

NEW YORK TIMES CO

Form DEF 14A

March 07, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

THE NEW

YORK

TIMES

COMPANY

(Name of
Registrant as
Specified In
Its Charter)

(Name of

Person(s)

Filing

Proxy

Statement,

if other

than the

Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4)Date Filed:

620 Eighth Avenue
New York, NY 10018

tel 212-556-1234

Invitation to 2017 Annual Meeting of Stockholders

DATE: Wednesday, April 19, 2017

TIME: 9:00 a.m.

PLACE: The New York Times Building

620 Eighth Avenue, 15th Floor, New York, NY 10018

March 7, 2017

Dear Fellow Stockholder:

Please join me at our Annual Meeting on Wednesday, April 19, 2017, which will again be held at 9:00 a.m. on the 15th floor of the Company's headquarters building. At the meeting, you will be asked to vote on the election of the Board of Directors and the ratification of the selection of auditors. In addition, our Class B stockholders will be asked to vote on advisory resolutions on executive compensation.

There are a few changes to the Board slate this year. Ellen Marram, who has served on our Board with distinction since 1998, is retiring and, accordingly, is not standing for election at this year's Annual Meeting. In addition, Carolyn D. Greenspon, a member of the Ochs-Sulzberger family, is not standing for election at this year's Annual Meeting. Each has provided invaluable advice and counsel during her tenure on the Board, and I speak for the entire Board when I say that we are grateful for their many contributions.

I am also very pleased to have Hays Golden as a new nominee for election to our Board this year. Hays is a fifth-generation member of the Ochs-Sulzberger family, and he brings a deep appreciation of the values and societal contributions of The New York Times and our Company throughout their history.

You will have an opportunity at the meeting to ask questions and express your views to the senior management of the Company. Members of the Board of Directors will also be present.

We are furnishing our proxy materials to stockholders primarily over the Internet. On or about March 7, 2017, we will begin mailing a Notice of Internet Availability of Proxy Materials to stockholders informing them that the Proxy Statement, the 2016 Annual Report and voting instructions are available online. As more fully described in that Notice, stockholders also may request paper copies of the proxy materials.

Whether or not you are able to attend the Annual Meeting in person, it is important that your shares be represented.

Please vote your shares (i) using the Internet, (ii) by phone or (iii) by mail. Instructions on each of these voting methods are outlined in the enclosed Proxy Statement. Please vote as soon as possible.

I hope to see you on April 19th.

ARTHUR SULZBERGER, JR.

Chairman of the Board

620 Eighth Avenue
New York, NY 10018

tel 212-556-1234

Notice of Annual Meeting of Stockholders

To be held Wednesday, April 19, 2017

To the Holders of Class A and Class B

Common Stock of The New York Times Company:

The Annual Meeting of Stockholders of The New York Times Company will be held at 9:00 a.m., local time, on Wednesday, April 19, 2017, at The New York Times Building, 620 Eighth Avenue, 15th Floor, New York, NY 10018, for the following purposes:

1. To elect a Board of 13 members;
2. To hold an advisory vote to approve executive compensation;
3. To hold an advisory vote on the frequency of future advisory votes to approve executive compensation;
4. To ratify the selection of Ernst & Young LLP, an independent registered public accounting firm, as auditors for the fiscal year ending December 31, 2017; and
5. To transact such other business as may properly come before the meeting.

Holders of the Class A and Class B common stock as of the close of business on February 21, 2017, are entitled to notice of, and to attend, this meeting as set forth in the Proxy Statement. Class A stockholders are entitled to vote for the election of four of the 13 directors. Class B stockholders are entitled to vote for the election of nine of the 13 directors and on the advisory resolutions to approve executive compensation and the frequency of future advisory votes to approve executive compensation. Class A and Class B stockholders, voting together as a single class, are entitled to vote on the proposal to ratify the selection of Ernst & Young LLP as auditors for the 2017 fiscal year. Class B stockholders are entitled to vote on any other matters presented at the meeting.

Your vote is important. Whether or not you plan to attend the meeting in person, please vote as promptly as possible using the internet or the designated toll-free telephone number, or by requesting a printed copy of the proxy materials and returning by mail the proxy card you receive in response to your request.

New York, NY

March 7, 2017

By Order of the Board of Directors

DIANE BRAYTON

Executive Vice President, General Counsel and Corporate Secretary

Proxy Statement Summary

This summary highlights certain information contained in this proxy statement. You should read the entire proxy statement carefully before voting.

ANNUAL MEETING OF STOCKHOLDERS

Date: April 19, 2017

Time: 9:00 a.m.

The New York Times Building
 Location: 620 Eighth Avenue, 15th Floor
 New York, NY 10018

VOTING MATTERS

Proposal	Board Recommendation	More Information
1. Election of Board of Directors of the Company		p. 15
Class A stockholders		
Class B stockholders		
	Raul E. Cesan	
	Robert E. Denham	
Joichi Ito	Hays N. Golden	For
James A. Kohlberg	Michael Golden	
Brian P. McAndrews	Steven B. Green	
Doreen A. Toben	Dara Khosrowshahi	
	Arthur Sulzberger, Jr.	
	Mark Thompson	
	Rebecca Van Dyck	
2. Advisory vote to approve executive compensation (Class B stockholders)	For	p. 62
3. Advisory vote on frequency of future advisory votes to approve executive compensation (Class B stockholders)	Annual	p. 63
4. Ratification of selection of Ernst & Young LLP as auditors for fiscal year ending December 31, 2017 (Class A and B stockholders)	For	p. 64

CORPORATE GOVERNANCE HIGHLIGHTS

The Company is committed to strong corporate governance, which remains a critical component of our corporate culture. Below are certain highlights of our governance practices. More information can be found beginning on page 21.

1Annual election of all directors	1Ethics policies for all directors and employees
1Commitment to Board refreshment, with five new non-employee directors since 2012	1Director/executive stock ownership requirements
1Annual rotation of independent directors elected by Class A stockholders	1Robust director nominee selection process
1Independent Audit, Compensation and Nominating & Governance Committees	1No hedging/pledging of Company stock
1Active lead independent director as Presiding Director	1Clawback policy
1Annual Board and Committee self-evaluation process	1Comprehensive director orientation
1Regular executive sessions of non-employee directors and independent directors	

EXECUTIVE COMPENSATION HIGHLIGHTS

The Company's executive compensation program is designed to support business performance and drive long-term stockholder value. Below are certain highlights of our 2016 executive compensation program. More information can be found beginning on page 35.

Pay for Performance

<p>Significant portion of named executive officers' target compensation is performance-based</p> <ul style="list-style-type: none"> – Approximately 80% for CEO – Approximately 70% for other NEOs <p>Significant portions of annual and long-term incentive compensation tied to performance against pre-established, measurable financial performance goals</p>	<p>Under financial metric of annual incentive compensation, above-target compensation paid only for above-target Company performance</p> <p>Under total shareholder return metric of long-term incentive compensation, above-target compensation paid only for above-median Company performance and no payout for lower quartile performance</p>
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Executive Compensation Governance

What We Do

- ü Align pay and performance (see above)
- ü Set meaningful stock ownership guidelines for executive officers (2-5x annual base salary)
- ü Engage with significant Class A stockholders periodically on executive compensation matters
 - ü Have a clawback policy applicable to executive officers in the event of financial statement restatement
- ü Annual Compensation Committee benchmarking review of compensation of Company executives with the Committee's independent compensation consultant
 - ü Perform annual risk assessment of executive compensation program
- ü Hold an annual "say-on-pay" advisory vote

What We Do Not Do

- û No tax "gross-ups" for executive officers
- û No employment agreements with named executive officers
- û No significant perks for executive officers
- û No individual change in control agreements
- û No hedging/pledging of Company stock

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The New York Times Company
Proxy Statement
Annual Meeting of Stockholders to be Held on April 19, 2017

VOTING ON MATTERS BEFORE THE ANNUAL MEETING

Q: What am I voting on?

A: Stockholders are asked to vote on four items at the 2017 Annual Meeting:

Proposal 1: Election of the Board of Directors of The New York Times Company (the “Board”).

Proposal 2: Advisory vote to approve executive compensation (the “say-on-pay” vote).

Proposal 3: Advisory vote on the frequency of future advisory say-on-pay votes on executive compensation.

Proposal 4: Ratification of the selection of Ernst & Young LLP as auditors for the fiscal year ending December 31, 2017.

Q: Who is entitled to vote?

The New York Times Company has two classes of outstanding voting securities: Class A common stock, \$.10 par value per share (“Class A stock”) and Class B common stock, \$.10 par value per share (“Class B stock”). Stockholders A: of record of Class A stock or Class B stock as of the close of business on February 21, 2017, may vote at the 2017 Annual Meeting. As of February 21, 2017, there were 160,698,600 shares of Class A stock and 812,757 shares of Class B stock outstanding. Each share of stock is entitled to one vote.

Proposal 1: Class A stockholders vote for the election of four of the 13 directors. Class B stockholders vote for the election of nine of the 13 directors.

Proposals 2 and 3: Class B stockholders vote on these proposals.

