

Chatham Asset Management, LLC

Form 4

April 02, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Chatham Asset Management, LLC

(Last) (First) (Middle)

26 MAIN STREET, SUITE 204

(Street)

CHATHAM, NJ 07928

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MCCLATCHY CO [MNI]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/29/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.01 par value per share	03/29/2019		P	57,953	A \$ 5.0147 (2)	1,266,657	I See Footnote (1)
Class A Common Stock, \$0.01 par value per share	04/01/2019		P	9,724	A \$ 4.7771 (3)	1,276,381	I See Footnote (1)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Chatham Asset Management, LLC  
26 MAIN STREET, SUITE 204  
CHATHAM, NJ 07928

X

## Signatures

/s/ Anthony Melchiorre, Managing Member of Chatham Asset Management,  
LLC

04/02/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Chatham Asset Management, LLC (the "Reporting Person") is the investment manager to Chatham Asset High Yield Master Fund, Ltd., a Cayman Islands exempted company ("Chatham Master Fund"), and other affiliated funds (collectively with Chatham Master Fund, the "Chatham Funds"). Anthony Melchiorre ("Mr. Melchiorre") is the managing member of the Reporting Person. As of April 1, 2019,

(1) Chatham Master Fund held 620,486 shares of Class A Common Stock, \$0.01 par value per share (the "Common Stock"), of McClatchy Co. ("McClatchy"), and certain other affiliated funds held an aggregate of 655,895 shares of Common Stock of McClatchy. Pursuant to Reg. Section 240.16a-1(a)(2), the Reporting Person's and Mr. Melchiorre's beneficial ownership is limited to their pecuniary interest, if any, in such securities.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.93 to \$5.15, inclusive. Reporting Person undertakes to provide to McClatchy, any security holder of McClatchy, or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.70 to \$4.85, inclusive. Reporting Person undertakes to provide to McClatchy, any security holder of McClatchy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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