

NEW YORK TIMES CO
Form 8-K
May 02, 2019

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): May 2, 2019

The New York Times Company

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

1-5837
(Commission
File Number)

13-1102020
(I.R.S. Employer
Identification No.)

620 Eighth Avenue, New York, New York
(Address of principal executive offices)

10018
(Zip Code)

Registrant's telephone number, including area code: (212) 556-1234

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 (see General Instruction A.2. below):

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))
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.

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------------|--------------------------|--|
| Class A Common Stock | NYT | New York Stock Exchange |

Item 5.07. Submission of Matters to a Vote of Security Holders

The annual meeting of stockholders of The New York Times Company (the Company) was held on May 2, 2019. At the annual meeting, the Company's stockholders voted on three proposals and cast their votes as follows:

Proposal Number 1 Election of directors

The stockholders (with Class A and Class B common stockholders voting separately) elected all of management's nominees for election as directors. The results of the vote taken were as follows:

| Directors | For | Withheld | Broker Non-Vote |
|--|-------------|-----------------|------------------------|
| (Vote results of Class A common stockholders) | | | |
| Amanpal S. Bhutani | 138,256,321 | 247,747 | 15,964,140 |
| Joichi Ito | 138,080,872 | 423,196 | 15,964,140 |
| Brian P. McAndrews | 137,873,085 | 630,983 | 15,964,140 |
| Doreen Toben | 137,449,582 | 1,054,486 | 15,964,140 |
| (Vote results of Class B common stockholders) | | | |
| Robert E. Denham | 755,839 | 0 | 8,362 |
| Rachel Glaser | 755,839 | 0 | 8,362 |
| Hays N. Golden | 755,839 | 0 | 8,362 |
| David Perpich | 755,839 | 0 | 8,362 |
| John W. Rogers, Jr. | 755,839 | 0 | 8,362 |
| A.G. Sulzberger | 755,839 | 0 | 8,362 |
| Arthur Sulzberger, Jr. | 751,499 | 4,340 | 8,362 |
| Mark Thompson | 755,839 | 0 | 8,362 |
| Rebecca Van Dyck | 755,839 | 0 | 8,362 |

Proposal Number 2 Advisory vote to approve executive compensation

The Class B common stockholders approved the advisory resolution on the compensation of the Company's named executive officers. The results of the vote taken were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 751,499 | 4,340 | 0 | 8,362 |

Proposal Number 3 Ratification of the selection of Ernst & Young LLP as auditors

The stockholders (with Class A and Class B common stockholders voting together) ratified the selection, by the Audit Committee of the Board of Directors, of Ernst & Young LLP, an independent registered public accounting firm, as auditors of the Company for the fiscal year ending December 29, 2019. The results of the vote taken were as follows:

| For | Against | Abstain | Broker Non-Vote |
|-------------|----------------|----------------|------------------------|
| 153,859,657 | 641,734 | 731,018 | Not applicable |

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 hereunto duly authorized.

THE NEW YORK TIMES COMPANY

Date: May 2, 2019

By: /s/ Diane Brayton
Diane Brayton
Executive Vice President, General Counsel
and Secretary