

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Scripps Networks Interactive, Inc.

CIK: **1430602** | IRS No.: **611551890** | State of Incorporation: **OH** | Fiscal Year End: **1231**
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SIC: **4841** Cable & other pay television services

Mailing Address
312 WALNUT STREET
SUITE 1800
CINCINNATI OH 45202

Business Address
312 WALNUT STREET
SUITE 1800
CINCINNATI OH 45202
513 824-3200

**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 and Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 22, 2013

SCRIPPS NETWORKS INTERACTIVE, INC.

(Exact name of Registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

1-34004
(Commission
File Number)

61-1551890
(IRS Employer
Identification No.)

9721 Sherrill Boulevard
Knoxville, Tennessee
(Address of principal executive offices)

37932
(Zip code)

(865) 694-2700
(Registrant's telephone number including area code)

Not applicable
(Former name and former address, if changed since last report)

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))
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Item 5.01. Changes in Control of Registrant.**Background.**

The Edward W. Scripps Trust (the "Trust"), the controlling shareholder of the Company, ended on October 18, 2012 upon the death of Robert P. Scripps, a grandson of the founder. He was the last of Edward W. Scripps' grandchildren upon whom the duration of the Trust was based.

All of the assets of the Trust, including Class A Common Shares and Common Voting Shares of the Company (together, the "Common Shares"), will be distributed to certain descendants of Edward W. Scripps pursuant to the terms of the Trust for no consideration as soon as administratively practicable and under an applicable court order. Until such distribution, the Trust will continue to be the record holder of the Common Shares.

Certain Trust beneficiaries, and certain members of the John P. Scripps family and trusts for their benefit, are signatories ("Signatories") to the Scripps Family Agreement that governs the transfer and voting of Common Voting Shares. Upon distribution from the Trust, shares held under the agreement will represent approximately 91.9% percent of the Common Voting Shares. The Trust has advised the Company that they expect the Common Shares to be distributed to the Trust beneficiaries in the next few months.

The Scripps Family Agreement sets forth a process for the family to vote its shares on Company matters, including the election of directors. Two of Edward W. Scripps' great-grandchildren, Nackey E. Scagliotti and Mary M. Peirce, currently serve as directors of the Company. Ms. Scagliotti, Ms. Pierce and John Burlingame (also a director of the Company) are the Trustees of the Trust.

In 2011, the Trustees of the Trust filed a Petition for Instructions and Declaratory Relief with an Ohio Probate Court (the "Probate Court") that sought (i) to prepare for the administration of the Trust following its termination, (ii) to determine the identities of named beneficiaries and the identities of others who may be entitled to distributions from the Trust, (iii) to authorize, subject to clause (iv) below, the Trustees to continue the investment and management of the Trust' s assets during the period between Trust termination and distribution of assets ("winding-up period"), (iv) to authorize the Trustees to vote the Common Voting Shares of the Company during the winding-up period in accordance with the procedures set forth in the Scripps Family Agreement and (v) to confirm the Trustees' views on a number of other issues. The Petition was filed under seal in accordance with Ohio court rules, and the parties to the action are bound by a protective order issued by the Court that limits disclosure with respect to the proceedings.

Change in Control.

On January 22, 2013, under the provisions of its prior order sealing the proceedings, the Probate Court issued an order with respect to the petition (the "Order"). With the Court' s authorization, the Trustees have advised the Company that the Order generally provides that during the winding-up period the Trustees shall vote (or enter into or decline to enter into binding agreements to vote) the Common Voting Shares held by the Trust as instructed by a vote conducted in accordance with the procedures of Section 9 of the Scripps Family Agreement. In the absence of instructions from a vote under the Scripps Family Agreement and the Order, the Trustees may vote the Common Voting Shares in the manner they determine, in their discretion, to be in the best interests of the Trust beneficiaries, so long as the vote does not relate to a change of control transaction. If the vote relates to a change of control transaction, the Trustees will not vote the Common Voting Shares held by the Trust in the absence of such instructions.

After the Common Voting Shares are distributed from the Trust, the provisions of the Scripps Family Agreement will fully govern the transfer and voting of the Common Voting Shares held by the Signatories, and the terms of the Order will cease to apply.