Proposal 4: Class A and B stockholders, voting together as a single class, vote on this proposal.

Q: Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?

The Notice of Internet Availability of Proxy Materials (the “Notice”) that we mail to our stockholders (other than those who previously requested printed copies or electronic delivery) directs you to a website where you can access our proxy materials and view instructions on how to vote. By furnishing this Proxy Statement and our 2016 Annual A: Report to our stockholders by providing access to these documents on the Internet rather than mailing printed copies, we save natural resources and reduce printing and distribution costs, while providing a convenient way to access the materials and vote. If you would prefer to receive a paper copy of these materials, please follow the instructions included in the Notice.

Q: How do I get electronic access to the proxy materials?

The Notice provides instructions on how to view the proxy materials for our Annual Meeting on the Internet. In A: addition, this Proxy Statement is available at <http://investors.nytc.com/investors/financials/proxy-statements>, and the 2016 Annual Report is available at <http://investors.nytc.com/investors/financials/annual-reports>.

You can elect to receive all future stockholder communications (i.e., notices of internet availability of proxy materials and other correspondence) electronically by email instead of in print, by choosing this delivery method in the “Investors” section of our website at

<http://investors.nytc.com/investors/investor-resources/annual-meeting-information>. If you choose to receive future stockholder communications electronically, and we encourage you to do so, you will receive an email next year with instructions containing links to those materials and to the proxy voting site. Your election to receive stockholder communications by email will remain in effect until you terminate it or for as long as the email address you provided is valid.

Q: How do I cast my vote?

A: You can vote your shares either by proxy or in person at the Annual Meeting. (If you hold your shares in The New York Times Companies Supplemental Retirement and Investment Plan (the “Company 401(k) Plan”), please refer to the instructions below under “How do I vote my shares in the Company 401(k) Plan?”)

If you choose to vote by proxy, you may do so by using the Internet or the designated toll-free telephone number, or if you received a printed copy of the proxy materials, by mail. Whichever method you use, for your proxy to be counted, it must be received by 11:59 p.m. Eastern Time on April 18, 2017 (11:59 p.m. Eastern Time on April 17, 2017, for shares held in the Company 401(k) Plan). Each of these procedures is more fully explained below.

✦Vote by Internet

You can vote your shares by Internet on the voting website, <http://www.proxyvote.com>. Internet voting is available 24 hours a day, seven days a week. Follow the instructions and have your Notice, proxy card or voting instruction form in hand, as you will need to reference your assigned Control Number(s).

✦Vote by Telephone

You can also vote your shares by calling the toll-free telephone number provided on the voting website, <http://www.proxyvote.com>, and on the proxy card. Telephone voting is available 24 hours a day, seven days a week.

✦Vote by Mail

If you received a printed copy of the proxy materials, you can vote by completing and returning the proxy card or voting instruction form in the envelope provided. If you received a Notice, you can request a printed copy of the proxy materials by following the instructions in the Notice. If you voted by Internet or telephone, you do not need to return your proxy card or voting instruction form.

✦Voting in Person at the Annual Meeting

If you wish to vote in person, written ballots will be available at the Annual Meeting. If you are a beneficial or street name holder, while you are invited to attend the Annual Meeting, you may only vote your shares in person at the Annual Meeting if you bring with you a legal proxy from your broker, bank or other nominee.

Even if you plan to attend the Annual Meeting, you may still cast your vote in advance using any of the methods described above.

If you are a registered holder and submit a proxy without giving instructions, your shares will be voted as recommended by the Board.

If you are a beneficial owner of shares, voting your shares is critical due to a New York Stock Exchange (“NYSE”) rule that prohibits your broker from voting your shares on Proposals 1, 2 and 3 without your instructions. See “What is a broker non-vote?”

If you have any questions about this NYSE rule or the proxy voting process in general, the U.S. Securities and Exchange Commission (the “SEC”) has a website (<http://www.sec.gov/spotlight/proxymatters.shtml>) with more information about your rights as a stockholder.

Q: What is the difference between holding shares as a “registered holder” and as a “beneficial owner” of shares held in street name?

A: Registered Holder. If your shares are registered directly in your name on the books of the Company maintained with the Company’s transfer agent, Computershare, Inc., you are considered the “registered holder” of those shares, and the Notice is sent directly to you by the Company.

Beneficial Owner of Shares Held in Street Name. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the “beneficial owner” of shares held in street name (also called a “street name” holder), and the Notice is forwarded to you by your broker, bank or other nominee. As a beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares held in your account.

Q: What are the procedures for attending the Annual Meeting?

All stockholders as of the record date and members of their immediate families are welcome to attend the Annual Meeting. If you attend, please note that you will be asked to present government-issued identification (such as a driver's license or passport) and evidence of your share ownership on the record date. This can be the Notice, your proxy card, a brokerage statement or letter from a bank or broker indicating ownership on February 21, 2017, your voting instruction form, or a legal proxy provided by your broker, bank or other nominee.

We will have in place customary security measures, which may include a bag search. The use of cameras, cellphones or other recording devices will not be allowed.

You do not need to attend the Annual Meeting to vote. See "How do I cast my vote?" above.

Q: How do I vote my shares in the Company 401(k) Plan?

If you are a participant in the Company 401(k) Plan, you may instruct the trustee for the Company 401(k) Plan on how to vote the shares attributed to your account by mail, by telephone or on the Internet. (Instructions on how to vote by mail, by telephone and on the Internet are set forth above under "How do I cast my vote?") Voting instructions must be received no later than 11:59 p.m. Eastern Time on April 17, 2017, so that the plan trustee (who votes the shares on behalf of participants of the Company 401(k) Plan) has adequate time to tabulate the voting instructions. The plan trustee will vote those shares as you instruct. If you do not provide timely instructions to the plan trustee, the plan trustee will vote your shares in the same proportion as the shares for which the plan trustee has received timely instructions from others who do vote.

Q: How does the Board of Directors recommend voting?

A: The Board of Directors recommends voting:

FOR each nominee to the Board of Directors;

FOR the approval, on an advisory basis, of the executive compensation of our named executive officers; and

FOR the approval, on an advisory basis, of an annual advisory say-on-pay vote on executive compensation; and

The Audit Committee of the Board recommends voting:

FOR ratification of Ernst & Young LLP as auditors for the fiscal year ending December 31, 2017.

Q: How will my stock be voted on other business brought up at the Annual Meeting?

By submitting your proxy, you authorize the persons named as proxies to use their discretion in voting on any other matter brought before the Annual Meeting. The Company does not know of any other business to be considered at the Annual Meeting.

Q: Can I change my vote or revoke my proxy?

Yes. If you are a registered holder, you can change your vote or revoke your proxy at any time before it is voted at the Annual Meeting, subject to the voting deadlines that are described on the proxy card or voting instruction form, as applicable, by submitting a later-dated proxy (either by mail, telephone or Internet) or by voting by ballot at the Annual Meeting.

If you are a beneficial owner of shares, you can submit new voting instructions by contacting your broker, bank or other nominee. You can also vote in person at the Annual Meeting if you obtain a legal proxy as described above.

Q: What is the quorum requirement for the Annual Meeting?

The holders of record of a majority of the Company's shares of stock issued and outstanding on the record date and entitled to vote, in person or by proxy, constitute a quorum for the transaction of business at the Annual Meeting.

However, the Certificate of Incorporation of the Company provides that Class A stockholders, voting separately, are entitled to elect 30% of the Board of Directors (or the nearest larger whole number) and Class B stockholders, voting separately, are entitled to elect the balance of the Board of Directors. Accordingly, with respect to the election of directors, the holders of a majority of the shares of each of the Class A and Class B stock, respectively, constitute a quorum for the election of the Board of Directors. In addition, only Class B stockholders are entitled to vote on the advisory say-on-pay vote to approve executive compensation and the advisory vote on

the frequency of future say-on-pay votes. Accordingly, the holders of a majority of the shares of Class B stock constitute a quorum for these proposals. Broker non-votes and abstentions (as described below) are counted as present for establishing a quorum.

Q: What is the voting requirement to elect the directors and to approve each of the other proposals?

A: The voting requirements are as follows:

• Proposal 1: Directors are elected by a plurality of the votes cast. However, please see our policy described on page 21 regarding directors who do not receive more “for” votes than “withheld” votes.

• Proposals 2 and 3: The advisory say-on-pay vote to approve executive compensation and the advisory vote on the frequency of future say-on-pay votes require, pursuant to the Company’s By-laws, the affirmative vote of a majority of the shares of Class B stock represented at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal.

However, given the multiple voting choices available to Class B stockholders under Proposal 3, it is possible that none of the alternatives of one, two or three years will receive a majority vote. Nevertheless, the Board of Directors considers this vote the equivalent of a poll of the Class B stockholders and will consider the number of votes each alternative receives when making future decisions as to the timing of say-on-pay votes.

• Proposal 4: Ratification of the selection of Ernst & Young LLP as auditors for the fiscal year ending December 31, 2017, requires, pursuant to the Company’s By-laws, the affirmative vote of a majority of the shares of Class A and Class B stock represented at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal, voting together as a single class.

