. As a result, these Class A Common Shares are again directly owned by the reporting person.

5. 312,186 of these shares were previously reported as directly beneficially owned, but were contributed to a GRAT of which the reporting person is trustee.

Remarks:

The reporting person may be deemed to have shared voting power with respect to more than 10% of the Class A Common Shares of the Issuer (due solely to the convertibility of Common Voting Shares of the Company into Class A Common Shares on a share-for-share basis) due to the voting provisions of the Amended and Restated Scripps Family Agreement dated May 19, 2015, as amended on March 29, 2017, to which the reporting person is a party. The reporting person filed a Schedule 13D with the Commission on January 24, 2013, as last amended on August 22, 2018.

/s/ Tracy Tunney Ward on behalf of Miramar Services Inc. as Attorney-In-Fact for Eaton M. Scripps   09/24/2018

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.