
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

LEE ENTERPRISES, INCORPORATED
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

42-0823980
(I.R.S. Employer Identification No.)

201 N. Harrison Street, Davenport, Iowa 52801
(Address of Principal Executive Offices)

LEE ENTERPRISES, INCORPORATED
AMENDED AND RESTATED
1996 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS
(effective February 22, 2017)

(Full title of the plan)

Ronald A. Mayo
Vice President, Chief Financial Officer and Treasurer
Lee Enterprises, Incorporated
201 N. Harrison Street, Ste. 600
Davenport, IA 52801

(Name and address of agent for service)

(563)383-2100

(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Edmund H. Carroll
Lane & Waterman LLP
220 N. Main Street, Ste. 600
Davenport, IA 52801-1987

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer S
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company £
 Emerging growth company £

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. £

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01	300,000	\$2.04	\$612,000	\$70.93
Preferred Share Purchase Rights	300,000	\$0.00(4)	N/A	N/A

Notes:

- (1) See Note 4 below.
- (2) Together with an indeterminable number of shares as may be required pursuant to the Amended and Restated Lee Enterprises, Incorporated 1996 Stock Plan for Non-Employee Directors, effective February 20, 2017 (the "Plan"), as a result of stock splits, stock dividends, recapitalization or other similar transactions effected without receipt of consideration resulting in the increase in the number of the outstanding shares of Common Stock, pursuant to Rule 416(a) of the Securities Act of 1933, as amended ("Securities Act").
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, the proposed offering price was based on the average of the high and the low prices of Registrant's Common Stock on the New York Stock Exchange on May 26, 2017, which was \$2.04.
- (4) Preferred Share Purchase Rights registered hereunder initially are attached to and trade with the shares of Common Stock being registered under this Registration Statement. The value attributed to such rights, if any, is reflected in the market price of the Common Stock. See Exhibit 4.3 to this Registration Statement.

Explanatory Note

This Registration Statement on Form S-8 (this "Registration Statement") is filed for the purposes of registering 300,000 additional shares of common stock ("Common Stock") of Lee Enterprises, Incorporated, a Delaware corporation (the "Company" or the "Registrant"), issuable pursuant to the Company's Amended and Restated 1996 Stock Plan for Non-Employee Directors (effective February 22, 2017) (the "Plan"). The increase in the number of shares of Common Stock authorized for issuance under the Plan was approved by the Company's stockholders at its 2017 Annual Meeting of Stockholders held on February 22, 2017. Shares of the Plan have previously been registered with the Securities and Exchange Commission (the "Commission") as follows: (a) 50,000 shares of Common Stock, par value \$2.00 per share, registered on the Company's Form S-8 filed on June 20, 1996 (Commission File No. 333-06433), (b) 100,000 shares of Common Stock, par value \$2.00 per share, registered on the Company's Form S-8 filed on May 14, 2003 (Commission File No. 333-105219), (c) 300,000 shares of Common Stock, par value \$2.00 per share, registered on the Company's Form S-8 filed on June 30, 2010 (Commission File No. 333-167909) and (d) 300,000 shares of Common Stock, par value \$0.01 per share, registered on the Company's Form S-8 filed on May 9, 2014 (Commission File No. 333-195862, the "Previous Registration Statements").

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates herein by reference contents of the Previous Registration Statements, except to the extent supplemented, amended or superseded by the information set forth herein.

