

# 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): September 22, 2021

## DallasNews CORPORATION

(Exact name of registrant as specified in its charter)

Commission file number: 1-33741

**Texas**

(State or other jurisdiction of incorporation or organization)

**38-3765318**

(I.R.S. Employer Identification No.)

**P. O. Box 224866, Dallas, Texas 75222-4866**

(Address of principal executive offices, including zip code)

**(214) 977-7342**

(Registrant's telephone number, including area code)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Series A Common Stock, \$0.01 par value	DALN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On September 22, 2021, the Board of Directors (the “Board”) of DallasNews Corporation (the “Company”) increased the size of the Board from four directors to five directors, pursuant to Article III, Section 2 of the Amended and Restated Bylaws of the Company, and unanimously elected Dunia A. Shive to serve as a director of the Company, effective immediately. Ms. Shive’s initial term will expire at the Company’s next annual meeting of shareholders in 2022, when she will be eligible for re-election by the shareholders. Ms. Shive will serve on two of the Company’s standing committees –the Compensation & Management Development Committee and the Nominating and Corporate Governance Committee. A copy of the press release announcing her election is furnished herewith as Exhibit 99.1.

The Board has determined that Ms. Shive is independent within the meaning of the rules and regulations promulgated by the Securities and Exchange Commission, the listing standards of Nasdaq and the Company’s Corporate Governance Guidelines. Consistent with the Company’s non-employee director compensation arrangements, Ms. Shive will be entitled to receive a pro-rated amount of the DallasNews directors’ annual \$105,000 cash retainer package for the 2021 – 2022 service year, or approximately \$67,500. Non-employee director compensation is paid quarterly. No additional amounts are paid in connection with director service as Lead Director or committee chair. DallasNews reimburses directors for travel expenses incurred in attending meetings. No additional fee is paid to directors for attendance at Board and committee meetings.

Ms. Shive does not have any family relationship with any other director or executive officer of the Company and, other than as a DallasNews director, does not have any other material relationship with the Company. There is no understanding or arrangement between Ms. Shive and any other person or persons with respect to her election as a director. Additionally, there are no transactions involving the Company and Ms. Shive that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

**Item 8.01. Other Events.**

On September 22, 2021, the Company’s Board of Directors approved a fourth quarter 2021 dividend of \$0.16 per share. The dividend will be payable on December 3, 2021 to shareholders of record at the close of business on November 12, 2021. A copy of the announcement press release is furnished with this report as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">DallasNews Corporation Press Release dated September 22, 2021</a>
<a href="#">99.2</a>	<a href="#">DallasNews Corporation Press Release dated September 22, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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 thereunto duly authorized.

Date: September 22, 2021

DALLASNEWS CORPORATION

By: /s/ Christine E. Larkin  
Christine E. Larkin  
Senior Vice President/General Counsel

# DallasNews CORPORATION

## DallasNews Corporation Announces Election of Dunia A. Shive as Director

DALLAS – DallasNews Corporation (Nasdaq: DALN) (the “Company”) today announced that Dunia A. Shive has been elected a director by the Company's Board of Directors. Shive will serve on the Board's compensation and management development committee as well as the nominating and corporate governance committee. She will stand for re-election at the Company's 2022 annual meeting of shareholders.

Shive, 60, is a longtime Dallas resident with 30 years of media industry experience. She served as senior vice president of TEGNA, Inc., formerly Gannett Co., Inc., from 2013 to 2017. Prior to joining TEGNA, from 2008 to 2013, Shive was president and Chief Executive Officer of Belo Corp., a television broadcast and digital media company acquired by Gannett in December 2013. She joined Belo Corp. in 1993 and served as Chief Financial Officer and in other leadership positions prior to her election as CEO. Shive currently serves on the boards of Kimberly-Clark Corporation (since 2019), Main Street Capital Corporation (since 2020), and Trinity Industries, Inc. (since 2014). She chairs the audit committees at Kimberly-Clark and Trinity Industries. Shive previously served on the board of Dr. Pepper Snapple Group, Inc. (until 2018) and is a trustee of Parks for Downtown Dallas, a non-profit civic organization. In 2008 she was named a Distinguished Alumna of Texas Tech University.

