

TRIBUNE PUBLISHING CO

FORM 8-K (Current report filing)

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Address	435 NORTH MICHIGAN AVENUE CHICAGO, IL 60611
Telephone	312 222 9100
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**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): April 30, 2015

TRIBUNE PUBLISHING COMPANY
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36230
(Commission
File Number)

38-3919441
(IRS Employer
Identification No.)

435 North Michigan Avenue
Chicago, Illinois, 60611
(Address of Principal Executive Offices) (Zip Code)

312-222-9100
(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 (see General Instruction A.2 below):

- 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 30, 2015, Tribune Publishing Company (“Tribune Publishing”) appointed Denise Warren, age 51, an executive officer of Tribune Publishing, effective as of June 15, 2015.

Ms. Warren served as Executive Vice President of Digital Products and Services of The New York Times Company from March 2013 until October 2014. Prior to that, Ms. Warren served as General Manager of NYTimes.com from December 2008 to March 2013 and Chief Advertising Officer of The New York Times from June 2005 to March 2013. She has served as a director and member of the audit committee of Electronic Arts Inc. since May 2013.

In connection with her appointment, Tribune Publishing Company, LLC (the “Company”), a subsidiary of Tribune Publishing, entered into an employment agreement with Ms. Warren. The employment agreement has a term of three years. Pursuant to her employment agreement, Ms. Warren will receive an annual base salary of \$625,000, subject to increase as determined by the Company. She will also be entitled to receive an annual cash bonus with a target of 100% of base salary and her bonus for 2015 shall be no less than 75% of her target bonus prorated based on the period of employment during 2015.

Ms. Warren’s employment agreement provides that for 2015, 2016 and 2017, subject to her continued employment, she will receive annual equity grants having an aggregate fair market value of \$550,000 on the grant date, of which half of the value of the award will be stock options and half restricted stock units. These equity awards will vest in four equal annual installments over a four year period from the grant date and otherwise be subject to such other terms as set forth in the Tribune Publishing Company Omnibus Incentive Plan and applicable award agreements.

Pursuant to her employment agreement, if the Company terminates Ms. Warren’s employment without cause (and other than due to death or disability) or she resigns for good reason (which may include a change in control), subject to her execution and non-revocation of a release of claims, the Company will pay her, in addition to her previously-accrued compensation, severance equal to the following: 12 months of her base salary, any unpaid incentive bonus for the preceding year and any unpaid 2015 guaranteed bonus, plus a prorated incentive bonus for the year of termination, and a stipend for benefits. Also, effective upon such an involuntary termination of her employment, a portion of the equity awards granted under her employment agreement that are then unvested will become vested. The terms “cause” and “good reason” are defined in her employment agreement.

Ms. Warren’s employment agreement also contains certain restrictive covenants for Tribune Publishing’s benefit. She is also required to maintain the confidentiality of Tribune Publishing confidential information.

The foregoing is a brief description of the employment agreement and a copy of the employment agreement will be filed as an exhibit to Tribune Publishing’s Quarterly Report on Form 10-Q for the quarterly period ending June 28, 2015.

Item 7.01. Regulation FD Disclosure

A press release announcing Ms. Warren’s appointment was issued on May 13, 2015. The press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 13, 2015.

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 hereunto duly authorized.

TRIBUNE PUBLISHING COMPANY

Date: May 13, 2015

By: /s/ Julie K. Xanders

Name: Julie K. Xanders

Title: Executive Vice President and General Counsel

Exhibit Index

Exhibit No.

Description

99.1

Press Release, dated May 13, 2015.

Tribune Publishing Appoints Denise Warren As President of Digital, CEO of East Coast Publishing and EVP

Accomplished Digital Executive and New York Times Alumnus to Accelerate Tribune Publishing's Digital Strategy; Oversee Six East Coast Media Groups

CHICAGO--(BUSINESS WIRE)--May 13, 2015--Tribune Publishing Company (NYSE:TPUB) today announced that former *New York Times* executive Denise Warren will join the Company next month to direct Tribune Publishing's digital strategy and operations and oversee the Company's six East Coast media groups and its Corporate Development unit. Warren, who will be President of Digital, CEO of East Coast Publishing and an EVP, will be based in New York City and will report to Tribune Publishing CEO Jack Griffin.