The Company is also registering an additional 300,000 Preferred Share Purchase Rights ("Preferred Share Purchase Rights") on this Form S-8, authorized for issuance under the Rights Agreement between the Company and Wells Fargo Bank, N.A. (as successor rights agent to The First Chicago Trust Company of New York, the "Rights Agent"), dated as of May 7, 1998 (the "Rights Agreement"), as amended by Amendment No. 1 to the Rights Agreement, dated as of January 1, 2008, between the Company and Wells Fargo Bank, N.A. (as the Rights Agent) (the "Amended Rights Agreement"). The Amended Rights Agreement is an amendment to the Rights Agreement, with respect to which the Company filed, on May 26, 1998, Form 8-A12B (Commission File No. 001-06227), as supplemented by Form 8-A/A, Amendment No. 1, filed with the Commission on January 11, 2008 (Commission File No. 001-06227).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference and deemed to be a part hereof:

1. The Company's Annual Report on Form 10-K for the fiscal year ended September 25, 2016, as filed on December 9, 2016.
 2. The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended December 25, 2016, as filed on February 3, 2017, and Quarterly Report on Form 10-Q for the fiscal quarter ended March 26, 2017, as filed on May 5, 2017.
 3. The Company's Current Report on Form 8-K filed on February 27, 2017.
 4. The description of the Company's Common Stock which is contained in (a) the Company's Current Report on Form 8-K filed on January 25, 2012; (b) the Second Amended Joint Prepackaged Plan of Reorganization for Lee Enterprises, Incorporated and its Debtor Subsidiaries, which is Exhibit 2.2 to said Current Report on Form 8-K; and (c) the Amended and Restated Certificate of Incorporation of Lee Enterprises, Incorporated effective as of January 30, 2012, which is Exhibit 3.1 to Form 8-K filed on February 3, 2012.
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All other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold (other than those furnished under Item 2.02 or Item 7.01 of Form 8-K or other information "furnished" to the Commission), shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
*4.1	The description of the Company's preferred stock purchase rights contained in its report on Form 8-A, filed on May 26, 1998, and related Rights Agreement, dated as of May 7, 1998 ("Rights Agreement"), between the Company and The First Chicago Trust Company of New York ("First Chicago"), as amended by Amendment No. 1 to the Rights Agreement dated January 1, 2008 between the Company and Wells Fargo Bank, N.A. (as successor rights agent to First Chicago) contained in the Company's Current Report on Form 8-K filed on January 11, 2008 as Exhibit 4.2, and the related form of Certificate of Designation of the Preferred Stock as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of Rights as Exhibit C, included as Exhibit 1.1 to the Company's Form 8-A filed on May 26, 1998 (Commission File No. File No. 001-06227), as supplemented by Form 8-A/A, Amendment No. 1, filed on January 11, 2008 (Commission File No. File No. 001-06227).
4.2	Amended and Restated Lee Enterprises, Incorporated 1996 Stock Plan for Non-Employee Directors, effective February 22, 2017
5.1	Opinion of Lane & Waterman LLP
23.1	Consent of Lane & Waterman LLP (included in Exhibit 5.1)
23.2	Consent of Baker Tilly Virchow Krause, LLP, Independent Registered Public Accounting Firm
23.3	Consent of KPMG LLP, Independent Registered Public Accounting Firm
24	Power of Attorney (included with signature page)

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Davenport and State of Iowa on the 30th day of May 2017.

LEE ENTERPRISES, INCORPORATED

/s/ Kevin D. Mowbray

Kevin D. Mowbray
President and Chief Executive Officer
(Principal Executive Officer)

LEE ENTERPRISES, INCORPORATED

/s/ Ronald A. Mayo

Ronald A. Mayo
Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signatures appear below hereby constitutes and appoints Kevin D. Mowbray and Ronald A. Mayo, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or of his substitute or substitutes, may lawfully do to cause to be done by virtue hereof. These Powers of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on May 30, 2017.