Section 9 of the Scripps Family Agreement provides that the Company will call a meeting of the Signatories prior to each annual or special meeting of the shareholders of the Company held after termination of the Trust (each such meeting hereinafter referred to as a "Required Meeting"). At each Required Meeting, the Company will discuss with the Signatories, each matter, including election of directors, that the Company will submit to the holders of Common Shares at the annual meeting or special meeting with respect to which the Required Meeting has been called. Each Signatory will be entitled, either in person or by proxy, to cast one vote for each Common Voting Share owned of record or beneficially by him or her on each matter brought for a vote at the Required Meeting. Each Signatory will be bound by the decision reached by majority vote with respect to each such matter, and at the related annual or special

meeting of the shareholders of the Company each Signatory will vote his or her Common Voting Shares in accordance with the decisions reached at the Required Meeting of the Signatories.

The table below is based on information provided by the Signatories and sets forth: (i) the number of Common Voting Shares and Class A Common Shares beneficially owned by each Signatory, excluding shares held by the Trust, (ii) the aggregate number of Common Voting Shares and Class A Common Shares that may be deemed to be beneficially owned by each Signatory, including the 32,080,000 Common Voting Shares held by the Trust, and (iii) the percentage of Common Voting Shares and Class A Common Shares that may be deemed to be beneficially owned by each Signatory. Except as otherwise noted in the table, each Signatory has (x) sole voting power (to the extent such shares are entitled to vote) with respect to the Class A Common Shares listed under column (i), (y) sole dispositive power with respect to the Common Voting Shares and Class A Common Shares listed under column (i), and (z) shared voting power with respect to the Common Voting Shares listed under column (ii). Each Common Voting Share is convertible at no cost and at any time into one Class A Common Share on a one-for-one basis, subject to the provisions of the Scripps Family Agreement. The aggregate number and percentage of Class A Common Shares (columns (ii) and (iii)) assumes the conversion of all Common Voting Shares to Class A Common Shares beneficially owned by the Signatory and/or Trust, as applicable. The percentages of Common Voting Shares and Class A Common Shares are based on 115,536,254 and 34,317,173 of our Class A Common Shares and Common Voting Shares, respectively, outstanding as of October 31, 2012, as reported in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012.

| Name | (i) | | (ii) | | (iii) | | | |
|----------------------------------|--------------------------|---------|-----------------------------------|------------|----------------------------------|---|---------|---|
| | Number of | | Aggregate Number of | | Aggregate Percentage of | | | |
| | Class A Common Shares | | Class A Common Shares and | | Common Voting Shares and Class A | | | |
| | and Common Voting Shares | | Common Voting Shares Beneficially | | Common Voting Shares and Class A | | | |
| | Beneficially Owned | | Owned | | Common Shares | | | |
| | (Excluding Trust Shares) | | (Including All Common Voting | | Beneficially Owned | | | |
| | Common | Class A | Common | Class A | Common | | Class A | |
| | Voting | Common | Voting | Common | Voting | | Common | |
| | Shares | Shares | Shares | Shares | Shares | | Shares | |
| Virginia S. Vasquez | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Rebecca Scripps Brickner (1) | -0- | 800 | 32,080,000 | 32,080,800 | 93.5 | % | 21.7 | % |
| Estate of Robert P. Scripps, Jr. | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Edward W. Scripps, Jr. (2) | -0- | 37,699 | 32,080,000 | 32,117,699 | 93.5 | % | 21.8 | % |
| Corina S. Granado | -0- | 400 | 32,080,000 | 32,080,400 | 93.5 | % | 21.7 | % |
| Jimmy R. Scripps | -0- | 400 | 32,080,000 | 32,080,400 | 93.5 | % | 21.7 | % |
| Mary Ann S. Sanchez | -0- | 400 | 32,080,000 | 32,080,400 | 93.5 | % | 21.7 | % |
| Margaret E. Scripps | | | | | | | | |
| (Klenzing) | -0- | 600 | 32,080,000 | 32,080,600 | 93.5 | % | 21.7 | % |
| William H. Scripps | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Marilyn J. Scripps (Wade) | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |

| Name | (i) | | (ii) | | (iii) | | | | |
|------------------------------------|--------------------------|-----------------------------------|-----------------------|--------------------|----------------------------------|--------|---------|--------|---------|
| | Number of | | Aggregate Number of | | Aggregate Percentage of | | | | |
| | Class A Common Shares | | Class A Common Shares | | Common Voting Shares and Class A | | | | |
| | and Common Voting Shares | | and | | Common Shares | | | | |
| Beneficially Owned | | Common Voting Shares Beneficially | | Beneficially Owned | | | | | |
| (Excluding Trust Shares) | | Owned | | | | | | | |
| | | (Including All Common Voting | | | | | | | |
| | | Shares Held by Trust) | | | | | | | |
| | | Common | Class A | Common | Class A | Common | Class A | Common | Class A |
| | | Voting | Common | Voting | Common | Voting | Common | Voting | Common |
| | | Shares | Shares | Shares | Shares | Shares | Shares | Shares | Shares |
| Adam R. Scripps | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % | |
| William A. Scripps | -0- | 400 | 32,080,000 | 32,080,400 | 93.5 | % | 21.7 | % | |
| Gerald J. Scripps | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % | |
| Charles E. Scripps, Jr. | -0- | 5,250 | 32,080,000 | 32,085,250 | 93.5 | % | 21.7 | % | |
| Eli W. Scripps | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % | |
| Jonathan L. Scripps | -0- | 100 | 32,080,000 | 32,080,100 | 93.5 | % | 21.7 | % | |
| Peter M. Scripps (3) | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % | |
| Barbara Victoria Scripps Evans (4) | 1,208,904 | -0- | 33,288,904 | 33,288,904 | 97.0 | % | 22.4 | % | |
| Molly E. McCabe | -0- | 300 | 32,080,000 | 32,080,300 | 93.5 | % | 21.7 | % | |
| John P. Scripps Trust | | | | | | | | | |
| FBO Peter M. Scripps | | | | | | | | | |
| U/A dated 2/10/77 | 349,018 | -0- | 32,429,018 | 32,429,018 | 94.5 | % | 21.9 | % | |
| John P. Scripps Trust | | | | | | | | | |
| FBO Paul K. Scripps | | | | | | | | | |
| U/A dated 2/10/77 | 349,018 | -0- | 32,429,018 | 32,429,018 | 94.5 | % | 21.9 | % | |
| John P. Scripps Trust | | | | | | | | | |
| Exempt Trust | | | | | | | | | |
| U/A dated 2/10/77 | 49,382 | -0- | 32,129,382 | 32,129,382 | 93.6 | % | 21.8 | % | |
| John P. Scripps Trust | | | | | | | | | |
| FBO Barbara Scripps Evans | | | | | | | | | |
| U/A dated 2/10/77 | 349,018 | -0- | 32,429,018 | 32,429,018 | 94.5 | % | 21.9 | % | |
| John Peter Scripps | | | | | | | | | |
| 1983 Trust | 17,320 | -0- | 32,097,320 | 32,097,320 | 93.5 | % | 21.7 | % | |

| Name | (i) Number of Class A Common Shares and Common Voting Shares Beneficially Owned (Excluding Trust Shares) | | (ii) Aggregate Number of Class A Common Shares and Common Voting Shares Beneficially Owned (Including All Common Voting Shares Held by Trust) | | (iii) Aggregate Percentage of Common Voting Shares and Class A Common Shares Beneficially Owned | | | |
|--|---|---------|---|------------|---|---------|--------|---------|
| | Common | Class A | Common | Class A | Common | Class A | Common | Class A |
| | Voting | Common | Voting | Common | Voting | Common | Voting | Common |
| | Shares | Shares | Shares | Shares | Shares | Shares | Shares | Shares |
| The Marital Trust of the La Dow Family Trust | 299,124 | -0- | 32,379,124 | 32,379,124 | 94.4 | % | 21.9 | % |
| Anne M. La Dow Trust U/A dated 10/27/2011 | 160,361 | -0- | 32,240,361 | 32,240,361 | 93.9 | % | 21.8 | % |
| The La Dow Family Trust U/A dated 6/29/2004 (5) | 305,824 | -0- | 32,385,824 | 32,385,824 | 94.4 | % | 21.9 | % |
| John P. Scripps Trust FBO John Peter Scripps U/A dated 12/28/84 | 33,780 | -0- | 32,113,780 | 32,113,780 | 93.6 | % | 21.7 | % |
| John P. Scripps Trust FBO Ellen McRae Scripps U/A dated 12/28/84 | 33,780 | -0- | 32,113,780 | 32,113,780 | 93.6 | % | 21.7 | % |
| John P. Scripps Trust FBO Douglas A. Evans U/A dated 12/24/84 | 33,780 | -0- | 32,113,780 | 32,113,780 | 93.6 | % | 21.7 | % |
| Douglas A. Evans 1983 Trust | 17,320 | -0- | 32,097,320 | 32,097,320 | 93.5 | % | 21.7 | % |
| Ellen McRae Scripps 1983 Trust | 17,320 | -0- | 32,097,320 | 32,097,320 | 93.5 | % | 21.7 | % |
| Victoria S. Evans Trust U/A dated 5/19/2004 | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Peter M. Scripps Trust U/A dated 11/13/2002 | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Paul K. Scripps Family Revocable Trust U/A dated 2/7/1994 | -0- | 1,560 | 32,080,000 | 32,081,560 | 93.5 | % | 21.7 | % |
| Thomas S. Evans Irrevocable Trust U/A dated 11/13/2012 | 61,368 | -0- | 32,141,368 | 32,141,368 | 93.7 | % | 21.8 | % |
| Thomas S. Evans | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |

| Name | (i) | | (ii) | | (iii) | | | |
|---------------------------|--------------------------|------------|-----------------------------------|------------|----------------------------------|---|---------|---|
| | Number of | | Aggregate Number of | | Aggregate Percentage of | | | |
| | Class A Common Shares | | Class A Common Shares and | | Common Voting Shares and Class A | | | |
| | and Common Voting Shares | | Common Voting Shares Beneficially | | Common Shares | | | |
| | Beneficially Owned | | Owned | | Beneficially Owned | | | |
| | (Excluding Trust Shares) | | (Including All Common Voting | | | | | |
| | | | Shares Held by Trust) | | | | | |
| | Common | Class A | Common | Class A | Common | | Class A | |
| | Voting | Common | Voting | Common | Voting | | Common | |
| | Shares | Shares | Shares | Shares | Shares | | Shares | |
| Douglas A. Evans | 10,228 | -0- | 32,090,228 | 32,090,228 | 93.5 | % | 21.7 | % |
| Julia Scripps Heidt | -0- | 24,464 | 32,080,000 | 32,104,464 | 93.6 | % | 21.7 | % |
| Paul K. Scripps (6) | 1,198,636 | 1,560 | 33,278,636 | 33,280,196 | 97.0 | % | 22.4 | % |
| Charles Kyne McCabe | -0- | 200 | 32,080,000 | 32,080,200 | 93.5 | % | 21.7 | % |
| Peter R. La Dow (7) | 1,402,260 | -0- | 33,482,260 | 33,482,260 | 97.6 | % | 22.5 | % |
| J. Sebastian Scripps (8) | -0- | 300 | 32,080,000 | 32,080,300 | 93.5 | % | 21.7 | % |
| Anne M. La Dow (9) | 160,361 | -0- | 32,240,361 | 32,240,361 | 93.9 | % | 21.8 | % |
| Wendy E. Scripps | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Nackey E. Scagliotti (10) | 32,080,000 | 32,818,718 | 32,080,000 | 64,898,718 | 93.5 | % | 44.0 | % |
| Cynthia J. Scripps | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Edith L. Tomasko | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Mary McCabe Peirce (11) | 32,080,000 | 32,790,869 | 32,080,000 | 64,870,869 | 93.5 | % | 43.9 | % |
| Elizabeth A. Logan | -0- | -0- | 32,080,000 | 32,080,000 | 93.5 | % | 21.7 | % |
| Eva Scripps Attal | -0- | 400 | 32,080,000 | 32,080,400 | 93.5 | % | 21.7 | % |
| John P. Scripps | 35,798 | 200 | 32,115,798 | 32,115,998 | 93.6 | % | 21.8 | % |
| Eaton M. Scripps | -0- | 95,154 | 32,080,000 | 32,175,154 | 93.5 | % | 21.8 | % |
| Megan Scripps Tagliaferri | -0- | 300 | 32,080,000 | 32,080,300 | 93.5 | % | 21.7 | % |
| Ellen McRae Scripps | 35,798 | 200 | 32,115,798 | 32,115,998 | 93.6 | % | 21.8 | % |

(1) Includes 200 shares held by an immediate family member.

