

# TEGNA INC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/23/21

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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:

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(1) Amount Previously Paid:

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

(3) Filing Party:

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(4) Date Filed:

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April 22, 2021

**Leading Independent Proxy Advisory Firm ISS Recommends TEGNA Shareholders Vote “FOR” ALL 12 TEGNA Director Nominees**

*TEGNA Urges Shareholders to Vote “FOR” its Highly Qualified Director Nominees on the GOLD Proxy Card Today*

Tysons, VA – TEGNA Inc. (NYSE: TGNA) today announced that leading independent proxy advisory firm Institutional Shareholder Services Inc. (“ISS”) recommends that TEGNA shareholders vote on the GOLD proxy card “FOR” all 12 of TEGNA’s director nominees at the Annual Meeting of Shareholders on May 7, 2021.

Howard Elias, Chairman of the Board, said, “We are pleased that ISS recommends that TEGNA shareholders support our highly qualified, diverse and engaged directors. ISS’ support recognizes the Board’s important role in actively overseeing the successful execution of TEGNA’s value creation strategy and ensuring we continue to make progress advancing our ESG and DE&I objectives. We encourage TEGNA shareholders to follow ISS’ recommendation and vote for all of TEGNA’s nominees on the gold proxy card.”

In making its recommendation, ISS noted:

- “Given that the dissident’s primary demand is an operational review with an eye to improving performance when the company has already and is expected to continue posting median-beating results, it is difficult to see how the dissident has made a convincing case for change.”
- “... this is not a board that has been caught flatfooted or is reactive regarding issues of diversity and inclusion. The board’s makeup is diverse. The company hired a chief diversity officer in September 2020 who reports directly to CEO Lougee. The board’s committees all revised their charters before early December 2020 to publicly codify that each board committee member has diversity and inclusion oversight responsibilities.”

We encourage shareholders to vote to reelect TEGNA’s highly qualified, engaged and diverse directors using the GOLD proxy card so that the Board and management team can continue to execute the company’s strategy to maximize value for ALL shareholders. Discard any white proxy cards received.

Please visit [TEGNAvalue.com](http://TEGNAvalue.com) for additional materials about TEGNA’s 2021 Annual Meeting of Shareholders on May 7, 2021.

**YOUR VOTE IS IMPORTANT, NO MATTER HOW  
MANY SHARES YOU OWN**

If you have questions about how to vote your shares, please call the firm assisting us with the solicitation of proxies:

**INNISFREE M&A INCORPORATED**

Shareholders may call:

**(877) 687-1865 (toll-free from the U.S. and Canada), or  
+1 (412) 232-3651 (from other countries)**

IMPORTANT NOTE: Please simply discard any White proxy cards sent to you by Standard General. If you have already voted using a White proxy card, you can change your vote by using the GOLD proxy card to vote by telephone, Internet or by mail.

Only your latest-dated vote will count.

**About TEGNA**

TEGNA Inc. (NYSE: TGNA) is an innovative media company that serves the greater good of our communities. Across platforms, TEGNA tells empowering stories, conducts impactful investigations and delivers innovative marketing solutions. With 64 television stations in 51 U.S. markets, TEGNA is the largest owner of top 4 network affiliates in the top 25 markets among independent station groups, reaching approximately 39 percent of all television households nationwide. TEGNA also owns leading multicast networks True Crime Network and Quest. TEGNA Marketing Solutions (TMS) offers innovative solutions to help businesses reach consumers across television, digital and over-the-top (OTT) platforms, including Premion, TEGNA's OTT advertising service. For more information, visit [www.TEGNA.com](http://www.TEGNA.com).

**Forward-Looking Statements**

Certain statements in this communication may constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Any forward-looking statements contained herein are subject to a number of risks, trends and uncertainties that could cause actual results or company actions to differ materially from what is expressed or implied by these statements, including risks relating to the coronavirus (COVID-19) pandemic and its effect on our revenues, particularly our nonpolitical advertising revenues. Potential regulatory actions, changes in consumer behaviors and impacts on and modifications to TEGNA's operations and business relating thereto and TEGNA's ability to execute on its standalone plan can also cause actual results to differ materially. Other economic, competitive, governmental, technological and other factors and risks that may affect TEGNA's operations or financial results are discussed in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Any forward-looking statements in this communication should be evaluated in light of these important risk factors. TEGNA is not responsible for updating the information contained in this communication beyond the published date, or for changes made to this communication by wire services, Internet service providers or other media.

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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>.

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