

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): May 10, 2019

LEE ENTERPRISES, INCORPORATED

(Exact name of Registrant as specified in its charter)

Commission File Number 1-6227

Delaware
(State of Incorporation)

42-0823980
(I.R.S. Employer Identification No.)

201 N. Harrison Street, Davenport, Iowa 52801
(Address of Principal Executive Offices)

(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))

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.

The supplemental financial information is furnished as **Exhibit 99.1** to this Form 8-K and is hereby incorporated by reference. The information in this report shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

Lee Legacy only and Pulitzer Inc. ("Pulitzer") only supplemental financial information is being provided because it is a required reporting covenant in the debt agreements of the Company. Lee Legacy constitutes the business of the Company, including its 50% interest in Madison Newspapers, Inc. ("MNI"), but excluding Pulitzer and the Company's 50% interest in TNI Partners ("TNI").

The Lee Legacy and Pulitzer separate income statement presentations are not prepared in accordance with Generally Accepted Accounting Principles ("GAAP") as non-operating income (expense) and income tax expense are allocations of the consolidated balances and have not been prepared in accordance with Accounting Standards Codification 280: *Segment Reporting*. This presentation is only intended to be used for purposes of complying with covenants under the Company's debt agreements and should not be used as a substitute for the Company's consolidated financial statements prepared in accordance with GAAP. Refer to the Company's consolidated financial statements prepared in accordance with GAAP as periodically filed on Form 10-Q and Form 10-K with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

99.1

[Supplemental Financial Information – Second fiscal quarter ended March 31, 2019](#)

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 thereunto duly authorized.

LEE ENTERPRISES, INCORPORATED

Date: May 10, 2019

By: /s/ Timothy R. Millage

Timothy R. Millage

Vice President, Chief Financial Officer and

Treasurer



201 N. Harrison St.
Davenport, IA 52801
www.lee.net

Quarter Ended (unaudited)

(in thousands)	March 31, 2019			March 25, 2018		
	Consolidated	Lee Legacy	Pulitzer Inc.	Consolidated	Lee Legacy	Pulitzer Inc.
Operating revenue:						
Advertising and marketing services	62,934	44,295	18,639	71,553	50,292	21,261
Subscription	45,076	31,119	13,957	45,972	32,055	13,917
Other	14,694	13,339	1,355	10,280	8,519	1,761
Total operating revenue	122,704	88,753	33,951	127,805	90,866	36,939
Operating expenses:						
Compensation	47,785	35,953	11,832	49,363	37,253	12,110
Newsprint and ink	5,825	4,091	1,734	5,640	4,027	1,613
Other operating expenses	48,016	29,939	18,077	49,315	30,036	19,279
Depreciation and amortization	7,386	4,785	2,601	8,016	5,226	2,790
Assets loss (gain) on sales, impairments, and other	83	83	—	(1,300)	(1,272)	(28)
Restructuring costs and other	2,759	1,830	929	1,816	1,741	75
Total operating expenses	111,854	76,681	35,173	112,850	77,011	35,839
Equity in earnings of associated companies	1,717	498	1,219	1,608	464	1,144
Operating income	12,567	12,570	(3)	16,563	14,319	2,244
Non-operating income (expense), net	(14,738)	(18,275)	3,537	(13,103)	(16,011)	2,908
Income tax expense (benefit)	156	(728)	884	927	(944)	1,871
Net income	(2,327)	(4,977)	2,650	2,533	(748)	3,281

Adjusted EBITDA is a non-GAAP financial measure. Below is a reconciliation of adjusted EBITDA to net income, the most directly comparable measure under GAAP:

Net Income	(2,327)	(4,977)	2,650	2,533	(748)	3,281
Adjusted to exclude						
Non-operating expenses (income), net	14,738	18,275	(3,537)	13,103	16,011	(2,908)
Income tax expense (benefit)	156	(728)	884	927	(944)	1,871
Equity in earnings of TNI and MNI	(1,717)	(498)	(1,219)	(1,608)	(464)	(1,144)
Depreciation and amortization	7,386	4,785	2,601	8,016	5,226	2,790
Assets loss (gain) on sales, impairments, and other	83	83	—	(1,300)	(1,272)	(28)
Restructuring costs and other	2,759	1,830	929	1,816	1,741	75
Stock compensation	426	426	—	497	497	—
Add:						
Ownership share of TNI and MNI EBITDA (50%)	2,080	756	1,324	2,086	838	1,248
Adjusted EBITDA	23,584	19,952	3,632	26,070	20,885	5,185

