

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1994-01-04**  
SEC Accession No. **0000891618-94-000001**

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### SUBJECT COMPANY

#### MCCLATCHY NEWSPAPERS INC

CIK: **822043** | IRS No.: **940666175** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-39623** | Film No.: **94500277**  
SIC: **2711** Newspapers: publishing or publishing & printing

Mailing Address  
*PO BOX 15779*  
*SACRAMENTO CA 95852*

Business Address  
*2100 Q ST*  
*SACRAMENTO CA 95816*  
*9163211846*

### FILED BY

#### MCCLATCHY JAMES BRIGGS

CIK: **916903**  
Type: **SC 13D/A**

Mailing Address  
*1885 MOUNTAIN VIEW DRIVE*  
*TIBURON CA 94920*

Business Address  
*1885 MOUNTAIN VIEW DRIVE*  
*TIBURON CA 94920*  
*4154355762*

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

McCLATCHY NEWSPAPERS, INC.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

579489-10-5  
(CUSIP Number)

Wilma C. Flach  
Legal Administrative Director and Corporate Secretary  
McClatchy Newspapers, Inc.  
2100 Q Street  
P.O. Box 15779  
Sacramento, CA 95852  
Telephone: (916) 321-1828

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 31, 1993  
(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with this statement [ ].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1. NAME OF REPORTING PERSON James B. McClatchy

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

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3. SEC USE ONLY

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4. SOURCE OF FUNDS Not Applicable

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [ ]

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6. CITIZENSHIP OR PLACE OF ORGANIZATION United States

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<TABLE>

<S>	<C>	<C>
NUMBER OF SHARES	7. SOLE VOTING POWER	2,293,333
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER	11,078,865
	9. SOLE DISPOSITIVE POWER	2,293,333
	10. SHARED DISPOSITIVE POWER	11,078,865

</TABLE>

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,372,198

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 74%

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14. TYPE OF REPORTING PERSON IN

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James B. McClatchy hereby amends and restates his statement on Schedule 13D filed with the Securities and Exchange Commission on February 1, 1990 (the "Initial Statement") and first amended on May 22, 1992 with respect to the Class A common stock, par value \$.01 per share (the "Class A Common Stock"), of McClatchy Newspapers, Inc.

Item 1. Security and Issuer.

This statement relates to the Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), of McClatchy Newspapers, Inc., a Delaware corporation. The principal executive offices of McClatchy Newspapers, Inc. are located at 2100 Q Street, Sacramento, California 95816.

Item 2. Identity and Background.

This statement is filed on behalf of James B. McClatchy, a United States citizen whose business address is McClatchy Newspapers, Inc., 2100 Q Street, P.O. Box 15779, Sacramento, California 95852. James B. McClatchy is Publisher of McClatchy Newspapers, Inc., a Delaware corporation, with principal offices at 2100 Q Street, Sacramento, California 95816, the primary business of which is newspaper publishing. During the last five years, James B. McClatchy has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining

future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Because the shares to which this Statement relates were not acquired by purchase, Item 3 is not applicable. See Items 4 and 5(a) below.

Item 4. Purpose of the Transaction.

On December 31, 1993, James B. McClatchy gifted 300,000 shares of Class A Common Stock to a charitable organization.

Item 5. Interest in Securities of the Issuer.

According to the most recently available quarterly report on Form 10-Q of McClatchy Newspapers, Inc., there are 4,755,075 shares of Class A Common Stock issued and outstanding.

<TABLE>

<S>	<C>	<C>
(a)	Amount beneficially owned:	13,372,198
	Percent of Class:	74%

</TABLE>

11,078,865 of the shares which are the subject of this Schedule 13D are beneficially owned pursuant to the provisions of (i) five trusts over which James B. McClatchy, William K. Coblentz, William Ellery McClatchy, William M. Roth and Erwin Potts share joint voting and dispositive power; and (ii) the Will of Charles K. McClatchy, deceased, and Letters Testamentary issued pursuant thereto, by which James B. McClatchy, William K. Coblentz and William Ellery McClatchy share joint voting and dispositive power.

The filing of this Amendment No. 2 shall not be construed as an admission that James B. McClatchy is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of such 11,078,865 shares.

<TABLE>

<S>                    <C>  
(b)                    The number of shares as to which James B. McClatchy has:  
    (i)                Sole power to vote or direct the vote: 2,293,333  
    (ii)               Shared power to vote or direct the vote: 11,078,865  
    (iii)              Sole power to dispose or direct the disposition of: 2,293,333  
    (iv)               Shared power to dispose or direct the disposition of: 11,078,865  
</TABLE>

The following information applies to those persons with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared:

- (1)            o            Name: WILLIAM K. COBLENTZ
- o            Residence or business address:  
                  222 Kearny Street, 7th Floor  
                  San Francisco, CA 94108
- o            Present principal occupation or employment and the name,  
                  principal business and address of any corporation or  
                  other organization in which such employment is conducted:  
                  William K.

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Coblentz is an attorney at law and senior partner in the law firm (professional corporation) of Coblentz, Cahen, McCabe & Breyer, with offices located at 222 Kearny Street, San Francisco, CA 94108.

- o            William K. Coblentz during the last five years has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
  - o            William K. Coblentz during the last five years has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
  - o            Citizenship of William K. Coblentz: United States.
- (2)            o            Name: WILLIAM ELLERY McCLATCHY

- o Residence or business address:  
c/o McClatchy Newspapers, Inc.  
2100 Q Street  
P. O. Box 15779  
Sacramento, CA 95852
- o Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted:  
Self-employed as a design architect with business address of 246 Sea Spray, Palm Beach, FL 33480.
- o William Ellery McClatchy during the last five years has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- o William Ellery McClatchy during the last five years has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (3) o Citizenship of William Ellery McClatchy: United States.
- o Name: WILLIAM M. ROTH
- o Residence or business address:  
57 Post Street, Suite 812  
San Francisco, CA 94104-5027
- o Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted:  
Retired.
- o William M. Roth during the last five years has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- o William M. Roth during the last five years has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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- (4) o Citizenship of William M. Roth: United States.
- o Name: ERWIN POTTS
- o Residence or business address:  
McClatchy Newspapers, Inc.  
2100 Q Street  
P. O. Box 15779  
Sacramento, CA 95852
- o Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted: President and Chief Executive Officer, McClatchy Newspapers, Inc., a Delaware corporation, with principal offices at 2100 Q Street, Sacramento, CA 95816, the primary business of which is newspaper publishing.
- o Erwin Potts during the last five years has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- o Erwin Potts during the last five years has not been a party to a civil proceeding of a judicial or administrative body

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of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or



mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

o Citizenship of Erwin Potts: United States.

- (c) None.
- (d) Only those persons identified in Item 5(b) above.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as may be contemplated by that certain Stockholders' Agreement dated as of September 17, 1987, which was described in the 1992 proxy statement of McClatchy Newspapers, Inc. and a copy of which has been made publicly available as Exhibit 10.12 to Amendment No. 1 to the Registration Statement on Form S-1 filed by McClatchy Newspapers, Inc. on January 26, 1988 (Registration No. 33-17270), and except for the contracts, arrangements, understandings and relationships described elsewhere in this Statement, as amended, James B. McClatchy is not a party to any contracts,

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arrangements, understandings or relationships with respect to any securities of McClatchy Newspapers, Inc., including but not limited to the transfer or voting of any of the securities of McClatchy Newspapers, Inc., finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

None.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

certify that the information set forth in this statement is true, complete and correct.

Dated as of January 3, 1994.

By JAMES B. McCLATCHY  
James B. McClatchy