

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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): December 9, 2021

LEE ENTERPRISES, INCORPORATED

(Exact Name of Registrant As Specified In Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-6227
(Commission
File Number)

42-0823980
(IRS Employer
Identification No.)

4600 East 53rd Street
Davenport, Iowa 52807
(Address of Principal Executive Offices, including Zip Code)

(563) 383-2100
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	LEE	The Nasdaq Global Select Market
Preferred Stock Purchase Rights		The Nasdaq Global Select Market

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 7.01. Regulation FD Disclosure.

On December 9, 2021, Lee Enterprises, Incorporated (the “Company”) issued a press release announcing that its Board of Directors has unanimously rejected the unsolicited proposal received from Alden Global Capital, LLC on November 22, 2021 to acquire the Company for \$24.00 per share in cash. A copy of the press release is furnished as Exhibit 99.1 to this Report.

The information contained in Item 7.01 to this Report and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 as amended (“Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press Release dated December 9, 2021.
104	Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURES

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 hereunto duly authorized.

LEE ENTERPRISES, INCORPORATED

Date: December 9, 2021

By: /s/ Timothy R. Millage

Name: Timothy R. Millage

Title: Vice President, Chief Financial Officer and Treasurer

**Lee Enterprises Board of Directors Unanimously Rejects
Unsolicited Proposal from Alden**

***Determines Opportunistic Proposal Grossly Undervalues Lee
and is not in the Best Interests of the Company and its Shareholders***

DAVENPORT, Iowa – December 9, 2021 – Lee Enterprises, Incorporated (NASDAQ: LEE) (“Lee” or the “Company”) today announced that its Board of Directors has unanimously rejected the unsolicited, nonbinding proposal received from Alden Global Capital, LLC (together with its affiliates, “Alden”) on November 22, 2021 to purchase the Company for \$24.00 per share in cash.

After careful consideration with its financial and legal advisors, Lee’s Board determined that Alden’s proposal grossly undervalues Lee and is not in the best interests of the Company and its shareholders.

“The Alden proposal grossly undervalues Lee and fails to recognize the strength of our business today, as the fastest-growing digital subscription platform in local media, and our compelling future prospects,” said Lee Chairman Mary Junck. “We remain confident in our ability to create significant value as an independent company and are focused on our Three Pillar Digital Growth Strategy, detailed earlier this year. We have demonstrated accelerating momentum across our platforms as we execute our plan.”

Junck added, “The core of Lee’s strength and competitive advantage is steadfast commitment to high-quality local news that is deeply valued in the communities we serve. With a nimble, digital-first mindset, we are leveraging our brands and attractive market position, solid balance sheet, established digital infrastructure and digital marketing expertise, and talented team to drive recurring revenue growth and strong cash flow performance. Our digital transformation is well underway with strong momentum, as shown in our fourth quarter fiscal 2021 results reported today.”

In a separate press release issued today, Lee reported strong fourth quarter fiscal 2021 results with continued operating revenue and Adjusted EBITDA growth driven by 37% growth in digital revenue, 65% growth in digital-only subscriptions and 71% growth in revenues from Amplified, Lee’s full-service digital marketing agency. The Company also continued to strengthen its balance sheet through responsible cost management and debt repayment.

J.P. Morgan is acting as financial advisor and Kirkland & Ellis LLP and Lane & Waterman LLP are acting as legal advisors to Lee.

About Lee Enterprises

Lee Enterprises is a major subscription and advertising platform and a leading provider of local news and information, with daily newspapers, rapidly growing digital products and over 350 weekly and specialty publications serving 77 markets in 26 states. Year to date, Lee’s newspapers have average circulation of 1.0 million, and our legacy website, including acquisitions, reach more than 47 million digital unique visitors. Lee’s markets include St. Louis, MO; Buffalo, NY; Omaha, NE; Richmond, VA; Lincoln, NE; Madison, WI; Davenport, IA; and Tucson, AZ. Lee Common Stock is traded on NASDAQ under the symbol LEE. For more information about Lee, please visit www.lee.net.

Forward-Looking Statements

The information provided in this press release may include forward-looking statements relating to future events or the future financial performance of the Company. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words such as “aims,” “anticipates,” “plans,” “expects,” “intends,” “will,” “potential,” “hope” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon current expectations of the Company and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties. Detailed information regarding factors that may cause actual results to differ materially from the results expressed or implied by statements in report relating to the Company may be found in the Company’s periodic filings with the SEC, including the factors described in the sections entitled “Risk Factors,” copies of which may be obtained from the SEC’s website at www.sec.gov. The Company does not undertake any obligation to update forward-looking statements contained in this press release.

Additional Information and Where to Find It

The Company intends to file a proxy statement and accompanying WHITE proxy card with the SEC with respect to the Company's 2022 Annual Meeting of Shareholders. The Company's shareholders are strongly encouraged to read such proxy statement, the accompanying WHITE proxy card and other documents filed with the SEC carefully in their entirety when they become available because they will contain important information. The Company's shareholders will be able to obtain any proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC free of charge at the SEC's website at www.sec.gov. Copies will also be available free of charge at the Company's website at www.lee.net.

Certain Information Regarding Participants

The Company, its directors and certain of its executive officers will be participants in the solicitation of proxies from the Company's shareholders in connection with the matters to be considered at the Company's 2022 Annual Meeting of Shareholders. Information about the Company's directors and executive officers is available in the Company's (a) annual report on Form 10-K for the year ended September 27, 2020 filed with the SEC on December 11, 2020 and (b) proxy statement filed with the SEC on January 15, 2021 with respect to the Company's 2021 Annual Meeting of Shareholders, as amended by the amendment to the proxy statement filed with the SEC on February 11, 2021. To the extent holdings of the Company's securities by such directors or executive officers have changed since the amounts printed in the proxy statement, such changes have been or will be reflected on Statements of Changes in Beneficial Ownership on Form 4 filed with the SEC. Additional information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with the Company's 2022 Annual Meeting of Shareholders.

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