Supplemental cash flow information

Distributions from MNI and TNI	2,707	750	1,957	2,881	1,250	1,631
Capital expenditures	(1,457)	(1,350)	(107)	(1,350)	(1,051)	(299)
Cash income tax payments	(3,914)	(3,914)	—	(175)	(165)	(10)
Interest income	201	(2,635)	2,836	126	(2,075)	2,201
Interest to be settled in cash	(12,140)	(9,392)	(2,748)	(13,274)	(10,017)	(3,257)
Debt financing and administrative costs	(962)	(962)	—	(1)	(1)	—

Year Ended (unaudited)

(in thousands)	March 31, 2019			March 25, 2018		
	Consolidated	Lee Legacy	Pulitzer Inc.	Consolidated	Lee Legacy	Pulitzer Inc.
Operating revenue:						
Advertising and marketing services	138,897	96,491	42,406	156,213	109,368	46,845
Subscription	91,345	63,092	28,253	94,241	64,968	29,273
Other	28,663	25,733	2,930	21,136	17,533	3,603
Total operating revenue	258,905	185,316	73,589	271,590	191,869	79,721
Operating expenses:						
Compensation	94,824	71,240	23,584	100,980	76,261	24,719
Newsprint and ink	12,164	8,414	3,750	11,478	8,138	3,340
Other operating expenses	97,758	60,388	37,370	99,671	60,201	39,470
Depreciation and amortization	14,916	9,718	5,198	16,068	10,461	5,607
Assets loss (gain) on sales, impairments, and other	(17)	(17)	—	(1,297)	(1,270)	(27)
Restructuring costs and other	2,820	1,873	947	2,284	2,063	221
Total operating expenses	222,465	151,616	70,849	229,184	155,854	73,330
Equity in earnings of associated companies	3,846	988	2,858	3,991	1,328	2,663
Operating income	40,286	34,688	5,598	46,397	37,343	9,054
Non-operating income (expense), net	(27,224)	(34,269)	7,045	(27,300)	(32,959)	5,659
Income tax expense (benefit)	4,670	1,561	3,109	(18,763)	(24,107)	5,344
Net income	8,392	(1,142)	9,534	37,860	28,491	9,369

Adjusted EBITDA is a non-GAAP financial measure. Below is a reconciliation of adjusted EBITDA to net income, the most directly comparable measure under GAAP:

Net Income	8,392	(1,142)	9,534	37,860	28,491	9,369
Adjusted to exclude						
Non-operating expenses (income), net	27,224	34,269	(7,045)	27,300	32,959	(5,659)
Income tax expense (benefit)	4,670	1,561	3,109	(18,763)	(24,107)	5,344
Equity in earnings of TNI and MNI	(3,846)	(988)	(2,858)	(3,991)	(203)	(3,788)
Depreciation and amortization	14,916	9,718	5,198	16,068	10,461	5,607
Assets loss (gain) on sales, impairments, and other	(17)	(17)	—	(1,297)	(1,270)	(27)
Restructuring costs and other	2,820	1,873	947	2,284	2,063	221
Stock compensation	888	888	—	1,016	1,016	—
Add:						
Ownership share of TNI and MNI EBITDA (50%)	4,681	1,823	2,858	5,245	2,373	2,872
Adjusted EBITDA	59,728	47,985	11,743	65,722	51,783	13,939

Supplemental cash flow information:

Distributions from MNI and TNI	4,006	1,500	2,506	5,198	2,000	3,198
Capital expenditures	(2,459)	(2,102)	(357)	(2,452)	(1,940)	(512)
Cash income tax payments	(3,935)	(3,936)	1	(284)	(251)	(33)
Interest income	326	(5,294)	5,620	222	(3,845)	4,067
Interest to be settled in cash	(24,397)	(18,842)	(5,555)	(26,924)	(20,182)	(6,742)
Debt financing and administrative costs	(1,858)	(1,858)	—	(5)	(5)	—