

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <u>Micheli Carolyn Pione</u>  (Last) (First) (Middle) 312 WALNUT STREET 28TH FLOOR  (Street) CINCINNATI OH 45202  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>E.W. SCRIPPS Co [ SSP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Corp. Communications &amp; IR</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/01/2023		C <sup>(1)</sup>		10,455	A	\$12.23	39,344	D	
Class A Common Shares, \$.01 par value per share	03/01/2023		F <sup>(2)</sup>		5,173	D	\$12.23	34,171	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)**

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
Restricted Stock Units	(1)	03/01/2023		C			4,333	03/01/2021	03/01/2024	Restricted Stock Units	4,333	\$12.23	4,333	D	
Restricted Stock Units	(1)	03/01/2023		C			3,857	03/01/2022	03/01/2025	Restricted Stock Units	3,857	\$12.23	7,715	D	
Restricted Stock Units	(3)	03/01/2023		A			3,399	03/01/2023	03/01/2026	Restricted Stock Units	3,399	\$12.23	9,064	D	
Restricted Stock Units	(1)	03/01/2023		C			2,265	03/01/2023	03/01/2026	Restricted Stock Units	2,265	\$12.23	6,799	D	

**Explanation of Responses:**

- This transaction reflects the conversion of restricted stock units into Class A Common Shares.
- The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.
- This restricted stock award will vest in equal parts in 2024, 2025, and 2026. 25% of the award vested in 2023. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

**Remarks:**

/s/ William Appleton, Attorney-in-Fact for Carolyn P. Micheli 03/03/2023

\*\* 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.

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.