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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

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

95816  
(Zip code)

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The McClatchy Company 2012 Omnibus Incentive Plan  
(Full title of the plan)

Billie S. McConkey, Esq.  
Corporate Secretary and General Counsel  
The McClatchy Company  
2100 Q Street  
Sacramento, CA 95816  
(916) 321-1844  
(Name, address and telephone number of agent for service)

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*Copy to:*  
Lillian Tsu, Esq.  
Hogan Lovells US LLP  
390 Madison Avenue  
New York, NY 10017  
(212) 918-3000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
 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.

#### CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Class A Common Stock, \$.01 par value	750,000	\$ 2.36	\$ 1,770,000.00	\$ 214.52

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement, in addition to the number of shares of Class A common stock, \$.01 par value, of the Registrant (the “Common Stock”) shown in the table above, also covers an indeterminate number of additional shares of Common Stock, which, by reason of events specified in The McClatchy Company 2012 Omnibus Incentive Plan, as amended and restated (the “Plan”), may become subject to the Plan.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act solely for purposes of calculating the registration fee, based upon the average of the high and low sale prices of the Common Stock as reported on the NYSE American LLC on May 16, 2019.

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## EXPLANATORY NOTE

### Registration of Additional Securities

This Registration Statement on Form S-8 (this “Registration Statement”) is filed for the purpose of registering 750,000 additional shares of Class A common stock, par value \$0.01 per share (“Common Stock”), of The McClatchy Company (the “Company” or the “Registrant”), issuable pursuant to The McClatchy Company 2012 Omnibus Incentive Plan, as amended and restated (the “Plan”). The contents of the Company’s registration statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on May 4, 2012 (File No. 333-181167) and May 17, 2017 (File No. 333-218051) are incorporated herein by reference, except as amended hereby.

#### Item 3. Incorporation of Documents by Reference.

The following documents, filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference and deemed to be a part hereof:

- a) The Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2018 filed with the Commission on March 8, 2019;
- b) The Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 filed with the Commission on May 10, 2019;
- c) The Company’s Current Reports on Form 8-K filed on January 25, 2019, March 18, 2019, and May 17, 2019; and
- d) The description of the Registrant’s Common Stock contained in its registration statement on Form 8-A, filed under Section 12 of the Exchange Act, dated November 28, 1988, as amended on December 9, 1988, and all amendments or reports filed for the purpose of updating such description of Common Stock.

All other documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information “furnished” to the Commission) shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>The McClatchy Company 2012 Omnibus Incentive Plan (as amended and restated March 23, 2017 and further amended May 16, 2019) (Incorporated by reference from Appendix A of The McClatchy Company’s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 5, 2019).</u></a>

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- 5.1 [Opinion of Hogan Lovells US LLP\\*](#)
- 23.1 [Consent of Hogan Lovells US LLP \(contained in Exhibit 5.1\)](#)
- 23.2 [Consent of Deloitte & Touche LLP\\*](#)
- 24.1 [Power of Attorney \(included with signature page\)](#)

\*Filed herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sacramento, State of California, on this 17th day of May, 2019.

### THE McCLATCHY COMPANY

By: /s/ Craig I. Forman  
Craig I. Forman  
President, Chief Executive Officer and Director

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Craig I. Forman and Billie S. McConkey, and each of them, his or her true and lawful attorneys-in-fact, with full power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact of any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 17, 2019.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Craig I. Forman</u> Craig I. Forman	President, Chief Executive Officer And Director (Principal Executive Officer)	May 17, 2019
<u>/s/ R. Elaine Lintecum</u> R. Elaine Lintecum	Vice President-Finance, Chief Financial Officer and Treasurer (Principal Financial Officer)	May 17, 2019
<u>/s/ Peter R. Farr</u> Peter R. Farr	Controller (Principal Accounting Officer)	May 17, 2019
<u>/s/ Kevin S. McClatchy</u> Kevin S. McClatchy	Chairman of the Board	May 17, 2019
<u>/s/ Elizabeth Ballantine</u> Elizabeth Ballantine	Director	May 17, 2019

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leroy Barnes, Jr.</u> Leroy Barnes, Jr.	Director	May 17, 2019
<u>/s/ Molly Maloney Evangelisti</u> Molly Maloney Evangelisti	Director	May 17, 2019
<u>/s/ Anjali Joshi</u> Anjali Joshi	Director	May 17, 2019
<u>/s/ Brown McClatchy Maloney</u> Brown McClatchy Maloney	Director	May 17, 2019
<u>/s/ William B. McClatchy</u> William B. McClatchy	Director	May 17, 2019
<u>/s/ Theodore R. Mitchell</u> Theodore R. Mitchell	Director	May 17, 2019
<u>/s/ Clyde W. Ostler</u> Clyde W. Ostler	Director	May 17, 2019
<u>/s/ Maria Thomas</u> Maria Thomas	Director	May 17, 2019

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May 17, 2019

Board of Directors  
The McClatchy Company  
2100 Q Street  
Sacramento, California 95816

Ladies and Gentlemen:

We are acting as counsel to The McClatchy Company, a Delaware corporation (the “Company”), in connection with its registration statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”) relating to the proposed offering of up to 750,000 newly issued shares of the Class A common stock, par value \$.01 per share (the “Common Stock”) of the Company (the “Shares”), all of which shares are issuable pursuant to The McClatchy 2012 Omnibus Incentive Plan, as amended and restated (the “Plan”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors and in the Plan, the Shares will be validly issued, fully paid, and nonassessable.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rio de Janeiro Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington DC Associated offices: Budapest Jakarta Shanghai FTZ Ulaanbaatar Zagreb. Business Service Centers: Johannesburg Louisville. For more information see [www.hoganlovells.com](http://www.hoganlovells.com)

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This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

HOGAN LOVELLS US LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 8, 2019, relating to the financial statements of The McClatchy Company, and the effectiveness of The McClatchy Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of The McClatchy Company for the year ended December 30, 2018.

/s/ Deloitte & Touche LLP

Sacramento, California

May 17, 2019

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