

SULZBERGER ARTHUR JR
Form 4
November 07, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SULZBERGER ARTHUR JR

(Last) (First) (Middle)

THE NEW YORK TIMES
COMPANY, 620 EIGHTH
AVENUE

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEW YORK TIMES CO [NYT.A]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 11/05/2018 | | M | | 66,000 A \$ 3.625 | 345,215 | D |
| Class A Common Stock | 11/05/2018 | | S | | 66,000 D \$ 28.0046 | 279,215 | D |
| Class A Common Stock | 11/05/2018 | | M | | 100,000 A \$ 3.625 | 379,215 | D |
| Class A Common Stock | 11/05/2018 | | D | | 100,000 D \$ 28.01 | 279,215 | D |

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| | | | | | | |
|----------------------|--|--|--|-----------|-----|-------------|
| Common Stock | | | | | | |
| Class A Common Stock | | | | 1,400,000 | (2) | I By trust. |
| Class A Common Stock | | | | 25,000 | (2) | I By trust. |
| Class A Common Stock | | | | 25,000 | (2) | I By trust. |
| Class A Common Stock | | | | 984 | (2) | I By trust. |
| Class A Common Stock | | | | 984 | (2) | I By trust. |

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

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(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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Employee Stock Options - Rights to Buy | \$ 3.625 | 11/05/2018 | | M | 66,000 | (3) 02/19/2019 | Class A Common Stock 66,000 |
| Stock Appreciation Right | \$ 3.625 | 11/05/2018 | | M | 100,000 | (4) 02/19/2019 | Class A Common Stock 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SULZBERGER ARTHUR JR THE NEW YORK TIMES COMPANY 620 EIGHTH AVENUE NEW YORK, NY 10018 | | | | |

Signatures

/s/ Ellen S. Knarr as Attorney-in-fact for Arthur
Sulzberger, Jr.

11/07/2018

__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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.10, inclusive. The reporting person undertakes to provide The New York Times Company, any security holder of The New York Times Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) The reporting person disclaims beneficial ownership of these shares.

(3) Rights to buy Class A Common Stock granted on February 19, 2009 under The New York Times Company 1991 Executed Stock Incentive Plan. The option vested in three equal annual installments beginning on February 19, 2010.

(4) Deferred Payment Stock Appreciation Rights granted to compensate the reporting person for 100,000 of 500,000 options to purchase shares of Class A Common Stock originally granted to the reporting person on February 19, 2009, which portion has subsequently been determined to have been null and void. The Deferred Payment Stock Appreciation Rights vested in three equal annual installments beginning February 19, 2010.

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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