

# TEGNA INC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/02/21

Address	8350 BROAD STREET SUITE 2000 TYSONS, VA, 22102-5151
Telephone	7038736600
CIK	0000039899
Symbol	TGNA
SIC Code	4833 - Television Broadcasting Stations
Industry	Broadcasting
Sector	Consumer Cyclical
Fiscal Year	12/31

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

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**TEGNA INC.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) \_\_\_\_\_  
Form, Schedule or Registration Statement No.:

(3) \_\_\_\_\_  
Filing Party:

(4) \_\_\_\_\_  
Date Filed:

\_\_\_\_\_

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*The following communication was sent by Mr. Dave Lougee, Chief Executive Officer of TEGNA Inc. ("the Company"), to employees of the Company on April 2, 2021.*

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To: All Employees  
From: From Dave Lougee  
Date: April 2, 2021  
Subject: Information for TEGNA Employee Stockholders

## A MESSAGE FROM DAVE

Dear Colleagues,

As a TEGNA employee and stockholder, you will receive soon, by mail and/or by email, proxy materials relating to the “**GOLD** proxy card” with which you can vote your shares for the proposals outlined in the proxy materials in connection with TEGNA’s May 7, 2021 Annual Meeting of Shareholders. Your vote is very important.

Employees hold TEGNA stock in different ways, including through TEGNA’s 401(k) Savings Plan administered by Vanguard and, for some employees, through Merrill Lynch or other brokers. Please vote with respect to every account that you hold.

Please monitor your home mailbox for TEGNA’s proxy materials so that you can vote your shares as soon as possible. All participants in TEGNA’s 401(k) Savings Plan will receive hard-copy proxy materials in the mail relating to their Plan shares.

For employees who hold shares at Merrill Lynch (or at any other brokers), if you earlier opted-in to email delivery, please also check your inbox for messages regarding the proxy materials.

Please review the **GOLD** proxy card (or the email relating to the **GOLD** proxy card) for information about the voting deadline that applies to your specific account(s). **For example, you must vote any shares you hold in TEGNA’s 401(k) Savings Plan by 11:59 p.m. ET on May 4.**

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To: All Employees  
From: From Dave Lougee  
Date: April 2, 2021  
Subject: Information for TEGNA Employee Stockholders

### Use the GOLD Proxy Card

This year you may also receive materials from Standard General, which is seeking to elect its three hand-picked nominees to TEGNA's Board of Directors in place of three of our current Directors at the Annual Meeting.

TEGNA's proxy cards are **GOLD** and Standard General's are White. The best way to support your Board is to vote "FOR ALL" the TEGNA directors by using the **GOLD** proxy card, or the email representing the **GOLD** proxy card. Simply discard any White proxy cards (or emails relating to the White proxy card) you receive.

### How to Vote

#### Voting is quick and easy.

- For TEGNA 401(k) Savings Plan participants and other holders who receive hard-copy materials by mail: Please locate the Control Number indicated on your **GOLD** proxy card. Then, simply access the website or call the telephone number shown on the **GOLD** proxy card and follow the easy prompts to submit your vote.
- For employees who hold shares at Merrill Lynch or at any other brokers: If you earlier opted-in to email delivery, first make sure the email you are looking at relates to the **GOLD** proxy card. Then, simply click the **GOLD** "VOTE NOW" button in the email. Depending on your broker, the button will link you either directly to the meeting agenda or to your broker's log-in site. If you have not opted in to receive email delivery, you will receive hard-copy materials in the mail.

We will be sharing specific instructions and tips to help guide you through the voting process next week – around the time that you will be receiving your proxy materials in the mail or by email.

Thank you in advance for voting.

DAVE

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To: All Employees  
From: From Dave Lougee  
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**Important Additional Information**

TEGNA has filed a definitive proxy statement and form of GOLD proxy card with the SEC in connection with the solicitation of proxies for TEGNA's 2021 Annual Meeting of shareholders (the "Proxy Statement" and such meeting the "2021 Annual Meeting"). TEGNA, its directors and certain of its executive officers will be participants in the solicitation of proxies from shareholders in respect of the 2021 Annual Meeting. Information regarding the names of TEGNA's directors and executive officers and their respective interests in TEGNA by security holdings or otherwise is set forth in the Proxy Statement. To the extent holdings of such participants in TEGNA's securities have changed since the amounts described in the Proxy Statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Additional information can also be found in TEGNA's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the SEC on March 1, 2021. Details concerning the nominees of TEGNA's Board of Directors for election at the 2021 Annual Meeting are included in the Proxy Statement. **BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF TEGNA ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and shareholders are able to obtain a copy of the definitive Proxy Statement and other documents filed by TEGNA free of charge from the SEC's website, [www.sec.gov](http://www.sec.gov). TEGNA's shareholders are also able to obtain, without charge, a copy of the definitive Proxy Statement and other relevant filed documents by directing a request by mail to TEGNA, 8350 Broad Street, Suite 2000, Tysons, VA 22102, or from the Company's website, <https://www.tegna.com>.