

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): June 8, 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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws.

Effective as of 12:01 a.m. Central Daylight Time on June 8, 2021 (the “Effective Time”), A. H. Belo Corporation (the “Company”) amended its Certificate of Formation to give effect to the previously announced 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 reverse stock split ratio of 1-for-4 (the “Reverse Stock Split”) by filing a Certificate of Amendment with the Secretary of State of the State of Texas (the “Certificate of Amendment”).

As previously reported, at the Company’s 2021 Annual Meeting of Shareholders held on May 13, 2021, the Company’s shareholders authorized the Board of Directors to effect the Reverse Stock Split and approved the corresponding Certificate of Amendment. The Company’s Series A common stock is expected to begin trading on a post-split basis on the New York Stock Exchange when the market opens on June 8, 2021.

The foregoing description of the amendment to the Company’s Certificate of Formation does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
3.1	Certificate of Amendment to Certificate of Formation, effective June 8, 2021
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: June 8, 2021

A. H. BELO CORPORATION

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

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
A. H. BELO CORPORATION**

This Certificate of Amendment is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

Entity Information

The name of the filing entity is A. H. Belo Corporation, and it is a for-profit corporation (the "Corporation"). The Corporation's date of formation is February 15, 2018 and its assigned file number is 802937726.

Amendment

Article Four of the Certificate of Formation is hereby amended and restated by deleting the first paragraph in its entirety and replacing it with the following two paragraphs:

ARTICLE FOUR

SECTION 1. Authorized Shares.

The aggregate number of shares of stock that the corporation shall have the authority to issue is thirty-three million two hundred fifty thousand (33,250,000) shares, of which two million (2,000,000) shares shall be Preferred Stock (the "Preferred Stock"), par value \$.01 per share, and thirty-one million two hundred fifty thousand (31,250,000) shares shall be Common Stock (the "Common Stock"), par value \$.01 per share. Twenty-two million five hundred thousand (22,500,000) shares of Common Stock shall be designated as Series A Common Stock (herein called "Series A Stock"), and seven million five hundred thousand (7,500,000) shares of Common Stock shall be designated as Series B Common Stock (herein called "Series B Stock").

Effective at 12:01 a.m., Central Daylight Time, on June 8, 2021 (the "Effective Time"), (i) every four shares of Series A Stock issued and outstanding or held by the corporation in treasury stock immediately prior to the Effective Time shall automatically, and without action on the part of the shareholders, convert and combine into one validly issued, fully paid and non-assessable share of Series A Stock and (ii) every four shares of Series B Stock issued and outstanding or held by the corporation in treasury stock immediately prior to the Effective Time shall automatically, and without action on the part of the shareholders, convert and combine into one validly issued, fully paid and non-assessable share of Series B Stock (such conversion and combination of shares, the "Reverse Stock Split"). The par value of the Series A Stock and Series B Stock following the Reverse Stock Split shall remain at \$.01 per share. No fractional shares shall be issued as a result of the Reverse Stock Split and, in lieu thereof, upon the submission of a transmission letter by a shareholder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of a certificate which formerly represented shares of Series A Stock or Series B Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Series A Stock or Series B Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to receive a cash payment equal to the fraction of a share of Series A Stock or Series B Stock, as applicable,

to which such holder would otherwise be entitled multiplied by the closing price per share of the Series A Stock on the New York Stock Exchange at the close of business on the trading day preceding the date of the Effective Time. Each stock certificate that, immediately prior to the Effective Time, represented shares of Series A Stock or Series B Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Series A Stock or Series B Stock, as applicable, into which the shares formerly represented by the certificate shall have been combined (as well as the right to receive cash in lieu of fractional shares of Series A Stock or Series B Stock after the Effective Time).”

Statement of Approval

This Certificate of Amendment to the Certificate of Formation of the Corporation has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the Corporation.

Effectiveness of Filing

This document becomes effective at 12:01 a.m. Central Daylight Time on June 8, 2021.

Remainder of page intentionally left blank.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: June 2, 2021

A. H. BELO CORPORATION

By: /s/ Christine E. Larkin

Christine E. Larkin

Senior Vice President/General Counsel