A results-oriented leader with an extensive track record for driving transformational change, Warren will work with executives at each Tribune Publishing business unit to optimize digital products and execute digital business plans and monetization initiatives.

As President of Digital, Warren will lead Tribune Publishing's digital initiatives, including corporate digital teams in product development, digital circulation, audience development, analytics, advertising operations, digital marketing services and business development. She will partner with Tribune Publishing executives at the local and national levels on digital monetization strategies as the Company continues to build its capabilities in Content Marketing, Programmatic and other digital revenue development initiatives. Warren also will have direct oversight for Tribune Publishing's Classified digital advertising verticals in automotive, recruitment and real estate. Collectively, Tribune Publishing's portfolio of digital products reach more than 41 million unique visitors across all screens every month ¹.

As CEO of East Coast Publishing, Warren will have overall responsibility for the Sun-Sentinel Media Group in South Florida; Orlando Sentinel Media Group; The Baltimore Sun Media Group; Hartford Courant Media Group; Daily Press Media Group in Newport News, VA, and Morning Call Media Group in Allentown, PA.

Warren most recently served as Executive Vice President of Digital Products & Services for *The New York Times*, leading day-to-day operations for the newspaper's digital business. She is widely credited with overseeing the Times' paid digital subscription model – which ushered in the industry standard for monetizing premium digital content. During her tenure as EVP and General Manager of nytimes.com, Warren oversaw numerous digital product and feature launches including the industry-leading NYT iPad app, redesigned iPhone app, the introduction of Android Apps and the successful 2014 re-launch of nytimes.com on desktop and mobile platforms. Additionally, she oversaw initiatives to build a stronger more personalized digital experience, including the addition of such features as a recommendation engine, enhanced video content, social media share tools and more. She also launched partnership initiatives such as NYT Everywhere, a program to bring content to third-party platforms.

Prior to that assignment, Warren served as Chief Advertising Officer for The New York Times Media Group and was responsible for advertising across all platforms, including print, digital and mobile ad sales. In that position, she integrated once-disparate print and digital sales teams and developed innovative new print and digital advertising units. Under her leadership, digital advertising revenue grew more than 115 percent.

“Accelerating the transition to digital is at the heart of Tribune Publishing’s transformation plan. We are very fortunate to have Denise, a visionary leader with an outstanding track record in digital innovation, join our team to help move our business forward,” said Griffin. “Denise has a proven track record for uniting digital and print teams, for building and scaling digital businesses, and for creating engaging experiences that appeal to consumers and marketers. Additionally, she has championed growth through collaboration and innovation. Denise will be instrumental in helping our Company extend the reach and revenue of our premium digital brands.”

“I care deeply about the mission of journalism and am proud to join Tribune Publishing to help further the transformational efforts underway with its iconic brands,” said Warren. “Though a 167-year-old company, Tribune Publishing has the energy of a start-up necessary to win. With the right focus, we will ensure that these powerful brands continue to deliver the deeply engaging and rich experiences across all platforms for years to come.”

In her 26 years with The New York Times Company, Warren served in numerous other capacities including Senior Vice President of Strategic Planning, Director of Marketing and Business Manager.

Warren currently serves on the Board of Directors for Electronic Arts, the Redwood, Calif.-based video game developer. She is a Certified Public Accountant (non-current) and holds a bachelors of science and management degree from Tulane, as well as an MBA from Fordham University. She began her career as a financial analyst with Coopers & Lybrand (now PricewaterhouseCoopers).

About Tribune Publishing

Tribune Publishing Company (NYSE:TPUB) is a diversified media and marketing-solutions company that delivers innovative experiences for audiences and advertisers across all platforms. The company’s diverse portfolio of iconic news and information brands includes 11 award-winning major daily titles, more than 60 digital properties and more than 180 verticals in markets, including Los Angeles; San Diego; Chicago; South Florida; Orlando; Baltimore; Carroll County and Annapolis, Md.; Hartford, Conn.; Allentown, Pa.; and Newport News, Va. Tribune Publishing also offers an array of customized marketing solutions, and operates a number of niche products, including *Hoy*, *El Sentinel*, making Tribune Publishing the country’s largest Spanish-language publisher. Tribune Publishing Company is headquartered in Chicago.

¹ ComScore multiplatform report as of April 15, 2015

(TPUB-C)

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