

# 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): May 13, 2021

## A. H. BELO CORPORATION

(Exact name of registrant as specified in its charter)

Commission file number: **1-33741**

**Texas**  
(State or other jurisdiction of incorporation or organization)

**P. O. Box 224866, Dallas, Texas 75222-4866**  
(Address of principal executive offices, including zip code)

**38-3765318**  
(I.R.S. Employer Identification No.)

**(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 | AHC                   | New York Stock Exchange                          |

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

The 2021 Annual Meeting of Shareholders of A. H. Belo Corporation (the "Company" or "A. H. Belo") was held on May 13, 2021. The following are the final voting results and a brief description of each matter submitted to the Company's shareholders at that meeting. Each proposal is described in more detail in the Company's 2021 Proxy Statement dated April 2, 2021.

*Proposal 1: Election of Directors.* The shareholders of the Company elected each of the director nominees nominated by the Company's Board of Directors, as follows: John A. Beckert, Louis E. Caldera, Robert W. Decherd, and Ronald D. McCray were elected as directors and are eligible to serve a one-year term until the 2022 annual meeting and until his successor is elected and qualified.

The following is a tabulation of the voting results with respect to each director nominee:

| <u>Director</u>   | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------|------------------|-----------------------|-------------------------|
| John A. Beckert   | 31,625,385       | 5,283,922             | 3,830,343               |
| Louis E. Caldera  | 34,678,660       | 2,230,647             | 3,830,343               |
| Robert W. Decherd | 35,026,878       | 1,882,429             | 3,830,343               |
| Ronald D. McCray  | 34,681,479       | 2,227,828             | 3,830,343               |

*Proposal 2: Ratification of the Appointment of Independent Registered Public Accounting Firm.* The Company's shareholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2021 by an affirmative majority of the voting power represented at the annual meeting and entitled to vote:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> |
|------------------|----------------------|----------------|
| 40,681,525       | 28,847               | 29,278         |

*Proposal 3: Approval of an Amendment to the Company's Certificate of Formation to Change the Name of the Company.* The Company's shareholders approved an amendment to the Company's Certificate of Formation to change the name of the Company to DallasNews Corporation by an affirmative majority of the voting power represented at the annual meeting and entitled to vote:

The shareholder vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------|-------------------------|
| 40,482,390       | 252,551              | 4,709          | 0                       |

*Proposal 4: Approval of a Proposal to Authorize the Company's Board of Directors to Effect, in the Board's Discretion Prior to December 31, 2021, a Reverse Stock Split of the Company's Common Stock and Amendment of the Company's Certificate of Formation to Effect the Reverse Stock Split and Reduce Proportionately the Total Number of Authorized Shares of the Company's Common Stock.* The Company's shareholders authorized the Company's Board of Directors to effect, in the Board's discretion prior to December 31, 2021, a reverse stock split of all of the issued and outstanding and treasury shares of common stock, par value \$0.01 per share, of the Company, at a ratio of not less than 1-for-3 and not more than 1-for-5, as determined by the Board of Directors, and approved a corresponding amendment to the Company's Certificate of Formation to effect the reverse stock split and to reduce proportionately the total number of shares of common stock that the Company is authorized to issue by the affirmative vote of (i) the holders of at least two-thirds of the outstanding shares of Series A common stock and Series B common stock entitled to vote at the annual meeting, voting together as a single class; (ii) the holders of at least two-thirds of the outstanding shares of Series A common stock entitled to vote at the annual meeting, voting separately as a class; and (iii) the holders of at least two-thirds of the outstanding shares of Series B common stock entitled to vote at the annual meeting, voting separately as a class.

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The shareholder vote was as follows:

Combined Series A and Series B Votes (together as a single class):

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------|-------------------------|
| 38,429,862       | 2,235,053            | 74,735         | 0                       |

Combined Series A and Series B Shares (voting together as a single class):

| <u>Shares For</u> | <u>Shares Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------------|-----------------------|----------------|-------------------------|
| 16,703,187        | 2,234,765             | 74,735         | 0                       |

Series A Shares (voting separately as a class):

| <u>Shares For</u> | <u>Shares Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------------|-----------------------|----------------|-------------------------|
| 14,289,112        | 2,234,733             | 74,735         | 0                       |

Series B Shares (voting separately as a class):

| <u>Shares For</u> | <u>Shares Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------------|-----------------------|----------------|-------------------------|
| 2,414,075         | 32                    | 0              | 0                       |

**Item 8.01. Other Events.**

On May 13, 2021, the Company's Board of Directors approved a third quarter 2021 dividend of \$0.04 per share. The dividend will be payable on September 3, 2021 to shareholders of record at the close of business on August 13, 2021. The Company expects the current amount of the dividend to be proportionately adjusted in the event a reverse stock split is effectuated prior to the record date. A copy of the announcement press release is furnished with this report as Exhibit 99.1.

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

(d) *Exhibits.*

| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| <a href="#">99.1</a>  | <a href="#">Press Release issued by A. H. Belo Corporation on May 13, 2021</a> |
| 104                   | Cover Page Interactive Data File (embedded within the Inline XBRL document)    |

**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: May 13, 2021

A. H. BELO CORPORATION

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

# A. H. BELO CORPORATION

## A. H. Belo Corporation Announces Third Quarter 2021 Dividend

DALLAS - A. H. Belo Corporation (NYSE: AHC) announced today that the Company's Board of Directors declared a quarterly cash dividend of \$0.04 per share on May 13, 2021. The dividend will be payable on September 3, 2021 to shareholders of record at the close of business on August 13, 2021. The Company expects the current amount of the dividend to be proportionately adjusted in the event a reverse stock split is effectuated prior to the record date.

### **About A. H. Belo Corporation**

A. H. Belo 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. A. H. Belo delivers news and information in innovative ways to a broad range of audiences with diverse interests and lifestyles. For additional information, visit [www.ahbelo.com](http://www.ahbelo.com) or email [invest@ahbelo.com](mailto:invest@ahbelo.com).

*Statements in this communication concerning A. H. Belo Corporation's business outlook or future economic performance, revenues, expenses, and other financial and non-financial items that are not historical facts, including statements of the Company's expectations relating to its plans to regain NYSE compliance, 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; technology obsolescence; and the current and future impacts of the COVID-19 public health crisis. 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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