

MCCLATCHY CO  
Form 8-K  
May 17, 2018

**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): May 17, 2018**

**The McClatchy Company**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**                      **1-9824**                      **52-2080478**  
**(State or other jurisdiction of**   **(Commission**   **(I.R.S. Employer**  
**incorporation or organization)**   **File Number)**   **Identification No.)**

**2100 Q Street**

**Sacramento, CA 95816**

**(Address of principal executive offices, zip code)**

**Registrant's telephone number, including area code (916) 321-1846**

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:

☐ 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))

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. ☐



**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The McClatchy Company (the “Company”) held its annual meeting of shareholders on May 17, 2018 (the “2018 Annual Meeting”). As of the applicable record date of March 23, 2018, there were outstanding 5,285,050 shares of Class A Common Stock and 2,443,191 shares of Class B Common Stock. There were 3,547,997 shares of the Class A Common Stock and 2,348,698 shares of the Class B Common Stock represented at the 2018 Annual Meeting in person or by proxy. At the 2018 Annual Meeting, the shareholders: (i) elected the Company’s Class A and Class B directors for the ensuing year; and (ii) ratified the selection of Deloitte & Touche LLP as the Company’s independent auditors for 2018.

The voting results were as follows:

**1. Election of Directors**

|                                    | FOR       | WITHHELD | BROKER<br>NON -<br>VOTES |
|------------------------------------|-----------|----------|--------------------------|
| <u><b>Class A Common Stock</b></u> |           |          |                          |
| Elizabeth Ballantine               | 2,096,098 | 314,220  | 1,137,679                |
| Anjali Joshi                       | 2,096,649 | 313,669  | 1,137,679                |
| Maria Thomas                       | 2,337,633 | 72,685   | 1,137,679                |

**Class B Common Stock**

|                           |           |   |   |
|---------------------------|-----------|---|---|
| Leroy Barnes, Jr.         | 2,348,698 | 0 | — |
| Molly Maloney Evangelisti | 2,348,698 | 0 | — |
| Craig I. Forman           | 2,348,698 | 0 | — |
| Brown McClatchy Maloney   | 2,348,698 | 0 | — |
| Kevin S. McClatchy        | 2,348,698 | 0 | — |
| William B. McClatchy      | 2,348,698 | 0 | — |
| Theodore R. Mitchell      | 2,348,698 | 0 | — |
| Clyde W. Ostler           | 2,348,698 | 0 | — |
| Vijay Ravindran           | 2,348,698 | 0 | — |

FOR      AGAINST ABSTAIN

|   |           |        |     | BROKER<br>NON-VOTES |
|---|-----------|--------|-----|---------------------|
| 2. Ratification of Deloitte & Touche LLP as independent auditors for 2018 | 2,685,407 | 17,171 | 922 | —                   |

The Company's press release issued on May 17, 2018 is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

|                |             |
|----------------|-------------|
| Exhibit Number | Description |
|----------------|-------------|

|                     |  |
|---------------------|--|
| <u>Exhibit 99.1</u> | <u>The McClatchy Company press release dated May 17, 2018.</u> |
|---------------------|--|

**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, thereunto duly authorized.

May 17, 2018    The McClatchy Company

/s/ Billie S. McConkey

By:        Billie S. McConkey  
             Vice President, Human  
             Resources,

General Counsel and  
Secretary