

NEW YORK TIMES CO  
Form 8-K  
April 30, 2014

**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): April 30, 2014**

**The New York Times Company**

(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <b>New York</b><br>(State or other jurisdiction<br>of incorporation) | <b>1-5837</b><br>(Commission<br>File Number) | <b>13-1102020</b><br>(I.R.S. Employer<br>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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) At the annual meeting of stockholders of The New York Times Company (the Company) held on April 30, 2014, the stockholders approved an amendment and restatement of The New York Times Company 2010 Incentive Compensation Plan (the amended 2010 Incentive Plan) pursuant to which cash and equity compensation awards may be provided to employees, non-employee directors and other service providers of the Company and its subsidiaries. The amended 2010 Incentive Plan increased the number of shares of Class A common stock reserved for issuance under the Plan by 6.5 million shares and increased the maximum individual award limits for cash-based awards. A description of the material terms of the amended 2010 Incentive Plan was included in the Company's Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on March 17, 2014 (the 2014 Proxy Statement).

The above description of the amended 2010 Incentive Plan is not intended to be complete and is qualified in its entirety by the specific language in the amended 2010 Incentive Plan, a copy of which is attached as Exhibit 10.1 to this report and is incorporated herein by reference.

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

The annual meeting of stockholders of the Company was held on April 30, 2014. At the annual meeting, the Company's stockholders voted on four 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:

| <b>Directors</b>                                     | <b>For</b>  | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|--|-------------|-----------------|------------------------|
| <b>(Vote results of Class A common stockholders)</b> |             |                 |                        |
| Raul E. Cesan  | 106,389,531 | 770,537         | 20,500,479             |
| Joichi Ito   | 106,219,553 | 940,515         | 20,500,479             |
| David E. Liddle                                      | 106,433,573 | 726,495         | 20,500,479             |
| Ellen R. Marram                                      | 105,808,419 | 1,351,649       | 20,500,479             |
| <b>(Vote results of Class B common stockholders)</b> |             |                 |                        |
| Robert E. Denham                                     | 772,458     | 0               | 20,550                 |
| Michael Golden                                       | 765,948     | 6,510           | 20,550                 |
| Steven B. Green                                      | 772,458     | 0               | 20,550                 |
| Carolyn D. Greenspon                                 | 772,458     | 0               | 20,550                 |
| James A. Kohlberg                                    | 772,458     | 0               | 20,550                 |
| Brian P. McAndrews                                   | 765,948     | 6,510           | 20,550                 |
| Arthur Sulzberger, Jr.                               | 765,948     | 6,510           | 20,550                 |
| Mark Thompson  | 765,948     | 6,510           | 20,550                 |
| Doreen A. Toben                                      | 772,458     | 0               | 20,550                 |

**Proposal Number 2 Approval of amendment and restatement of The New York Times Company 2010 Incentive Compensation Plan**

The stockholders (with Class A and B common stockholders voting together) approved the amendment and restatement of The New York Times Company 2010 Incentive Compensation Plan described in Proposal 2 in the 2014 Proxy Statement. The results of the vote taken were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 105,944,955 | 1,707,940      | 279,631        | 20,521,029             |

**Proposal Number 3 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:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 765,948    | 6,510          | 0              | 20,550                 |

**Proposal Number 4 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 28, 2014. The results of the vote taken were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 127,316,472 | 440,314        | 696,769        | Not applicable         |

**Item 9.01. Financial Statements and Exhibits**

## (d) Exhibits

| Exhibit Number | Description   |
|----------------|---|
| Exhibit 10.1   | The New York Times Company 2010 Incentive Compensation Plan, as amended and restated effective April 30, 2014 |

**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: April 30, 2014

By: /s/ Diane Brayton  
Diane Brayton  
Secretary and Assistant General Counsel

**Exhibit List**

| Exhibit Number | Description   |
|----------------|---|
| Exhibit 10.1   | The New York Times Company 2010 Incentive Compensation Plan, as amended and restated effective April 30, 2014 |