SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Addre Micheli Caro	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol <u>E.W. SCRIPPS Co</u> [SSP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) 312 WALNUT S 28TH FLOOR	(First) STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022	X Officer (give title Other (specify below) SVP, Corp. Communications & IR
(Street) CINCINNATI			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip) Table I - Non-Deriv	vative Securities Acquired, Disposed of, or Benef	ficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11150.4)
Class A Common Shares, \$.01 par value per share	03/01/2022		C ⁽¹⁾		10,525	A	\$22.23	33,954	D	
Class A Common Shares, \$.01 par value per share	03/01/2022		F ⁽²⁾		5,065	D	\$22.23	28,889	D	
Common Voting Shares, \$.01 par value per share								0	D	

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

(e.g., puis, cans, 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. Transa Code (8)		Derivative		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)	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		(Instr. 4)		
Restricted Stock Units	(1)	03/01/2022		C ⁽¹⁾			2,335	03/01/2020	03/01/2022	Restricted Stock Units	2,335	\$22.23	0	D	
Restricted Stock Units	(1)	03/01/2022		C ⁽¹⁾			4,333	03/01/2021	03/01/2024	Restricted Stock Units	4,333	\$22.23	8,666	D	
Restricted Stock Units	(1)	03/01/2022		C ⁽¹⁾			3,857	03/01/2022	03/01/2025	Restricted Stock Units	3,857	\$22.23	2,851	D	
Restricted Stock Units	(3)	03/01/2022		J ⁽³⁾		8,731		03/01/2022	03/01/2025	Restricted Stock Units	8,721	\$22.23	11,572	D	
Restricted Stock Units	(4)	03/01/2022		A ⁽⁴⁾		5,665		03/01/2023	03/01/2026	Restricted Stock Units	5,665	\$22.23	5,665	D	

Explanation of Responses:

1. This transaction reflects the conversion of restricted stock units into Class A Common Shares.

2. The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.

3. Since the Company exceeded performance goals, additional restricted stock units were credited. This restricted stock award will vest in equal parts in 2022, 2023, 2024 and 2025. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

4. This restricted stock unit award will vest in equal parts in 2023, 2024, 2025 and 2026. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

William Appleton, Attorney-infact for Carolyn Pione Micheli 03/03/2022

** Signature of Reporting Person Date

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

 \ast 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.