/s/ Kevin D. Mowbray

Kevin D. Mowbray
President and Chief Executive Officer
(Principal Executive Officer)
Director

/s/ Ronald A. Mayo

Ronald A. Mayo
Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

/s/ Mary E. Junck

Mary E. Junck
Executive Chairman
Director

/s/ Nancy S. Donovan

Nancy S. Donovan
Director

/s/ Leonard J. Elmore

Leonard J. Elmore
Director

/s/ Richard R. Cole

Richard R. Cole
Director

/s/ William E. Mayer

William E. Mayer
Director

/s/ Herbert W. Moloney III

Herbert W. Moloney III
Director

/s/ Brent Magid

Brent Magid
Director

/s/ Gregory P. Schermer

Gregory P. Schermer
Director

AMENDED AND RESTATED LEE ENTERPRISES, INCORPORATED
1996 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS
Effective February 22, 2017

1. Purposes

The purpose of the Amended and Restated 1996 Stock Plan for Non-Employee Directors (the "Plan") of Lee Enterprises, Incorporated (the "Company") is to promote the interests of the Company and its stockholders by (i) encouraging non-employee directors to own shares of the Company's Common Stock and thereby link their interests more closely with the interests of the other stockholders of the Company; (ii) attracting and retaining non-employee directors of outstanding ability; (iii) providing incentive compensation opportunities which are competitive with those of other major corporations; and (iv) enabling such directors to participate in the long-term growth and financial success of the company.

2. Definitions

The following definitions shall be applicable throughout the Plan:

"Administrator" -- means the Chief Executive Officer of the Company.

"Award" - means a grant of Common Stock under Section 7 of the Plan.

"Board of Directors" - means the Board of Directors of the Company.

"Cash Compensation" - means annual retainer, fees payable for serving as Chairman of the Board of Directors or of a committee of the Board or for attending any meetings of the Board or any committee thereof, per diem consultation fees or other compensation payable as a non-employee director of the Company.

"Code" - means the Internal Revenue Code of 1986 as amended from time to time.

"Common Stock" - means the common stock of Lee Enterprises, Incorporated, \$0.01 par value.

"Company" - means Lee Enterprises, Incorporated, a Delaware corporation, including any and all subsidiaries.

"Exchange Act" - means the Securities Exchange Act of 1934 as amended from time to time.

"Participant" - means a non-employee director of the Company who has been granted an Award.

3. Effective Date and Duration of the Plan

The Plan shall become effective upon approval by the Company's stockholders at the Annual Meeting of Stockholders to be held on February 22, 2017 or any adjournment thereof. The Plan shall terminate at such time as may be determined by the Administrator, and no Awards shall be granted after such termination.

4. Administration

- (a) Administrator. The Plan shall be administered by the Administrator subject to the restrictions set forth in the Plan. Before any Awards are granted, the Administrator may require Participants to execute any agreements that the Administrator, in his or her discretion, shall reasonably require.
- (b) Powers. Subject to the provisions of the Plan, the Administrator shall have the full power, discretion, and authority to interpret and administer the Plan in a manner which is consistent with the Plan's provisions, but shall have no authority with respect to the selection of directors to receive awards, the number of shares subject to the Plan or each grant thereunder, or the price or timing of Awards to be made except as provided in Section 9. The Administrator shall have no authority to increase materially the benefits under the Stock Plan.
- (c) Decisions Binding. All determinations and decisions made by the Administrator according to the provisions of the Plan shall be final, conclusive and binding on all persons, including the Participants, their estates and beneficiaries, and the Company and its stockholders and employees.

5. Common Stock Awards; Shares Subject to the Plan

- (a) Stock Grant Limit. Awards will be granted to Participants in the Plan in accordance with the provisions of Section 7 below. Subject to Section 8 below, the aggregate number of shares of Common Stock that may be issued under the Plan shall not exceed 354,054 shares. Shares of Common Stock shall be deemed to have been issued under the Plan only to the extent actually issued and delivered pursuant to an Award.
- (b) Stock Offered. The Common Stock to be granted constituting an Award may be authorized but unissued Common Stock or Common Stock previously issued and outstanding and reacquired by the Company.

6. Eligibility

Awards may be granted only to directors of the Company who, at the time of grant, are not employees of the Company or of any subsidiary of the Company. Awards may not be granted to any person who is an employee of the Company or of any subsidiary of the Company.

