

# 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: **1994-05-17**  
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### SUBJECT COMPANY

#### MCCLATCHY NEWSPAPERS INC

CIK: **822043** | IRS No.: **940666175** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-39623** | Film No.: **94529141**  
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  
*MCCLATCHY NEWSPAPERS*  
*INC*  
*PO BOX 15779*  
*SACRAMENTO CA 95852*

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. 4)

McCLATCHY NEWSPAPERS, INC.

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(Name of Issuer)

Class A Common Stock

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(Title of Class of Securities)

579489-10-5

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(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

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

May 16, 1994

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(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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<TABLE>

<S> <C>

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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NUMBER OF 7. SOLE VOTING POWER 2,043,333



Stock in an underwritten public offering. The public offering, which included the sale of 750,000 shares of Common Stock by the Company and 575,000 shares by other selling stockholders, was underwritten by Goldman Sachs, Inc. and Merrill Lynch & Co. The price to public was \$22.375 per share and Mr. McClatchy received \$21.225 per share (excluding the \$1.15 per share underwriting discount).

Item 5. Interest in Securities of the Issuer.

At March 17, 1994, there were 5,368,706 shares of Class A Common Stock issued and outstanding.

(a) Amount beneficially owned: 13,122,198  
Percent of Class: 68.1%

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.

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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. 4 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.

- (b) The number of shares as to which James B. McClatchy has:
- (i) Sole power to vote or direct the vote: 2,043,333
  - (ii) Shared power to vote or direct the vote: 11,078,865
  - (iii) Sole power to dispose or direct the disposition of: 2,043,333
  - (iv) Shared power to dispose or direct the disposition of: 11,078,865

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

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- 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. 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.

- (2) o Citizenship of William K. Coblentz: United States.
- 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 any violation with respect to such laws.

- o Citizenship of William Ellery McClatchy: United States.
- (3) 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.

- o Citizenship of William M. Roth: United States.
- (4) o Name: ERWIN POTTS
- o Residence or business address:  
McClatchy Newspapers, Inc.  
2100 Q Street

- 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 proceed-

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ing (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 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) In the last sixty days, James B. McClatchy had only one transaction in the Class A Common Stock, which is described in Item 4 above.
- (d) Only those persons identified in Item 5(b) above.
- (e) Not applicable.

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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 May 16, 1994.

By /s/ James B. McClatchy  
James B. McClatchy