(2) Class A Common Share holdings include currently exercisable options to purchase 34,272 shares.

- (3) Includes shares held by the Peter M. Scripps Trust under agreement dated 11/13/2002, of which the Reporting Person is the trustee. Such trust is also listed as a separate Reporting Person above.
- (4) Includes shares held by (a)(i) the John P. Scripps Trust FBO Barbara Scripps Evans under agreement dated 2/10/77, (ii) the John P. Scripps Trust FBO Paul K. Scripps under agreement dated 2/10/77, (iii) the John P. Scripps Trust FBO Peter M. Scripps under agreement dated 2/10/77, and (iv) the John P. Scripps Trust Exempt Trust under agreement dated 2/10/77, of which the Reporting Person is a co-trustee with Peter R. La Dow and Paul K. Scripps, and (b)(i) the Douglas A. Evans 1983 Trust, (ii) the John P. Scripps Trust FBO Douglas A. Evans under agreement dated 12/28/1984, (iii) the Victoria S. Evans Trust under agreement dated 5/19/2004, and (iv) the Thomas S. Evans Irrevocable Trust under agreement dated 6/29/2004, of which the Reporting Person is the trustee. Such trusts are also listed as separate Reporting Persons above.
- (5) Includes shares held by the Survivor's Trust of the La Dow Family Trust under agreement dated 6/29/2004 and the Marital Trust of the La Dow Family Trust under agreement dated 6/29/2004. The Marital Trust is also listed as a separate Reporting Person above. Peter R. La Dow is the trustee of all of these trusts.
- (6) Includes shares held by (a)(i) the John P. Scripps Trust FBO Barbara Scripps Evans under agreement dated 2/10/77, (ii) the John P. Scripps Trust FBO Paul K. Scripps under agreement dated 2/10/77, (iii) John P. Scripps Trust FBO Peter M. Scripps under agreement dated 2/10/77, and (iv) the John P. Scripps Trust Exempt Trust under agreement dated 2/10/77, of which the Reporting Person is a co-trustee with Ms. Evans and Mr. La Dow, and (b)(i) the John Peter Scripps 1983 Trust, (ii) the Ellen McRae Scripps 1983 Trust, (iii) the John P. Scripps FBO Ellen McRae Scripps under agreement dated 12/28/1984, (iv) the John P. Scripps Trust FBO John Peter Scripps under agreement dated 12/28/1984, and (v) the Paul K. Scripps Family Revocable Trust U/A dated 2/7/1994, of which the Reporting Person is trustee. Such trusts are also listed as separate Reporting Persons above.
- (7) Includes shares held by (a)(i) the John P. Scripps Trust FBO Barbara Scripps Evans under agreement dated 2/10/77, (ii) the John P. Scripps Trust FBO Paul K. Scripps under agreement dated 2/10/77, (iii) the John P. Scripps Trust FBO Peter M. Scripps under agreement dated 2/10/77, and (iv) the John P. Scripps Trust Exempt Trust under agreement dated 2/10/77, of which the Reporting Person is co-trustee with Ms. Evans and Mr. P. K. Scripps, and (b)(i) the Marital Trust of the La Dow Family Trust, and (ii) the La Dow Family Trust (excluding shares already accounted for held in the Marital Trust of the La Dow Family Trust), of which the Reporting Person is the trustee. Such trusts are also listed as separate Reporting Persons above.
- (8) Includes 200 shares held by immediate family members.
- (9) Includes shares held by the Anne M. La Dow Trust under agreement dated 10/27/2011, of which the Reporting Person is trustee. Such trust is also listed as a separate Reporting Person above.
- (10) Class A Common Share holdings include (a) currently exercisable options to purchase 41,232 shares, (b) 15,291 shares held directly and (c) 32,762,195 shares held by the Trust, of which the Reporting Person is a co-trustee.
- (11) Class A Common Share holdings include (a) currently exercisable options to purchase 24,096 shares, (b) 4,578 shares held directly and (c) 32,762,195 shares held by the Trust, of which the Reporting Person is a co-trustee.

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.

SCRIPPS NETWORKS INTERACTIVE, INC.

Date: January 28, 2013

By: /s/ Cynthia L. Gibson

Cynthia L. Gibson

EVP, Chief Legal Officer and Corporate Secretary