

NEW YORK TIMES CO  
Form 4  
February 21, 2017

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 8TH AVENUE

(Street)

NEW YORK, NY 10036

(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)

02/16/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman and Publisher

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 (D) Price					
Class A Common Stock	02/16/2017		A		54,811 (1)	A	\$ 0	254,373	D (2)	
Class A Common Stock (3)	02/16/2017		F		22,561	D	\$ 15.95	231,812	D	
Class A Common Stock								3,327 (4)	I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned (Instr. 3, 4, and 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULZBERGER ARTHUR JR THE NEW YORK TIMES COMPANY 620 8TH AVENUE NEW YORK, NY 10036	X		Chairman and Publisher	

## Signatures

/s/Theodore R. Wagner as Attorney-in-fact for Arthur Sulzberger, Jr. 02/21/2017

\_\_\_\_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) Represents shares acquired by the reporting person upon the achievement of specific goals under pre-established performance measures over a performance period from December 30, 2013 to December 25, 2016, pursuant to a performance based equity award under The New York Times Company's 2010 Incentive Compensation Plan.
  - (2) In addition, the reporting person owns 1,400,000 shares of Class A Common Stock indirectly by a trust.
  - (3) Delivery of shares to The New York Times Company to satisfy tax withholding obligations related to shares acquired pursuant to the performance based equity award under The New York Times Company's 2010 Incentive Compensation Plan.
  - (4) Represents shares of Class A stock equivalents attributed to holdings in the Company Stock Fund of The New York Times Companies Supplemental Retirement and Investment Plan (the "401(k) Plan"), based on a plan statement dated as of December 31, 2016. The number

## Edgar Filing: NEW YORK TIMES CO - Form 4

of shares was calculated by dividing the dollar value of the reporting person's holdings in such fund by the closing price of The New York Times Company Class A Common Stock on December 30, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.