Q: What is a broker non-vote?

A: If you are a beneficial owner whose shares are held by a broker, bank or other nominee, you must instruct the broker, bank or other nominee how to vote your shares. If you do not provide voting instructions, your shares will not be voted on proposals on which brokers do not have discretionary authority, namely: Proposal 1 (election of the Board of Directors), Proposal 2 (advisory vote to approve executive compensation) and Proposal 3 (advisory vote on the frequency of future say-on-pay votes). This is called a “broker non-vote.” Your shares will be counted as present at the meeting for quorum purposes but not present and entitled to vote for purposes of these specific proposals. Therefore, it is very important that beneficial owners instruct their broker, bank or other nominee how they wish to vote their shares.

If you do not provide your broker, bank or other nominee with voting instructions with respect to Proposal 4 (ratification of the selection of Ernst & Young LLP as auditors for the fiscal year ending December 31, 2017), your broker, bank or other nominee has discretion to vote your shares on this proposal, which is considered a “routine” management proposal.

Q: How will broker non-votes, withheld votes or abstentions affect the voting results?

A: Pursuant to the Company’s By-laws, withheld votes and broker non-votes will have no effect on the election of directors; broker non-votes will have no effect on advisory Proposals 2 and 3; and abstentions will have the same effect as votes against advisory Proposals 2 and 3, and Proposal 4.

Q: Who pays for the solicitation of proxies and how are they solicited?

A: Proxies are solicited by our Board of Directors. The Company bears the costs of the solicitation of the proxies on behalf of the Board of Directors. Our directors, officers or employees may solicit proxies in person, or by mail, telephone, facsimile or electronic transmission. The costs associated with the solicitation of proxies include the cost of preparing, printing and mailing our proxy materials, the Notice and any other information we send to stockholders.

We also pay banks, brokers and other persons representing beneficial owners of shares held in street name certain fees associated with forwarding our proxy materials and obtaining beneficial owners’ voting instructions. We reimburse those firms for their reasonable expenses in accordance with applicable rules. In addition, we have engaged Alliance Advisors, LLC to assist in soliciting proxies for an estimated fee of \$8,500, plus out-of-pocket expenses and certain administrative fees.

Q: Who will serve as inspector of election?

A: We have engaged Broadridge Financial Solutions, Inc. as the independent inspector of election to tabulate stockholder votes at the Annual Meeting.

GLOSSARY OF CERTAIN TERMS

To improve the readability of this Proxy Statement, we use certain shortened “defined terms” to refer to various terms that are used frequently. These defined terms are generally provided the first time the longer term appears in the text and, for your convenience, are also set forth below.

“1991 Incentive Plan” means the Company’s 1991 Executive Stock Incentive Plan;

“1997 Trust” means the trust created in 1997 by the four children of Iphigene Ochs Sulzberger (Marian S. Heiskell, Ruth S. Holmberg, Judith P. Sulzberger (now deceased) and Arthur Ochs Sulzberger (now deceased) (the “grantors”)) for the benefit of each of the grantors and his or her family;

“2010 Incentive Plan” means The New York Times Company 2010 Incentive Compensation Plan;

“Class A stock” means the Company’s Class A Common Stock, \$.10 par value per share;

“Class B stock” means the Company’s Class B Common Stock, \$.10 par value per share;

“Company” means The New York Times Company;

“Company 401(k) Plan” means The New York Times Companies Supplemental Retirement and Investment Plan;

“Directors’ Deferral Plan” means the Company’s Non-Employee Directors Deferral Plan;

“Directors’ Incentive Plan” means the Company’s 2004 Non-Employee Directors’ Stock Incentive Plan;

“NYSE” means the New York Stock Exchange;

“Pension Plan” means The New York Times Companies Pension Plan;

“Restoration Plan” means The New York Times Company Savings Restoration Plan;

“‘say-on-pay’ vote” means the advisory vote to approve executive compensation under Proposal 2;

“SEC” means the U.S. Securities and Exchange Commission;

“SERP” means The New York Times Company Supplemental Executive Retirement Plan;

“SESP” means The New York Times Company Supplemental Executive Savings Plan; and

“Trustees” means the current trustees of the 1997 Trust: Theresa Dryfoos, Gertrude A.L. Golden, Hays N. Golden, Michael Golden, Steven B. Green, Carolyn D. Greenspon, Joseph Perpich and Arthur Sulzberger, Jr.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 19, 2017.

This Proxy Statement is available at <http://investors.nytc.com/investors/financials/proxy-statements>, and the 2016 Annual Report is available at <http://investors.nytc.com/investors/financials/annual-reports>.

WHERE TO FIND MORE INFORMATION ON THE NEW YORK TIMES COMPANY

Documents Filed with the Securities and Exchange Commission

This Proxy Statement is accompanied by our 2016 Annual Report, which includes our Annual Report on Form 10-K for the fiscal year ended December 25, 2016, which we have previously filed with the SEC and which includes audited financial statements.

You can obtain any of the documents we file with the SEC (including our Annual Report on Form 10-K for the fiscal year ended December 25, 2016) by contacting us or the SEC (see below for information on contacting the SEC). To obtain documents from us, please direct requests in writing or by telephone to:

The New York Times Company

620 Eighth Avenue

New York, NY 10018

Phone: (212) 556-1234

Attention: Corporate Secretary

We will send you the requested documents without charge, excluding exhibits.

Additional Information

There are a number of other sources for additional information on The New York Times Company:

SEC. We file reports, proxy statements and other information with the SEC, which can be accessed through the SEC's website (<http://www.sec.gov>) or reviewed and copied at the SEC's Public Reference Room at 100 F Street N.E., Washington, D.C. 20549. Please call (800) 732-0330 for further information on the Public Reference Room.

NYSE. The Class A stock of The New York Times Company is listed on the NYSE, and reports and other information on the Company can be reviewed at the office of the NYSE at 11 Wall Street, New York, NY 10005.

The New York Times Company website. Our website at <http://www.nytc.com> provides ongoing information about the Company and its performance, including documents filed with the SEC. In addition, printable versions of the following materials can be found on the Corporate Governance section of our website at <http://investors.nytc.com/investors/corporate-governance>:

— Corporate Governance Principles

— Board Committee Charters:

•Audit Committee

•Compensation Committee

•Finance Committee

•Nominating & Governance Committee

•Technology & Innovation Committee

— Code of Ethics for the Chairman, Chief Executive Officer and Senior Financial Officers

— Code of Ethics for Directors

— Business Ethics Policy

— Policy on Transactions with Related Persons

— Procedures Regarding Communications by Security Holders and Other Interested Parties to the Board of Directors

Please note that information contained on our website does not constitute part of this Proxy Statement.

IMPORTANT

NOTE:

This Proxy Statement is dated March 7, 2017. You should not assume that the information contained in

this Proxy
Statement is
accurate as of
any date other
than such
date, and the
furnishing of
this Proxy
Statement to
stockholders
shall not
create any
implication to
the contrary.

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GENERAL INFORMATION

The 1997 Trust

Since the purchase of The New York Times newspaper by Adolph S. Ochs in 1896, control of The New York Times and related properties has rested with his family. Family members have taken an active role in the stewardship and management of The New York Times Company. The position of Publisher of The New York Times has been held by various family members, from Adolph S. Ochs to the current Publisher, Arthur Sulzberger, Jr., who also serves as the current Chairman of the Board.

In February 1990, on the death of Adolph S. Ochs's daughter, Iphigene Ochs Sulzberger ("Mrs. Sulzberger"), control passed to her four children through the automatic termination of a trust established by Mr. Ochs. That trust held 83.7% of the Class B stock of the Company, which is not publicly traded. Holders of Class B stock have the right to elect approximately 70% of the Board of Directors. Mrs. Sulzberger's four children are: Marian S. Heiskell, Ruth S. Holmberg, Judith P. Sulzberger (now deceased) and Arthur Ochs Sulzberger (now deceased) (the "grantors").

In 1997, the grantors executed an indenture (the "Trust Indenture") creating a trust (the "1997 Trust") for the benefit of each of the grantors and his or her family. The grantors transferred to the 1997 Trust all shares of Class B stock previously held by the trust established by Adolph S. Ochs, together with a number of shares of Class A stock. The 1997 Trust currently holds 738,810 shares of Class B stock and 1,400,000 shares of Class A stock. The primary objective of the 1997 Trust is to maintain the editorial independence and the integrity of The New York Times and to continue it as an independent newspaper, entirely fearless, free of ulterior influence and unselfishly devoted to the public welfare ("the primary objective of the 1997 Trust").

The current trustees of the 1997 Trust are Theresa Dryfoos, Gertrude A.L. Golden, Hays N. Golden, Michael Golden, Steven B. Green, Carolyn D. Greenspon, Joseph Perpich and Arthur Sulzberger, Jr. (the "Trustees").

