

MEDIA GENERAL INC  
Form 8-K  
February 02, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) January 31, 2005**

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**MEDIA GENERAL, INC.**

(Exact name of registrant as specified in its charter)

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**Commonwealth of Virginia**  
(State or other jurisdiction

of incorporation)

**333 E. Franklin St., Richmond, VA**  
(Address of principal executive offices)

**1-6383**  
(Commission File Number)

**Registrant's telephone number, including area code (804) 649-6000**

**54-0850433**  
(I.R.S. Employer

Identification No.)

**23219**  
(Zip Code)

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N/A

(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

- .. 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 1.01 Entry into a Material Definitive Agreement**

Media News Group, Inc. has exercised its Call Option under the Third Amended and Restated Shareholders' Agreement among Media General, Inc., Media News Group, Inc. and the Denver Post Corporation. As disclosed in Media General Inc.'s annual report, under the Call Option, Media News Group will purchase Media General, Inc.'s 20% interest in Denver Newspapers, Inc. at a price based on mutually agreed terms or independent appraisal of Denver Newspaper, Inc.'s fair market value. According to the terms of the shareholder agreement, the closing of the transaction should occur in the second quarter.

**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 hereunto duly authorized.

**MEDIA GENERAL, INC.**

(Registrant)

Date: February 2, 2005

/s/ Marshall N. Morton

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Marshall N. Morton  
Vice Chairman and Chief Financial Officer