

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): July 12, 2020



The McClatchy Company  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

1-9824  
(Commission  
File Number)

52-2080478  
(I.R.S. Employer  
Identification No.)

2100 Q Street  
Sacramento, CA 95816  
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code (916) 321-1844

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Ticker Symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$.01 per share	MNI <sup>(1)</sup>	NYSE American LLC <sup>(1)</sup>

<sup>(1)</sup> On February 21, 2020, the NYSE American filed a Form 25 with the Securities and Exchange Commission (the "SEC") to delist the Class A Common Stock of The McClatchy Company. The delisting became effective 10 days after the Form 25 was filed. The deregistration of the Class A Common Stock under section 12(b) of the Securities Exchange Act of 1934 became effective on May 21, 2020, 90 days after filing of the Form 25. Following deregistration of the Class A Common Stock under Section 12(b) of the Securities Exchange Act of 1934, the Class A Common Stock shall remain registered under Section 12(g) of the Securities Exchange Act of 1934. Beginning on February 16, 2020, the Class A Common Stock was quoted on the OTC Pink Market under the symbol "MNIQQ."

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 8.01 Other Events.**

On July 12, 2020, The McClatchy Company (the “Company”) issued a press release announcing that the auction held as a part of the Company’s court-supervised sale process has concluded with Chatham Asset Management deemed the successful bid. There can be no assurance that the Company will successfully consummate a sale or that any sale will be confirmed by the Bankruptcy Court.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

---

99.1 [Press release dated July 12, 2020.](#)

---

**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.

July 16, 2020

The McClatchy Company

By: /s/ Billie McConkey  
Billie McConkey  
Vice President of People, General Counsel and Corporate Secretary

---



## **McClatchy Concludes Auction Process; Chatham Asset Management Deemed Successful Bid**

### *Whole Company Poised to Emerge with New Ownership Structure*

SACRAMENTO, Calif., July 12, 2020 -- McClatchy (OTC-MNIQQ) announced today that the auction held as a part of its court-supervised sale process has concluded with Chatham Asset Management ("Chatham") deemed the successful bid.

Under terms of the proposed agreement, which will be finalized and filed with the U.S. Bankruptcy Court in the coming days, McClatchy will transition out of Chapter 11 as it entered it: in its totality, as one company serving 30 communities across America through its iconic local news titles, from the *Miami Herald* and *The Charlotte Observer* to *The (Raleigh) News & Observer*, *The Kansas City Star*, *Fort Worth Star-Telegram* and *The Sacramento Bee*.

The proposed agreement positions McClatchy to exit Chapter 11 protection in the third quarter of 2020, having achieved a resolution and restructuring of the Company's complex legacy debt and pension obligations, while maximizing value for the Company's creditors. Notably, the Company continues to expect that the Pension Benefit Guaranty Corporation (PBGC) will assume McClatchy's qualified pension plan, The McClatchy Company Retirement Plan. McClatchy is contributing an estimated \$1.4 billion in pension assets to the PBGC.

"From the outset of this voluntary Chapter 11 filing, our aim was to permanently address both the Company's legacy debt and pension obligations and strengthen our balance sheet in order to provide greater certainty and stability to the wider group of our colleagues and stakeholders who benefit from a restructured McClatchy," said Craig Forman, President and CEO of McClatchy. "We're pleased that Chatham and the supportive secured first-lien creditors believe in our business and our mission and are helping to achieve these goals. Local journalism has never been more vital and we remain steadfast in our commitment to delivering on our mission and continuing to serve our communities."

The agreement will be subject to Court confirmation, currently scheduled for a hearing on July 24, 2020, as well as customary regulatory approvals and other customary closing conditions.

#### About McClatchy

McClatchy operates 30 media companies in 14 states, providing each of its communities with strong independent local journalism in the public interest and advertising services in a wide array of digital and print formats. McClatchy publishes iconic local brands including the *Miami Herald*, *The Kansas City Star*, *The Sacramento Bee*, *The Charlotte Observer*, *The (Raleigh) News & Observer*, and the *Fort Worth Star-Telegram*. McClatchy is headquartered in Sacramento, Calif. #ReadLocal

#### Forward-Looking Statements

Statements in this press release regarding the proposed agreement, as well as the restructuring and sale process, and any other statements about management's future expectations, beliefs, goals, plans or prospects constitute forward-looking statements as defined in the Private Securities Litigation Reform Act

---

of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "plans," "anticipates," "expects," "estimates" and similar expressions) should also be considered to be forward-looking statements. There are a number of important risks and uncertainties that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the failure to obtain Bankruptcy Court approval; the failure to obtain regulatory approvals in a timely manner or otherwise; the effects of the Bankruptcy Court rulings in the Chapter 11 proceedings and the outcome of the proceedings in general; and the length of time the Company will operate in the Chapter 11 proceedings; as well as the other risks listed in the Company's publicly filed documents, including the Company's Annual Report on Form 10-K for the year ended December 30, 2018. These forward-looking statements speak as of the time made and, except as required by law, we disclaim any intention and assume no obligation to update the forward-looking information contained in this release.

**Contact:**

**Media**

Jeanne Segal  
1-202-271-8880  
[jsegal@mcclatchy.com](mailto:jsegal@mcclatchy.com)

Rachel Chesley  
FTI Consulting  
1-212-850-5681  
[mcclatchy@fticonsulting.com](mailto:mcclatchy@fticonsulting.com)

**Investor**

Stephanie Zarate  
(916) 321-1931  
[szarate@mcclatchy.com](mailto:szarate@mcclatchy.com)

---