The 1997 Trust will continue in existence until the expiration of 21 years after the death of the last remaining survivor of all descendants of Mrs. Sulzberger living on December 14, 2000. The Trust Indenture is subject to the terms and provisions of a 1986 shareholders agreement (the "Shareholders Agreement") among the grantors, their children and the Company, which restricts the transfer of Class B stock that is held by the 1997 Trust by requiring, prior to any sale or transfer, the offering of those shares among the other family stockholders and then to the Company at the Class A stock market price then prevailing (or if the Company is the purchaser, at the option of the selling stockholder, in exchange for Class A stock on a share-for-share basis). The Shareholders Agreement provides for the conversion of such shares into Class A stock if the purchase rights are not exercised by the family stockholders or the Company and such shares of Class A stock are to be transferred to a person or persons other than family stockholders or the Company. There are certain exceptions for gifts and other transfers within the family of Adolph S. Ochs, provided that the recipients become parties to the Shareholders Agreement.

In addition, the Shareholders Agreement provides that, if the Company is a party to a merger (other than a merger solely to change the Company's jurisdiction of incorporation), consolidation or plan of liquidation in which such Class B stock is exchanged for cash, stock, securities or any other property of the Company or of any other corporation or entity, each signing stockholder will convert his or her shares of such Class B stock into Class A stock prior to the effective date of such transaction so that a holder of such shares will receive the same cash, stock or other consideration that a holder of Class A stock would receive in such a transaction. Except for the foregoing, each signing stockholder has agreed not to convert any shares of such Class B stock received from a trust created under the will of Adolph S. Ochs into Class A stock. The Shareholders Agreement will terminate upon the expiration of 21 years after the death of the last remaining survivor of all descendants of Mrs. Sulzberger living on August 5, 1986. The Trustees, subject to the limited exceptions described below, are directed to retain the Class B stock held in the 1997 Trust and not to sell, distribute or convert such shares into Class A stock and to vote such Class B stock against any merger, sale of assets or other transaction pursuant to which control of The New York Times passes from the Trustees, unless they determine that the primary objective of the 1997 Trust can be achieved better by the sale, distribution or conversion of such stock or by the implementation of such transaction. If, upon such determination, any Class B stock is distributed to the beneficiaries of the 1997 Trust, it must be distributed only to descendants of Mrs. Sulzberger, subject to the provisions of the Shareholders Agreement (if it is still in effect). Similarly, any sale by the 1997 Trust of Class B stock upon such determination can be made only in compliance with the Shareholders

Agreement.

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The Trustees are granted various powers and rights, including among others: (i) to vote all of the shares of Class A and Class B stock held by the 1997 Trust; (ii) to nominate the successor trustees who may also serve on the Company's Board of Directors; and (iii) to amend certain provisions of the Trust Indenture, but not the provisions relating to retaining the Class B stock or the manner in which such shares may be distributed, sold or converted. The terms of the 1997 Trust provide for eight Trustees. The Trustees act by the affirmative vote of six of the eight Trustees. Generally, a Trustee may be removed by the agreement of six of the remaining seven Trustees. In general, four of the trustees will be appointed by all eight trustees; the remaining four trustees will be elected by the beneficiaries of the 1997 Trust.

Upon the termination of the 1997 Trust at the end of the stated term thereof, the shares of Class A and Class B stock held by such trust will be distributed to the descendants of Mrs. Sulzberger then living.

On February 15, 2017, the Trustees also controlled, through a limited liability company, an additional 4,300,197 shares of Class A stock that are held in various family limited partnerships.

We have been informed by representatives of the Ochs-Sulzberger family that, on February 15, 2017, the aggregate holdings of the 1997 Trust and the descendants of Mrs. Sulzberger represented approximately 11% of the Company's total outstanding equity (i.e., Class A stock and Class B stock of the Company).

PRINCIPAL HOLDERS OF COMMON STOCK

The following table sets forth the only persons who, to the knowledge of management, owned beneficially on February 15, 2017, more than 5% of the outstanding shares of either Class A stock or Class B stock:

Name and Address	Shares (%)		Class B Stock	Percent of Class B Stock	
	Class A Stock	Percent of Class A Stock			
1997 Trust ^{1,2} 620 Eighth Avenue New York, NY 10018	6,439,007	4.0	% 738,810	90.9	%
Theresa Dryfoos ^{1,2,3} 620 Eighth Avenue New York, NY 10018	6,439,007	4.0	% 738,810	90.9	%
Gertrude A.L. Golden ^{1,2,4} 620 Eighth Avenue New York, NY 10018	6,548,477	4.1	% 739,928	91.0	%
Hays N. Golden ^{1,2,5} 620 Eighth Avenue New York, NY 10018	6,505,680	4.0	% 738,810	90.9	%
Michael Golden ^{1,2,6} 620 Eighth Avenue New York, NY 10018	6,893,542	4.3	% 739,930	91.0	%
Steven B. Green ^{1,2,7} 620 Eighth Avenue New York, NY 10018	6,494,692	4.0	% 738,810	90.9	%
Carolyn D. Greenspon ^{1,2,8} 620 Eighth Avenue New York, NY 10018	6,458,562	4.0	% 739,170	90.9	%
Joseph Perpich ^{1,2,9} 620 Eighth Avenue New York, NY 10018	6,592,555	4.1	% 740,663	91.1	%
Arthur Sulzberger, Jr. ^{1,2,10} 620 Eighth Avenue New York, NY 10018	7,590,963	4.7	% 740,662	91.1	%
Carlos Slim Helú ¹¹ Paseo de las Palmas 736 Colonia Lomas de Chapultepec 11000 México, D.F., México	27,803,000	17.3	%		
BlackRock, Inc. ¹² 55 East 52nd Street New York, NY 10055	12,173,083	7.6	%		
Fairpointe Capital LLC ¹³ One North Franklin Street, Suite 3300 Chicago, IL 60606	11,908,736	7.4	%		
The Vanguard Group ¹⁴ 100 Vanguard Boulevard Malvern, PA 19355	10,047,956	6.3	%		
JHL Capital Group LLC ¹⁵	9,300,000	5.8	%		

900 N. Michigan Avenue, Suite
1700
Chicago, IL 60611

Includes (a) 1,400,000 shares of Class A stock and 738,810 shares of Class A stock issuable upon the conversion of 1,738,810 shares of Class B stock directly owned by the 1997 Trust and (b) 4,300,197 shares of Class A stock indirectly owned by the 1997 Trust through its control of a limited liability company.

Each of the Trustees shares voting and investment power with respect to the shares owned by the 1997 Trust.

Therefore, under SEC regulations, each may be deemed a beneficial owner of the shares held by the 1997 Trust. Such shares are therefore included in the amounts listed in this table for each of them. As a result of this presentation, there are substantial duplications in the number of shares and percentages shown in the table. By

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virtue of their being co-trustees of the 1997 Trust, the Trustees could be deemed to comprise a “group” within the meaning of SEC regulations. Such group is the beneficial owner in the aggregate of 8,450,429 shares of Class A stock, representing approximately 5.2% of the outstanding shares of Class A stock. This amount includes those shares directly or indirectly held by the 1997 Trust, as well as (i) 963,628 shares of Class A stock directly or indirectly held by individual Trustees, including attributed amounts based on holdings in the Company Stock Fund of the Company 401(k) Plan (as of the last plan statement); (ii) 6,303 shares of Class A stock issuable upon the conversion of 6,303 shares of Class B stock held directly or indirectly by individual Trustees; and (iii) 1,041,491 shares of Class A stock that could be acquired within 60 days upon the exercise of options granted under the Company’s 1991 Executive Stock Incentive Plan (the “1991 Incentive Plan”), its 2010 Incentive Compensation Plan (the “2010 Incentive Plan”) or its 2004 Non-Employee Directors’ Stock Incentive Plan (the “Directors’ Incentive Plan”). In addition, the Company has been informed by representatives of the Ochs-Sulzberger family that the aggregate holdings of the 1997 Trust and the descendants of Mrs. Sulzberger represent approximately 11% of the Company’s total outstanding equity (i.e., Class A stock and Class B stock of the Company).

Class B stock is convertible into Class A stock on a share-for-share basis. Ownership of Class B stock is therefore deemed to be beneficial ownership of Class A stock under SEC regulations. For purposes of the table of Class A stock ownership, it has been assumed that each person listed therein as holding Class B stock has converted into Class A stock all shares of Class B stock of which that person is deemed the beneficial owner. Thus, all shares of Class B stock held by the 1997 Trust and by the Trustees have been included in the calculation of the total amount of Class A stock owned by each such person as well as in the calculation of the total amount of Class B stock owned by each such person. As a result of this presentation, there are substantial duplications in the number of shares and percentages shown in the table.

The holdings of Class A stock reported for Ms. Dryfoos exclude (i) 110,000 shares of Class A stock held in a trust, of which she is a co-trustee, (ii) 1,454 shares of Class A stock held by two trusts, of which she is a co-trustee and (iii) 10,000 shares of Class A stock held by a trust of which her husband is a trustee. Ms. Dryfoos disclaims beneficial ownership of all shares held by the trusts described in (i), (ii) and (iii) above.

