

NEW YORK TIMES CO  
Form 4  
February 21, 2017

**FORM 4**

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

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

OMB APPROVAL

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(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Class A<br>Common<br>Stock            | 02/16/2017                              |   | A                                    | 54,811<br>(1)   | A \$ 0 254,373   | D (2)  |   |
| Class A<br>Common<br>Stock (3)        | 02/16/2017                              |   | F                                    | 22,561 D  | \$ 15.95 231,812   | D  |   |
| Class A<br>Common<br>Stock            |   |   |                                      |   | 3,327 (4)  | I  | By 401(k)<br>Plan   |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| SULZBERGER ARTHUR JR<br>THE NEW YORK TIMES COMPANY<br>620 8TH AVENUE<br>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).

- Represents shares acquired by the reporting person upon the achievement of specific goals under pre-established performance measures
- (1) 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

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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.

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