7. Common Stock Awards

- (a) Annual Awards of Common Stock. Beginning on June 1, 2010, and annually on the first business day of June of each year thereafter, Participant shall automatically be granted an Award of 10,000 shares of Common Stock (the "Annual Award"), as adjusted according to Sections 7(c) and 8 below. A Participant who is elected by the Board of Directors to fill a vacancy or newly created directorship between annual meetings of stockholders shall automatically receive an Annual Award on the earlier of the first business day of the fourth month after taking office or the last business day of the year in which he or she took office, provided, however, that any Participant who is elected to the Board of Directors to fill such a vacancy shall receive only one Annual Award per fiscal year.
- (b) Payment for Stock. A Participant shall not be required to make any payment for Common Stock received pursuant to this Plan, except to the extent otherwise required by law.
- (c) Fair Market Value. Notwithstanding subsection (a) above, the fair market value of an Annual Award based on the closing price on the Date of Grant made under this Section shall not exceed the annual cash retainer payable to the Participant by the Company.
- (d) Holding Requirement. Any Annual Award made under this Section shall be held by such Participant for a minimum of ten (10) years, unless such Participant retires, resigns or dies while holding the position of director prior to satisfying this holding requirement.

8. Change in Capital Structure

In the event of any change in the outstanding shares of Common Stock by reason of any stock dividend or split, recapitalization, merger, consolidation, spin-off, combination or exchange of shares or other corporate change, or any distributions to the holders of Common Stock other than cash dividends, the Administrator shall make such substitution or adjustment, if any, as he or she deems to be equitable to accomplish fairly the purposes of the Plan and to preserve the intended benefits of the Plan to the Participants and the Company, as to the number, including the number specified in Section 5(a) above, or kind of shares of Common Stock or other securities issued or reserved for issuance pursuant to the Plan, including the number of outstanding shares of Common Stock.

9. Amendment, Modification and Termination

The Administrator may amend, suspend or terminate the Plan as he or she shall deem advisable or to comply with changes in the Code, the Employee Retirement Income Security Act of 1974, or the rules thereunder, but may not amend the Plan without further approval of the stockholders if such approval is required by law. Adjustments shall be made in the number and kind of shares subject to the Plan as provided in Section 8 above.

10. Miscellaneous

- (a) No Right to an Award. Neither the adoption of the Plan or any action of the Administrator shall be deemed to give a director a right to an Award or any other rights hereunder except as may be evidenced by an Award duly executed on behalf of the Company, and then only to the extent and on the terms and conditions expressly set forth herein. The Plan shall be unfunded. The Company shall not be required to establish any special or separate fund or to make any other segregation of funds or assets to assure the payment of any Award.
- (b) No Employment Rights Conferred. Nothing contained in the Plan shall (i) confer upon any director any right with respect to continuation of service or nomination for reelection as a director with the Company or (ii) interfere in any way with the right to remove a director from office at any time for cause as provided in the Company's Restated Certificate of Incorporation.
- (c) Other Laws; Withholding. The Company shall not be obligated to issue any shares of Common Stock until there has been compliance with such laws and regulations as the Company may deem applicable. No fractional shares of Common Stock shall be delivered. The Company shall have the right to collect cash from Participants in an amount necessary to satisfy any federal, state or local withholding tax requirements. A Participant may elect to satisfy tax withholding requirements, in whole or in part, by having the Company withhold shares of Common Stock to satisfy the amount of taxes required to be withheld.
- (d) Severability. If any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.
- (e) Additional Compensation. Shares of Common Stock granted under the Plan shall be in addition to any Cash Compensation payable to a Participant as a result of his or her service as a non-employee director of the Company.
- (f) Requirements of Law. The granting of Awards under the Plan shall be subject to all applicable laws, rules, and regulations and to such approvals by any governmental agencies or national securities exchanges as may be required.
- (g) Governing Law. To the extent not preempted by federal law, the Plan, and all agreements hereunder, shall be construed in accordance with and governed by the laws of the State of Delaware, without regard to conflict of law principles.
- (h) Securities Law Compliance. With respect to any Participant subject to Section 16 of the Exchange Act, transactions under the Plan are intended to comply with all applicable conditions of Rule 16b-3 or its successors under the Exchange Act, regardless of whether the conditions are expressly set forth in the Plan. To the extent any provision of the Plan or action by the Administrator fails to so comply, it shall be deemed null and void to the extent permitted by law and deemed advisable by the Administrator.

