

MCCLATCHY CO  
Form DEFA14A  
April 04, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

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 Pursuant to Section 240.14a-12

**The McClatchy Company**  
**(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)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 18, 2016.**

**THE MCCLATCHY COMPANY**

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 21, 2016

**Date:** May 18, 2016  
Time

**Time:** 9:00 AM Local

**Location:** Vizcaya Pavilion  
2019 21<sup>st</sup> Street  
Sacramento, CA 95818

*THE MCCLATCHY COMPANY*  
*P.O. BOX 15779*  
*SACRAMENTO, CA 95852*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

E03422-P73343

## **Before You Vote**

How to Access the  
Proxy Materials

### **Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT    ANNUAL REPORT

#### **How to View Online:**

Have the information that is printed in the box marked by the arrow    XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### **How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*:        [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*:    1-800-579-1639
- 3) *BY E-MAIL* \*:        [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow    XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 4, 2016 to facilitate timely delivery.

## **How To Vote**

Please Choose One  
of the Following  
Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow    XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E03423-P73343

### **Voting Items**

**The Board of Directors recommends that you vote FOR the following:**

1. Election of Directors

**Nominees:**

- 01) Elizabeth  
Ballantine
- 02) Clyde W. Ostler
- 03) Frederick R. Ruiz

**The Board of Directors recommends you vote FOR the following proposals:**

2. To ratify the appointment of Deloitte & Touche LLP as McClatchy's independent registered public accounting firm for the 2016 fiscal year.
3. To consider and approve a proposal to adopt an Amended and Restated Certificate of Incorporation to:  
(i) effect a reverse stock split of our outstanding Class A and B Common Stock at a ratio of not less than one-for-five (1:5) and not more than one-for-twenty five (1:25); and (ii) add defined terms and update certain incorrect cross references in the existing Restated Certificate of Incorporation.

**NOTE:** Whether or not you provide voting directions, your proxy, when properly executed, will be voted in discretion of the proxy holders upon such other matters as may properly come before the meeting and any postponement or adjournment thereof.

E03425-P73343

**Voting  
Items**

**The Board of  
Directors  
recommends that  
you  
vote FOR the  
following:**

1. Election of  
Directors

**Nominees:**

- |                               |                           |
|-------------------------------|---------------------------|
| 01) Leroy Barnes, Jr.         | 05) Kevin S. McClatchy    |
| 02) Molly Maloney Evangelisti | 06) William B. McClatchy  |
| 03) Craig I. Forman           | 07) Patrick J. Talamantes |
| 04) Brown McClatchy Maloney   |                           |

**The Board of Directors recommends you vote FOR the following proposals:**

2. To ratify the appointment of Deloitte & Touche LLP as McClatchy's independent registered public accounting firm for the 2016 fiscal year.

3. To consider and approve a proposal to adopt an Amended and Restated Certificate of Incorporation to: (i) effect a reverse stock split of our outstanding Class A and B Common Stock at a ratio of not less than one-for-five (1:5) and not more than one-for-twenty five (1:25); and (ii) add defined terms and update certain incorrect cross references in the existing Restated Certificate of Incorporation.

**NOTE:** Whether or not you provide voting directions, your proxy, when properly executed, will be voted in discretion of the proxy holders upon such other matters as may properly come before the meeting and any postponement or adjournment thereof.

E03424-P73343