In addition to the amounts of Class A stock and Class B stock described in footnotes 1 and 2, the holdings for Ms. Golden include (a) 40,678 shares of Class A stock and 1,118 shares of Class B stock held jointly with her husband, (b) 19,456 shares of Class A stock held by two trusts created for the benefit of her daughter, of which Ms. Golden is the sole trustee, and (c) 48,218 shares of Class A stock held in a family trust, of which Ms. Golden is a co-trustee. Ms. Golden disclaims beneficial ownership of all shares held by the trusts described in (b) above. The holdings of Class A stock reported for Ms. Golden exclude (i) 31,943 shares of Class A stock held in a charitable trust, of which her husband is a trustee, and (ii) 3,269 shares of Class A stock held by two trusts, of which her husband is a co-trustee. Ms. Golden disclaims beneficial ownership of all shares held by the trusts described in (i) and (ii) above.

In addition to the amounts of Class A stock and Class B stock described in footnotes 1 and 2, the holdings for Dr. Golden include (a) 18,456 shares of Class A stock held solely and (b) 48,217 shares of Class A stock held by a trust, of which he is a co-trustee. The holdings of Class A stock reported for Dr. Golden exclude 3,450 shares of Class A stock held by a trust, of which his wife is the sole trustee and for which Dr. Golden disclaims beneficial ownership.

In addition to the amounts of Class A stock and Class B stock described in footnotes 1 and 2, the holdings for Mr. Golden include (a) 45,651 shares of Class A stock and 560 shares of Class B stock held solely, (b) 266,180 shares of Class A stock and 560 shares of Class B stock held jointly with his wife, (c) 138,244 shares that could be acquired within 60 days upon the exercise of options granted under the 1991 Incentive Plan and the 2010 Incentive Plan and (d) 3,340 shares of Class A stock equivalents attributed to Mr. Golden based on his holdings in the Company Stock Fund of the Company 401(k) Plan (as of the last plan statement). The holdings of Class A stock reported for Mr. Golden exclude 3,830 shares of Class A stock held by two trusts, of which he is the sole trustee and for which Mr. Golden disclaims beneficial ownership.

In addition to the amounts of Class A stock and Class B stock described in footnotes 1 and 2, the holdings for Mr. Green include (a) 5,685 vested restricted stock units for Class A stock (which will be distributed upon his retirement from the Board) and (b) 50,000 shares of Class A stock held in two trusts created for the benefit of his children, of which Mr. Green is a co-trustee. Mr. Green disclaims beneficial ownership of the shares described in

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(b) above. The amounts reported do not include 8,157 unvested restricted stock units for Class A stock that will vest on the date of the 2017 Annual Meeting. The holdings of Class A stock reported for Mr. Green exclude (i) 200,000 shares of Class A stock and 1,852 shares of Class B stock held by Mr. Green's wife and (ii) 984 shares of Class A stock held in each of two trusts for the benefit of his children, of which his wife is a co-trustee. Mr. Green disclaims beneficial ownership of the shares described in (i) and (ii) above. In addition to these holdings, 19,721 cash-settled phantom Class A stock units have been credited to Mr. Green's account under the Company's Non-Employee Directors Deferral Plan ("Directors' Deferral Plan").

In addition to the amounts of Class A stock and Class B stock described in footnotes 1 and 2, the holdings for Ms. Greenspon include (a) 5,510 shares of Class A stock and 360 shares of Class B stock held solely, (b) 5,685 vested restricted stock units for Class A stock (which will be distributed upon her retirement from the Board) and (c) 8,800 shares of Class A stock that could be acquired within 60 days upon the exercise of options granted under the Directors' Incentive Plan. In addition to these holdings, 26,760 cash-settled phantom Class A stock units have been credited to Ms. Greenspon's account under the Directors' Deferral Plan. The amounts reported do not include 8,157 unvested restricted stock units for Class A stock that will vest on the date of the 2017 Annual Meeting.

In addition to the amounts of Class A stock and Class B stock described in footnotes 1 and 2, the holdings for Mr. Perpich include 151,695 shares of Class A stock and 1,853 shares of Class B stock held jointly with his wife. The holdings of Mr. Perpich exclude (a) 70,057 shares of Class A stock held by three trusts of which Mr. Perpich's wife is the trustee and (b) 2,951 shares of Class A stock held by three trusts for the benefit of Mr. Perpich's children, of which Mr. Perpich's wife is a co-trustee. Mr. Perpich disclaims beneficial ownership of all shares described in (a) and (b) above.

In addition to the amounts of Class A stock and Class B stock described in footnotes 1 and 2, the holdings for Mr. Sulzberger, Jr. include (a) 199,562 shares of Class A stock and 1,852 shares of Class B stock held solely, (b) 895,247 shares that could be acquired within 60 days upon the exercise of options granted under the 1991 Incentive Plan and 2010 Incentive Plan, (c) 3,327 shares of Class A stock equivalents attributed to Mr. Sulzberger, Jr. based on his holdings in the Company Stock Fund of the Company 401(k) Plan (as of the last plan statement) and (d) 51,968 shares of Class A stock held by four trusts, of which Mr. Sulzberger, Jr. is a co-trustee. Mr. Sulzberger, Jr. disclaims beneficial ownership of the shares described in (d) above. In addition to these holdings, Mr. Sulzberger, Jr. has 100,000 cash-settled stock appreciation rights that were awarded under the 1991 Incentive Plan.

According to information contained in its filings with the SEC related to the Company pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of December 31, 2015, Inversora Carso, S.A. de C.V., formerly known as Inmobiliaria Carso, S.A. de C.V. ("Inversora Carso") beneficially owns 19,853,000 shares of Class A stock. In addition, Grupo Financiero Inbursa, S.A.B. de C.V. ("GFI"), as the parent company of Banco Inbursa, S.A., Institución de Banca Múltiple, Grupo Financiero Inbursa, owns 7,950,000 shares of Class A stock. According to the filing, Carlos Slim Helú, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, María Soumaya Slim Domit, Vanessa Paola Slim Domit and Johanna Monique Slim Domit (collectively, the "Slim Family") are beneficiaries of a trust that in turn owns all of the outstanding voting securities of Inversora Carso and a majority of the outstanding voting equity securities of GFI. As a result, the Slim Family may be deemed to beneficially own indirectly 27,803,000 shares of Class A stock, consisting of: (a) the 19,853,000 shares of Class A stock beneficially owned by Inversora Carso and (b) the 7,950,000 shares of Class A stock owned by GFI. In addition, according to filings with the SEC, to the best of the holder's knowledge, the shares were not acquired for the purpose of or with the effect of changing or influencing the control of the Company.

According to information contained in a filing with the SEC pursuant to the Exchange Act, as of December 31, 2016, BlackRock, Inc. beneficially owned 12,173,083 shares of Class A stock. The filing states that, to the best of the holder's knowledge, the shares were acquired in the ordinary course of such holder's business and were not acquired for the purpose of or with the effect of changing or influencing the control of the Company.

According to information contained in a filing with the SEC pursuant to the Exchange Act, as of December 31, 2016, Fairpointe Capital LLC beneficially owned 11,908,736 shares of Class A stock. The filing states that, to the best of the holder's knowledge, the shares were acquired in the ordinary course of such holder's business and were not acquired for the purpose of or with the effect of changing or influencing the control of the

Company.

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14. According to information contained in a filing with the SEC pursuant to the Exchange Act, as of December 31, 2016, The Vanguard Group beneficially owned 10,047,956 shares of Class A stock. The filing states that, to the best of the holders' knowledge, the shares were not acquired for the purpose of or with the effect of changing or influencing the control of the Company.

15. According to information contained in a filing with the SEC pursuant to the Exchange Act, as of December 31, 2015, JHL Capital Group LLC and JHL Capital Group Master Fund L.P. beneficially owned 9,300,000 shares of Class A stock. The filing states that, to the best of the holders' knowledge, the shares were not acquired for the purpose of or with the effect of changing or influencing the control of the Company.

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SECURITY OWNERSHIP OF MANAGEMENT AND DIRECTORS

The following table shows the beneficial ownership, reported to the Company as of February 15, 2017, of Class A stock and Class B stock, including shares as to which a right to acquire ownership exists (by the exercise of stock options or the conversion of Class B stock into Class A stock) within the meaning of Rule 13d-3(d)(1) under the Exchange Act, of each director and nominee named in this Proxy Statement, the chief executive officer, the chief financial officer, the three other most highly compensated executive officers of the Company during 2016, and all directors and executive officers of the Company as a group. A portion of the shares reported below are held by the 1997 Trust, whose Trustees share voting and, in some cases, investment power with respect thereto. See “General Information—The 1997 Trust.” The table also shows, under “Class A Stock Units and SARs,” in the case of non-employee directors, cash-settled phantom stock units credited under the Directors’ Deferral Plan and, in the case of Mr. Sulzberger, Jr., stock appreciation rights (“SARs”) awarded under the 1991 Incentive Plan.