Exhibit 5.1 – Opinion of Lane & Waterman LLP

Joe R. Lane (1858-1931)
Charles M. Waterman (1847-1924)
Terry M. Giebelstein*
Curtis E. Beason
Robert V. P. Waterman, Jr.*
R. Scott Van Vooren*
Richard A. Davidson*
Michael P. Byrne*
Edmund H. Carroll*
Theodore F. Olt III*
Jeffrey B. Lang*
Judith L. Herrmann*
Robert B. McMonagle*
Christopher J. Curran*
Joseph C. Judge*
Jason J. O'Rourke*
Troy A. Howell*
Diane M. Reinsch*
Catherine E. E. Hult*
Mikkie R. Schiltz*
Diane E. Puthoff*
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Ian J. Russell*
Benjamin J. Patterson*
Douglas R. Lindstrom, Jr.*
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May 30, 2017

Samuel J. Skorepa*
Kurt P. Spurgeon*
Joshua J. McIntyre*
Brett R. Marshall*
Kyle R. Day*
Andrea D. Mason*
Timothy B. Gulbranson*
Trista M. Beise*

Registered Patent Attorney
April A. Price*

Of Counsel
Robert A. Van Vooren*
Thomas N. Kamp
C. Dana Waterman III
Charles E. Miller*
James A. Mezvinsky
David A. Dettmann*
Jeffrey W. Paul

*Also Admitted in Illinois

Illinois Office
3551 7th Street, Suite 110
Moline, IL 61265

Lee Enterprises, Incorporated
201 N. Harrison Street
Davenport, IA 52801

Ladies and Gentlemen:

As counsel to Lee Enterprises, Incorporated, a Delaware corporation (the "Company"), we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 300,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock") of the Company (the "Shares"), all of which are issuable under the Amended and Restated Lee Enterprises, Incorporated 1996 Stock Plan for Non-Employee Directors, effective February 22, 2017 (the "Stock Plan").

For purposes of this opinion letter, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Stock Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Lee Enterprises, Incorporated
May 30, 2017
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Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Stock Plan against payment therefor and (iii) due registration of the Shares on the books of the Company's transfer agent in the name or on behalf of the holders thereof, the Shares will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). This opinion is limited to the effect of the current state of the DGCL and to the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the Rules and Regulations of the Commission.

Sincerely,

/s/ **LANE & WATERMAN LLP**

Consent of Lane & Waterman LLP (included in Exhibit 5.1)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Form S-8 Registration Statement of Lee Enterprises, Incorporated of our report dated November 28, 2016, relating to our audits of the consolidated financial statements of Madison Newspapers, Inc. and Subsidiary, for the years ended September 25, 2016, September 27, 2015, and September 28, 2014, respectively, and to the reference to our firm.

/s/ BAKER TILLY VIRCHOW KRAUSE, LLP

Madison, Wisconsin
May 30, 2017

Exhibit 23.3

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Lee Enterprises, Incorporated:

We consent to the use of our reports dated December 9, 2016, with respect to the consolidated balance sheets of Lee Enterprises, Incorporated as of September 25, 2016 and September 27, 2015, and the related consolidated statements of income and comprehensive income (loss), stockholders' equity (deficit), and cash flows for each of the 52-week periods ended September 25, 2016, September 27, 2015, and September 28, 2014, and the effectiveness of internal control over financial reporting as of September 25, 2016, incorporated herein.

/s/ KPMG LLP

Chicago, Illinois
May 30, 2017