John A. Beckert, Lead Director of DallasNews Corporation and chairman of the nominating and corporate governance committee, said, “Dunia is very familiar with the Company and the complexities of the media environment in which we are operating. Her extensive corporate and operating experience will give the Board important perspective as we refine DallasNews’ strategy and continue in the Company’s transition to a sustainably profitable digital news and information provider.”

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Shive said, “DallasNews Corporation’s commitment to journalism has never been more relevant or important. I look forward to contributing to the Company's efforts to develop a lasting business model that enables it to meet these goals over the long term.”

### **About DallasNews Corporation**

DallasNews Corporation is the leading local news and information publishing company in Texas. The Company has a growing presence in emerging media and digital marketing, and maintains capabilities related to commercial printing, distribution and direct mail. DallasNews delivers news and information in innovative ways to a broad range of audiences with diverse interests and lifestyles. For additional information, visit [dallasnewscorporation.com](http://dallasnewscorporation.com) or email [invest@dallasnews.com](mailto:invest@dallasnews.com).

*Statements in this communication concerning DallasNews Corporation’s business outlook or future economic performance, revenues, expenses, and other financial and non-financial items that are not historical facts, including statements about the Company’s expectations relating to the reverse stock split, are “forward-looking statements” as the term is defined under applicable federal securities laws. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those statements. Such risks, trends and uncertainties are, in most instances, beyond the Company’s control, and include changes in advertising demand and other economic conditions; consumers’ tastes; newsprint prices; program costs; labor relations; cybersecurity incidents; technological obsolescence; and the current and future impacts of the COVID-19 pandemic. Among other risks, there can be no guarantee that the board of directors will approve a quarterly dividend in future quarters; as well as other risks described in the Company’s Annual Report on Form 10-K and in the Company’s other public disclosures and filings with the Securities and Exchange Commission. Forward-looking statements, which are as of the date of this filing, are not updated to reflect events or circumstances after the date of the statement.*

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# DallasNews CORPORATION

## DallasNews Corporation Announces Fourth Quarter 2021 Dividend

**DALLAS** - DallasNews Corporation (Nasdaq: DALN) announced today that the Company's Board of Directors declared a quarterly cash dividend of \$0.16 per share on September 22, 2021. The dividend will be payable on December 3, 2021 to shareholders of record at the close of business on November 12, 2021.

### **About DallasNews Corporation**

DallasNews Corporation is the leading local news and information publishing company in Texas. The Company has a growing presence in emerging media and digital marketing, and maintains capabilities related to commercial printing, distribution and direct mail. DallasNews delivers news and information in innovative ways to a broad range of audiences with diverse interests and lifestyles. For additional information, visit [dallasnewscorporation.com](http://dallasnewscorporation.com) or email [invest@dallasnews.com](mailto:invest@dallasnews.com).

*Statements in this communication concerning DallasNews Corporation's business outlook or future economic performance, revenues, expenses, and other financial and non-financial items that are not historical facts, including statements about the Company's expectations relating to the reverse stock split, are "forward-looking statements" as the term is defined under applicable federal securities laws. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those statements. Such risks, trends and uncertainties are, in most instances, beyond the Company's control, and include changes in advertising demand and other economic conditions; consumers' tastes; newsprint prices; program costs; labor relations; cybersecurity incidents; technological obsolescence; and the current and future impacts of the COVID-19 pandemic. Among other risks, there can be no guarantee that the board of directors will approve a quarterly dividend in future quarters; as well as other risks described in the Company's Annual Report on Form 10-K and in the Company's other public disclosures and filings with the Securities and Exchange Commission. Forward-looking statements, which are as of the date of this filing, are not updated to reflect events or circumstances after the date of the statement.*

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