	Class A Stock	Percent of Class A Stock	Class A Stock Units and SARs	Class B Stock	Percent of Class B Stock	
Raul E. Cesan ¹ Director	65,685	*	85,844	—		
Robert E. Denham ¹ Director	36,685	*	36,220	—		
James M. Follo ² Executive Vice President and Chief Financial Officer	307,932	*	—	—		
Hays N. Golden ^{3,4} Nominee for Director	6,505,680	4.0	%—	738,810	90.9	%
Michael Golden ^{3,4} Vice Chairman of the Board and Director	6,893,542	4.3	%—	739,930	91.0	%
Steven B. Green ^{3,4} Director	6,494,692	4.0	%19,721	738,810	90.9	%
Carolyn D. Greenspon ^{3,4} Director	6,458,562	4.0	%26,760	739,170	90.9	%
Joichi Ito ¹ Director	8,905	*	15,959	—		
Dara Khosrowshahi ¹ Director	5,685	*	—	—		
James A. Kohlberg ^{1,5} Director	27,055	*	36,220	—		
Meredith Kopit Levien Executive Vice President and Chief Revenue Officer	—	*	—	—		
Ellen R. Marram ¹ Director	29,685	*	53,993	—		
Brian P. McAndrews ¹ Director	8,845	*	15,959	—		
Arthur Sulzberger, Jr. ^{3,4} Chairman of the Board, Publisher, The New York Times, and Director	7,590,963	4.7	%100,000	740,662	91.1	%
Mark Thompson ² President and Chief Executive Officer	638,362	*	—	—		
Doreen A. Toben ¹ Director	18,185	*	78,255	—		

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Rebecca Van Dyck ¹ Director	5,685	*	—	—		
All Directors and Executive Officers ³ (18 Individuals)	9,360,063	5.7	%468,931	742,142	91.3	%

*Indicates beneficial ownership of less than 1%. Footnotes continue on following page.

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The amounts reported include (a) 5,685 vested restricted stock units for Class A stock (which will be distributed upon the director's retirement from the Board) and (b) shares of Class A stock that could be acquired within 60 days upon the exercise of stock options under the Directors' Incentive Plan, as follows: Mr. Cesan, 20,000; Mr. Denham, 16,000; Mr. Kohlberg, 16,000; Ms. Marram, 20,000; and Ms. Toben, 12,000. The amounts reported do not include 8,157 unvested restricted stock units for Class A stock that will vest on the date of the 2017 Annual Meeting.

The amounts reported include shares of Class A stock that could be acquired within 60 days upon the exercise of stock options awarded under the 1991 Incentive Plan and 2010 Incentive Plan, as follows: Mr. Follo, 238,161 shares and Mr. Thompson, 385,604 shares. In addition, the amounts reported include shares of stock-settled restricted stock units that will vest within 60 days, as follows: Mr. Follo, 11,623 shares and Mr. Thompson, 8,956. Mr. Thompson and Mr. Follo will receive a number of shares net of shares withheld to satisfy tax obligations. The amounts reported also include shares of Class A stock equivalents attributed to an executive officer based on their respective holdings (as of the last plan statement) in the Company Stock Fund of the Company 401(k) Plan as follows: Mr. Follo, 3,135 shares and Mr. Thompson, 621 shares. The amounts reported exclude the following stock-settled restricted stock units granted under the 2010 Incentive Plan, which are subject to vesting conditions: Mr. Follo, 23,246 and Mr. Thompson, 115,263.

Class B stock is convertible into Class A stock on a share-for-share basis. Ownership of Class B stock is therefore deemed to be beneficial ownership of Class A stock under SEC regulations. For purposes of the presentation of ownership of Class A stock in this table, it has been assumed that each director and executive officer has converted into Class A stock all shares of Class B stock of which that person is deemed the beneficial owner. Thus, all shares of Class B stock held by the directors and executive officers, including shares held by the 1997 Trust, have been included in the calculation of the total amount of Class A stock owned by such persons as well as in the calculation of the total amount of Class B stock owned by such persons. As a result of this presentation, there are duplications in the number of shares and percentages shown in this table.

See "Principal Holders of Common Stock" and "General Information—The 1997 Trust" for a discussion of this person's holdings.

The holdings for Mr. Kohlberg include 5,370 shares of Class A stock indirectly held by a trust, of which Mr. Kohlberg is the trustee.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The Company's directors and executive officers and the beneficial holders of more than 10% of the Class A stock are required to file reports with the SEC of changes in their ownership of Company stock. Based on its review of such reports, the Company believes that all such filing requirements were met during 2016.

PROPOSAL NUMBER 1—ELECTION OF DIRECTORS

Thirteen directors will be elected to the Board of The New York Times Company at the 2017 Annual Meeting. Nominees proposed for election as directors are listed below. Directors will hold office until the next annual meeting and until their successors are elected and qualified. Each of the nominees, except for Hays Golden, is now a member of the Board of Directors and was elected at the 2016 Annual Meeting for which proxies were solicited.

The Certificate of Incorporation of the Company provides that Class A stockholders have the right to elect 30% of the Board of Directors (or the nearest larger whole number). Accordingly, Class A stockholders will elect four of the 13 directors; Class B stockholders will elect nine directors. Directors are elected by a plurality of the votes cast. (Please see our policy described on page 21 regarding directors who do not receive more “for” votes than “withheld” votes.) Once elected, our directors have no ongoing status as “Class A” or “Class B” directors and have the same duties and responsibilities to all stockholders. Our Board serves as one Board with fiduciary responsibilities to all stockholders of the Company.

Name	Age	Position with The New York Times Company	Director Since
Class A Nominees (4)			
Joichi Ito	50	Director	2012
James A. Kohlberg	59	Director	2008
Brian P. McAndrews	58	Director	2012
Doreen A. Toben	67	Director	2004
Class B Nominees (9)			
Raul E. Cesan	69	Director	1999
Robert E. Denham	71	Director	2008
Hays N. Golden	32	Nominee for Director	—
Michael Golden	67	Director, Vice Chairman of the Board of Directors	1997
Steven B. Green	52	Director	2012
Dara Khosrowshahi	47	Director	2015
Arthur Sulzberger, Jr.	65	Chairman and Publisher, The New York Times	1997
Mark Thompson	59	President, Chief Executive Officer and Director	2012
Rebecca Van Dyck	47	Director	2015

Proxies will be used to vote for the election of the nominees named unless you withhold the authority to do so when you vote your proxy. Each person nominated for election has consented to being named in this Proxy Statement and has agreed to serve if elected. If any of the nominees become unavailable for election, all uninstructed proxies will be voted for such other person or persons designated by the Board. The Board has no reason to anticipate that this will occur.

Notes on Nominees

Michael Golden and Arthur Sulzberger, Jr. are cousins.

Steven B. Green’s wife is Mr. Sulzberger, Jr.’s sister and Michael Golden’s cousin.

Hays Golden’s father is a brother of Michael Golden and cousin of Mr. Sulzberger, Jr.

The Board has asked Robert E. Denham, who otherwise would be precluded by the Company’s Corporate Governance Principles from standing for re-election due to his age, to stand for re-election at the 2017 Annual Meeting.

Board of Directors—Experience and Qualifications

Consistent with the Company’s Corporate Governance Principles, the Nominating & Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of director nominees, as well as the composition of the Board as a whole. This assessment includes consideration of directors’

independence, character, judgment and business experience, as well as their appreciation of the Company's core purpose, core values and journalistic mission. The Nominating & Governance Committee also considers the diversity of Board candidates, which may include diversity of skills and experience, as well as geographic, gender, age and ethnic diversity.

Our Board is composed of directors with a mix of tenure, with longer serving directors providing important experience and institutional knowledge, and newer directors providing fresh perspective to deliberations. Of the eight independent director nominees proposed for election at the 2017 Annual Meeting, four have served five or fewer years, two have served between six and 10 years and two have served more than 10 years.

We believe that the combination of backgrounds, skills and experiences represented by the 13 director nominees will enable the Board and each of its committees to continue to provide sound judgment and leadership and to function effectively as a group. The biographical information for each director nominee includes a summary of the specific experience, qualifications, attributes or skills that led the Board to conclude that the person should serve as a director of the Company. While it is not possible to detail all of the experience, qualifications, attributes or skills possessed by each director, we have set out those unique and important professional characteristics that each person would bring to the Board.

PROFILES OF NOMINEES FOR THE BOARD OF DIRECTORS

Class A Nominees

Joichi Ito has served as a member of our Board of Directors since 2012. Mr. Ito is director of the Media Lab at the Massachusetts Institute of Technology, a laboratory devoted to research projects at the convergence of design, multimedia and technology (since 2011) and professor of the Practice of Media Arts and Sciences at MIT (since 2016). Mr. Ito has been general partner of Neoteny Labs, an early-stage investment fund focusing on Asia and the Middle East, since 2009, and general partner of Neoteny 3, LP, a venture capital fund, since 2015. Mr. Ito was chairman from 2010 to 2012, and chief executive officer from 2008 to 2011, of Creative Commons. From 2004 to 2006, he was general manager, Global Operations, of Technorati, Inc. and from 1996 to 2003, he was chairman of Infoseek Japan. He was co-founder, 1994, and chief executive officer, from 1995 to 1999, of Digital Garage, Inc. From 1995 to 1996, he was founder and chief executive officer of PSINet Japan. Mr. Ito has been a director of Digital Garage, Inc. since 2006 and Sony Corporation since 2013. He has been a director of PureTech Health since 2014 and chairman since 2015. He was a director of Tucows Inc. from 2008 to 2016.

