

GANNETT CO INC /DE/  
Form 8-K  
October 01, 2009

**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): September 28, 2009

**GANNETT CO., INC.**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-6961**  
(Commission File Number)

**16-0442930**  
(I.R.S. Employer  
Identification No.)

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**7950 Jones Branch Drive**

**McLean, Virginia**  
(Address of Principal Executive Offices)

**22107-0910**  
(Zip Code)

**(703) 854-6000**

**Registrant's telephone number, including area code**

**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:

- ..  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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 28, 2009, Gannett Co., Inc. entered into amendments to its existing revolving credit agreements. The company's borrowings under the revolving credit agreements are available for general corporate purposes. Pursuant to the amendments, the company amended:

The Competitive Advance and Revolving Credit Agreement, dated December 13, 2004 and effective as of January 5, 2005, and amended as of February 28, 2007 and effective as of March 15, 2007, and as further amended as of October 23, 2008 and effective as of October 31, 2008, and as further amended as of September 28, 2009 (the 2005 Credit Agreement), among the company, the several lenders parties thereto, Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, Barclays Bank PLC, as documentation agent, and Banc of America Securities LLC and J.P. Morgan Securities Inc., as joint lead arrangers and joint bookrunners;

The Competitive Advance and Revolving Credit Agreement, dated as of February 27, 2004 and effective as of March 15, 2004, and amended as of February 28, 2007 and effective as of March 15, 2007, and as further amended as of October 23, 2008 and effective as of October 31, 2008, and as further amended as of September 28, 2009 (the 2004 Credit Agreement), among the company, the several lenders parties thereto, Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, Lloyds TSB Bank PLC and SunTrust Bank, as documentation agents, and Banc of America Securities LLC and J.P.Morgan Securities Inc., as joint lead arrangers and joint bookrunners; and

The Amended and Restated Competitive Advance and Revolving Credit Agreement, dated as of March 11, 2002 and effective as of March 18, 2002, as amended and restated as of December 13, 2004 and effective as of January 5, 2005, and amended as of February 28, 2007 and effective as of March 15, 2007, and as further amended as of October 23, 2008 and effective as of October 31, 2008, and as further amended as of September 28, 2009 (the 2002 Credit Agreement), among the company, the several lenders parties thereto, Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, Barclays Bank PLC, as documentation agent, and Banc of America Securities LLC and J.P.Morgan Securities Inc., as joint lead arrangers and joint bookrunners.

The company amended certain restrictions in the 2005 Credit Agreement, the 2004 Credit Agreement and the 2002 Credit Agreement on the guarantee of indebtedness by its subsidiary guarantors to permit the issuance of up to \$500 million of new senior notes and related subsidiary guarantees.

The company also amended the 2004 Credit Agreement to permit it to obtain up to \$100 million of letters of credit within the current facility committed amount from the lenders, which letters of credit would count toward the aggregate respective commitment of each lender.

Several of the lenders and agents under the amendments to the revolving credit agreements are lenders and agents under the company's existing term loan agreement, and certain of the lenders party to the amendments to the revolving credit agreements and their respective affiliates have performed, and may in the future perform, various commercial banking, investment banking and other financial advisory services for the company and its subsidiaries for which they have received, and will receive, customary fees and expenses.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

See Item 1.01 which is incorporated herein by reference.

**Signature**

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 thereunder duly authorized.

GANNETT CO., INC.

By: /s/ Todd A. Mayman  
Todd A. Mayman  
Senior Vice President, General Counsel and  
Secretary

Date: October 1, 2009