SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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	Iress of Reporting Porting Porting Portion		2. Issuer Name and Ticker or Trading Symbol A. H. Belo Corp [AHC]		ationship of Reporting Pe (all applicable) Director	rson(s) to Issuer 10% Owner
		· · · ·	- 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2017		Officer (give title below) Chairman, Presid	Other (specify below) ent & CEO
		75222-4866 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	porting 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. Transa Code 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	- Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Series A Common Stock	03/08/2017		М		12,118(1)	A	(2)	349,534	D			
Series A Common Stock	03/08/2017		D ⁽³⁾		4,848 ⁽³⁾	D	\$ <u>6.3</u>	344,686	D			
Series A Common Stock	03/08/2017		М		16,638(4)	A	(2)	361,324	D			
Series A Common Stock	03/08/2017		D ⁽³⁾		6,656 ⁽³⁾	D	\$ <u>6.3</u>	354,668	D			
Series A Common Stock	03/08/2017		М		34,090 ⁽⁵⁾	A	(2)	388,758	D			
Series A Common Stock	03/08/2017		D ⁽³⁾		13,636 ⁽³⁾	D	\$ <u>6.3</u>	375,122	D			

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. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (Time- Based) ⁽⁶⁾	(2)	03/08/2017		М			12,118	(7)	(7)	Series A Common Stock	12,118 ⁽²⁾	\$0.00	0	D	
Restricted Stock Units (Time- Based) ⁽⁸⁾	(2)	03/08/2017		М			16,638	(7)	(7)	Series A Common Stock	16,638 ⁽²⁾	\$0.00	16,638	D	
Restricted Stock Units (Time- Based) ⁽⁹⁾	(2)	03/08/2017		М			34,090	(7)	(7)	Series A Common Stock	34,090 ⁽²⁾	\$0.00	51,137	D	

Explanation of Responses:

1. The number of shares shown represents the time-based restricted stock units (TBRSUs) that vested and were paid on March 8, 2017. These TBRSUs were awarded on March 6, 2014.

2. Each TBRSU represents a contingent right to receive the value of one share of A. H. Belo Corporation Series A Common Stock. TBRSUs are valued as of the date of vesting and are paid 60% in shares of A. H. Belo Corporation Series A Common Stock and 40% in cash.

3. The number of shares shown represents the settlement of the 40% cash portion of TBRSUs that vested and were paid on March 8, 2017. Pursuant to SEC Guidance, settlement of the cash portion is deemed a disposition of shares to the Company.

4. The number of shares shown represents the TBRSUs that vested and were paid on March 8, 2017. These TBRSUs were awarded on March 5, 2015.

5. The number of shares shown represents the TBRSUs that vested and were paid on March 8, 2017. These TBRSUs were awarded on March 3, 2016.

6. These TBRSUs were awarded on March 6, 2014.

7. These TBRSUs vest 100% and are paid on the third trading day following the annual earnings release date for the fiscal year ended December 31, 2016.

8. These TBRSUs were awarded on March 5, 2015.

9. These TBRSUs were awarded on March 3, 2016.

Remarks:

<u>/s/ Christine E. Larkin,</u> <u>Attorney-In-Fact</u>

03/08/2017

** Signature of Reporting Person Date

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

 * 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).

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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