Mr. Ito brings to the Company and the Board deep digital and international experience in the technology industry, which is highly valued as the Company continues to expand its businesses digitally and globally. He has gained exposure to a wide range of digital businesses as a founder of several Internet companies, an early investor in numerous businesses and a director of various public and private companies.

James A. Kohlberg has served as a member of our Board of Directors since 2008. Mr. Kohlberg is co-founder (1987) and chairman (since 2007) of Kohlberg & Company, a middle-market private equity firm. He has been co-founder and chairman of Kohlberg Ventures LLC since 2008, and co-founder and chairman of Halogen Media Networks (d/b/a Social Chorus) since 2007. From 2004 to 2015, he served as chairman of ClearEdge Power. He was an investment professional with Kohlberg Kravis Roberts & Co. from 1984 to 1987.

Mr. Kohlberg brings to the Company and the Board his broad business and financial experience. He co-founded and serves on the boards of several private companies, including as chairman of Kohlberg & Company, a private equity firm with over \$2 billion of equity capital under management.

Brian P. McAndrews has served as a member of our Board of Directors since 2012. Mr. McAndrews was president, chief executive officer and chairman of Pandora Media, Inc. from 2013 to March 2016. From 2012 to 2013, he was venture partner, and from 2009 to 2011, he was managing director, of Madrona Venture Group, LLC. From 2007 to 2008, he was senior vice president, Advertiser and Publisher Solutions, of Microsoft Corporation. From 2000 to 2007, he was president and chief executive officer, and from 1999 to 2000 chief executive officer, of aQuantive, Inc. From 1990 to 1999, he held various positions of increasing responsibility at ABC, Inc., including executive vice president and general manager of ABC Sports. Mr. McAndrews has been a director of GrubHub, Inc. since 2011 and chairman since 2014. Mr. McAndrews was a director of Clearwire Corporation from 2009 to 2013 and Fisher Communications, Inc. from 2006 to 2013.

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Mr. McAndrews brings to the Company and the Board deep digital experience gained through his experience as a chief executive officer of public companies in the technology industry, as well as his private and public company director experience. His background in both traditional and digital media has also given him an understanding of digital advertising and the integration of emerging technologies, which is highly valued by the Company and the Board as the Company continues to expand its digital businesses.

Doreen A. Toben has served as a member of our Board of Directors since 2004. Ms. Toben was executive vice president and chief financial officer of Verizon Communications, Inc. from 2002 to 2009. From 2000 to 2002, she was senior vice president and chief financial officer of Telecom Group, Verizon Communications, Inc. From 1999 to 2000, she was vice president and controller, and from 1997 to 1999 she was vice president and chief financial officer, of Telecom/Network, Bell Atlantic Inc. Ms. Toben has been a director of ARRIS Group, Inc. since 2013 and Kate Spade & Company (formerly Fifth & Pacific Companies, Inc.) since 2009. Ms. Toben was a director of Virgin Media Inc. from 2010 to 2013.

Ms. Toben has over 25 years of experience in the communications industry, serving until 2009 as executive vice president and chief financial officer of Verizon Communications, Inc., where she was responsible for Verizon's finance and strategic planning efforts. In addition to her deep communications industry experience, Ms. Toben's financial and accounting expertise is a valuable asset to the Company, the Board and the Audit Committee.

Class B Nominees

Raul E. Cesan has served as a member of our Board of Directors since 1999. Mr. Cesan is founder and managing partner of Commercial Worldwide LLC, an investment firm (since 2001). From 1998 to 2001, he was president and chief operating officer of Schering-Plough Corporation. He was executive vice president of Schering-Plough Corporation and president of Schering-Plough Pharmaceuticals from 1994 to 1998. From 1992 to 1994, he was president of Schering Laboratories, U.S. Pharmaceutical Operations, and from 1988 to 1992, he was president of Schering-Plough International. Mr. Cesan has been a director of Gartner, Inc. since 2012.

During his nearly 25-year career at Schering-Plough Corporation, Mr. Cesan served in various capacities, including as president and chief operating officer as well as president of Schering-Plough International. Mr. Cesan's international business and general management experience are valuable assets to the Company and the Board. In addition, Mr. Cesan brings significant financial expertise to the Company, the Board and the Audit Committee.

Robert E. Denham has served as a member of our Board of Directors since 2008 and as our presiding director since 2013. Mr. Denham is a partner of Munger, Tolles & Olson LLP (since 1998). From 1992 to 1998, he was chairman and chief executive officer of Salomon Inc, and from 1991 to 1992, he was general counsel of Salomon Inc and Salomon Brothers. From 1985 to 1991, he was managing partner, and from 1973 to 1991, he was partner, of Munger, Tolles & Olson LLP. Mr. Denham has been a director of Oaktree Capital Group LLC since 2007, Chevron Corporation since 2004 and Fomento Económico Mexicano, S.A. de C.V. since 2001. Mr. Denham was a director of UGL Limited from 2012 to 2013 and of Wesco Financial Corporation from 2000 to 2011.

Mr. Denham's legal practice emphasizes advising clients on strategic and financial issues and providing disclosure and corporate law advice to public and private corporations and boards of directors. In addition, as chairman and chief executive officer of Salomon Inc, Mr. Denham successfully guided that investment banking firm as it was rebuilding. Mr. Denham also has extensive experience serving on the boards (and various board committees) of other large public companies and brings significant financial expertise to the Company, the Board and the Finance Committee. Mr. Denham has also held numerous leadership positions with associations and councils focusing on corporate governance, executive compensation, accounting, professional ethics and business, including serving as chairman of the Financial Accounting Foundation from 2004 to 2009.

Hays N. Golden is senior manager in the commercial underwriting division of American International Group, Inc., a global insurance organization (since 2016). From 2013 to 2016, he held various positions in AIG Science, a division with a focus on data science and analytics. Dr. Golden holds a B.A, M.A. and Ph.D. in economics, as well as a B.Sc. in mathematics with specialization in economics, from the University of Chicago, where he was a student from 2002 to 2006 and 2007 to 2013. From 2006 to 2007, Dr. Golden was a research associate at the Becker Center at The University of Chicago.

Dr. Golden is a fifth-generation member of the Ochs-Sulzberger family and will bring to the Board a deep appreciation of the values and societal contributions of The New York Times and the Company throughout their

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history. His alignment with stockholder interests will make Dr. Golden an important part of the Board's leadership and decision-making process.

Michael Golden has served as vice chairman of our Board since 1997. He served as our vice chairman in a management role from 1997 to 2016. From 2009 to 2012, he was president and chief operating officer of the Regional Media Group of the Company, and from 2003 to 2008, he was publisher of the International Herald Tribune. From 1997 to 2004, he was senior vice president, and from 1996 to 1997, he was vice president, Operations Development, of the Company. He was executive vice president and publisher of Tennis Magazine from 1994 to 1996 and executive vice president and general manager of NYT Women's Magazines from 1991 to 1994.

Mr. Golden is a fourth-generation member of the Ochs-Sulzberger family and brings a deep appreciation of the values and societal contributions of The New York Times and the Company throughout their history to the Board. From 1984, when he joined the Company, until his retirement from his management role in December 2016, he served in a variety of critical positions that have provided him with extensive knowledge of our Company and our businesses. His lifelong affiliation with the Company provides the Board with an important historical perspective and a focus on the long-term interests of the Company.

Steven B. Green has served as a member of our Board of Directors since 2012. Mr. Green is general partner of Ordinance Capital L.P., an investment firm (since 1997). From 1988 to 1995, he was president of Captain Gardner House, a real estate development property, and from 1988 to 1993, he was owner of Medical Transportation Inc. Mr. Green is married to Mr. Sulzberger, Jr.'s sister, a fourth-generation member of the Ochs-Sulzberger family, and brings to the Board a deep appreciation of the values and societal contributions of The New York Times and the Company throughout their history. His alignment with stockholder interests makes Mr. Green an important part of the Board's leadership and decision-making process.

Dara Khosrowshahi has served as a member of our Board of Directors since 2015. Mr. Khosrowshahi is president and chief executive officer of Expedia, Inc. and president of Expedia Worldwide (since 2005). From 1998 to 2005, he held various positions at IAC/InterActive Corp, including president and chief executive officer of IAC Travel, in 2005, and executive vice president and chief financial officer from 2002 to 2005. From 1991 to 1998, he held various positions at Allen & Company LLC. Mr. Khosrowshahi has been a director of Expedia, Inc. since 2005. He was a director of eLong, Inc. (a majority-owned subsidiary of Expedia, Inc.) from 2011 to 2015 and TripAdvisor, Inc. from 2011 to 2013.

Mr. Khosrowshahi brings to the Company and the Board extensive digital and international experience gained as the chief executive of a leading online business. In addition, Mr. Khosrowshahi brings significant financial expertise to the Company and the Board based on his business experience, which includes serving as a chief executive officer and chief financial officer of public companies. Mr. Khosrowshahi's digital, international and financial expertise provide the Board with a valuable perspective highly relevant to the Company's digital strategy.

Arthur Sulzberger, Jr. has served as our chairman since 1997 and publisher of The New York Times since 1992. Mr. Sulzberger, Jr. was chief executive officer of the Company from 2011 to 2012. From 1988 to 1992, he was deputy publisher and from 1987 to 1988, he was assistant publisher, of The New York Times.

Mr. Sulzberger, Jr. is a fourth-generation member of the Ochs-Sulzberger family and brings a deep appreciation of the values and societal contributions of The New York Times and the Company throughout their history to his roles as chairman and publisher of The New York Times. He has served in a variety of critical positions since joining the Company in 1978. As a long-time employee of the Company, including over 20 years as publisher of The New York Times and over 15 years as chairman, Mr. Sulzberger, Jr. has extensive knowledge of our Company and our businesses and provides a unique insight and perspective to the Board about the Company's business strategy and industry opportunities and challenges. In addition, his life-long affiliation with the Company provides the Board with an important historical perspective and a focus on the long-term interests of the Company.

Mark Thompson has served as our president and chief executive officer and as a member of our Board of Directors since 2012. From 2004 to 2012, he was director-general of the British Broadcasting Corporation (the "BBC"), and from 2002 to 2004, he was chief executive of Channel 4 Television Corporation. From 1979 to 2001, he served in various positions of increasing responsibility at the BBC, including director of television and controller of BBC Two.

As the Company's president and chief executive officer, Mr. Thompson has primary responsibility for overseeing and coordinating all of the Company's strategy, operations and businesses. Mr. Thompson brings to the

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Company and the Board a global perspective and more than 30 years of experience in the media industry, including extensive international business and management experience gained serving as director-general of the BBC and chief executive of Channel 4 Television Corporation. In addition, his experience in reshaping the BBC to meet the challenge of the digital age is highly valued by the Company and the Board as the Company continues to expand its businesses digitally and globally.

Rebecca Van Dyck has served as a member of our Board of Directors since 2015. Ms. Van Dyck was vice president, Consumer and Brand Marketing, of Facebook, Inc. from 2012 to February 2017. From 2011 to 2012, she was senior vice president and global chief marketing officer of Levi Strauss & Co. From 2007 to 2011, she was senior director, Worldwide Marketing and Communications, of Apple Inc., and from 1994 to 2006, she held various positions at Wieden + Kennedy, Inc., including global account director for Nike International, from 2002 to 2006. From 1992 to 1994, she held various positions at TBWA Worldwide Inc.

Ms. Van Dyck brings to the Company and the Board extensive knowledge of digital consumer brand marketing and management, gained from her experience in senior executive roles at Facebook, Inc., Levi Strauss & Co. and Apple Inc. and in the advertising industry. Ms. Van Dyck's brand expertise, as well as her international experience, provide the Board with a valuable perspective highly relevant to the Company's digital strategy.

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INTERESTS OF RELATED PERSONS IN CERTAIN TRANSACTIONS OF THE COMPANY

Policy on Transactions with Related Persons. See “Board of Directors and Corporate Governance—Policy on Transactions with Related Persons” on page 25 for a description of the Company’s policy regarding any transaction between the Company and a “related person.”

Interests of Directors in Certain Transactions of the Company. In the ordinary course of our business, the Company and its subsidiaries from time to time engage in transactions with other corporations whose officers or directors are also directors of the Company. In 2016, these included the running of advertising in Company properties for the products and services of Sony Corporation, Chevron Corporation and Ford Motor Company, as well as other director-affiliated companies; the purchase of business travel services from Expedia; and the purchase from and sale to Facebook of various services, including consumer marketing services. All of these arrangements were conducted on an arm’s-length basis on customary terms, and the relevant non-employee director does not participate in these business relationships or profit from them.

Certain Members of the Ochs-Sulzberger Family Employed by the Company during 2016. Arthur Sulzberger, Jr. was employed as Chairman of the Company and Publisher of The New York Times. Michael Golden was employed as Vice Chairman. See “Compensation of Executive Officers” for a description of their compensation.

James Dryfoos was employed as senior director, revenue programs, and executive director, program management. Mr. Dryfoos was paid \$256,896 and received time-vested restricted stock units with a grant date fair value of \$5,803.

Michael Greenspon, who was employed as general manager, news services and international, and general manager, new services and print innovation, was paid \$512,137 and received time-vested restricted stock units with a grant date fair value of \$30,561. Rachel G. Kirscht was employed as senior marketing manager, mobile, and was paid \$136,261. David Perpich, who was employed as senior vice president, product, was paid \$506,963 and received time-vested restricted stock units with a grant date fair value of \$30,561.

In November 2016, in furtherance of succession planning for the role of publisher, Arthur Gregg Sulzberger was appointed Deputy Publisher of The New York Times. Previously, Mr. Sulzberger was an associate editor for The New York Times since 2015. For 2016, Mr. Sulzberger was paid \$305,076 and received time-vested restricted stock units with grant date fair values of \$15,281 and \$25,004.

In his new role, Mr. Sulzberger receives a base salary of \$400,000, and is eligible to participate in the Company’s 2017 annual incentive compensation (with a target value of \$180,000) and the 2017-2019 long-term performance award program (with a target value of \$150,000). See “Compensation of Executive Officers—Compensation Discussion and Analysis” for a description of annual and long-term incentive compensation.

Arthur Sulzberger, Jr., Michael Golden and the mother of Michael Greenspon and Carolyn D. Greenspon, a director, are cousins. James Dryfoos is the stepson of Theresa Dryfoos, a Trustee. Rachel G. Kirscht is Michael Golden’s daughter. David Perpich is the son of Arthur Sulzberger, Jr.’s sister and Joseph Perpich, a Trustee. Arthur Gregg Sulzberger is Arthur Sulzberger, Jr.’s son.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The Board of Directors is responsible for overseeing the direction, affairs and management of the Company. The Board recognizes its fiduciary duty to both Class A and Class B stockholders.

Highlighted below are key corporate governance practices applicable to the Board:

Board Leadership Structure. The Company has separated the positions of Chairman of the Board of Directors and Chief Executive Officer. Given the demanding nature of these positions, and taking into account that our Chairman, Mr. Sulzberger, Jr., is also the Publisher of The New York Times, the Board believes this leadership structure is appropriate. Since our Chairman is an executive officer of the Company, the Board believes it is appropriate to have a lead independent director to serve as Presiding Director who, among other things, chairs all executive sessions of our non-employee and independent directors and generally provides leadership to, and fosters coordination among, our independent directors, enabling them to better fulfill their role of bringing expert outside perspectives to the Board. Mr. Denham currently serves as our Presiding Director. The Presiding Director is selected annually by the Board from the independent directors upon the recommendation of the Nominating & Governance Committee. See “—Presiding Director” on page 23.

The Board’s Role in Risk Oversight. Risk is an integral part of Board and Committee deliberations throughout the year. The Audit Committee oversees the Company’s enterprise risk management program and annually reviews an assessment prepared by management of the critical risks facing the Company, their relative magnitude and management’s actions to mitigate them.

The Company has an enterprise risk management program designed to identify, prioritize and assess a broad range of risks (e.g., strategic, operational, financial, legal/regulatory and reputational) that may affect our ability to execute our corporate strategy and fulfill our business objectives, and to formulate plans to mitigate their effects.

Corporate Governance Principles. NYSE rules require listed companies to adopt corporate governance principles. A printable copy of the Company’s Corporate Governance Principles, most recently amended on February 16, 2017, is available on our website, as described on page 6.

Majority Voting for Directors. If, in an uncontested election, a nominee is elected to the Board but fails to receive a majority of the votes cast, our Corporate Governance Principles provide that such nominee must agree to resign upon the request of the Board. In determining whether to require the director to resign, the Board, with such person not participating, will consider all relevant facts and circumstances. The Board must make a decision as to whether to request such resignation within 60 days of the certification of the shareholder vote and disclose its decision within 65 days.

Director Nominee Rotation. Our Corporate Governance Principles provide that it is the policy of the Company to have an annual rotation of the nominees for election to the Board by holders of the publicly traded Class A stock. It is intended that each of the independent directors be nominated for election by the Class A stockholders at least once every three years and that the annual slate of Class A nominees include at least one member of each of the Audit, Compensation and Nominating & Governance Committees. This policy reinforces the principle that, once elected, our directors have no ongoing status as “Class A” or “Class B” directors. All directors owe fiduciary duties and responsibilities to all of our stockholders.

Director Election. All directors stand for election annually. Voting is not cumulative. Under our Certificate of Incorporation, 30% (or the nearest larger whole number) of the directors are elected by the holders of the Company’s Class A stock and the remaining directors are elected by the holders of the Company’s Class B stock. Under the New York Business Corporation Law and our Corporate Governance Principles, once elected, our directors have no ongoing status as “Class A” or “Class B” directors and serve as one Board with the same fiduciary duties and responsibilities to all stockholders.

Director Attendance at Annual Meetings. All directors are generally expected to attend the Company’s annual meetings of stockholders. All directors attended the Company’s 2016