

MEREDITH CORP
Form SC 13D/A
August 13, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)

Meredith Corporation

(Name of Issuer)

Common Stock (\$1.00 par value) and Class B Common Stock (\$1.00 par value)

(Title of Class of Securities)

589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

(CUSIP Number)

Chris Sidwell
c/o Meredith Corporation
1716 Locust Street
Des Moines, Iowa 50309
515-284-3000

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

May 7, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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

SCHEDULE 13D

CUSIP No. 589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

1 NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Katherine C. Meredith, individually, as investment director/trustee of various trusts created by deceased members of the Meredith family and as a board member of an Iowa not-for-profit corporation

2 CHECK THE (a) /X/
 APPROPRIATE (b) //
 BOX IF A
 MEMBER OF A
 GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
 or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States Citizen

7 SOLE VOTING POWER
 NUMBER OF SHARES 7,203 shares of Common Stock and
 3,547,594 shares of Class B Common Stock

8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY EACH
 92,412 shares of Common Stock and
 92,412 shares of Class B Common Stock

9 SOLE DISPOSITIVE POWER
 REPORTING PERSON 7,203 shares of Common Stock and
 3,547,594 shares of Class B Common Stock

10 SHARED DISPOSITIVE POWER
 WITH 92,412 shares of Common Stock and
 92,412 shares of Class B Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 99,615 shares of Common Stock and 3,640,006 shares of Class B Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 8.4% of shares of Common Stock (assuming conversion of the Class B) and 43.6% shares of Class B Common Stock

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

1 NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS D. Mell Meredith Frazier, individually, as investment director/trustee of various trusts created by deceased Meredith family members, and as a board member of an Iowa not-for-profit corporation

2 CHECK THE (a) /X/ APPROPRIATE (b) // BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

7 SOLE VOTING POWER
NUMBER OF SHARES 57,083* shares of Common Stock and 1,581,378 shares of Class B Common Stock

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 92,412 shares of Common Stock and 692,412 shares of Class B Common Stock

9 SOLE DISPOSITIVE POWER
REPORTING PERSON 57,083 shares of Common Stock and 1,581,378 shares of Class B Common Stock

10 SHARED DISPOSITIVE POWER
WITH 92,412 shares of Common Stock and 692,412 shares of Class B Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
149,495 shares of Common Stock and 2,273,790 shares of Class B Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.4% of shares of Common Stock (assuming conversion of the Class B) and 27.3% shares of Class B Common Stock

14 TYPE OF REPORTING PERSON
IN

* Includes vested options for 49,615 shares of Common Stock.

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SCHEDULE 13D

CUSIP No. 589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

1 NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Edwin T. Meredith, IV, individually, as investment director/trustee of various trusts created by deceased Meredith family members, and as a board member of an Iowa not-for-profit corporation

2 CHECK THE (a) /X/
 APPROPRIATE (b) //
 BOX IF A
 MEMBER OF A
 GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
 or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States Citizen

7 SOLE VOTING POWER
 NUMBER OF SHARES 1,683,789 shares of Class B Common Stock

8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY EACH
 92,412 shares of Common Stock and
 692,412 shares of Class B Common Stock

9 SOLE DISPOSITIVE POWER
 REPORTING PERSON 1,683,789 shares of Class B Common Stock

10 SHARED DISPOSITIVE POWER
 WITH 92,412 shares of Common Stock and
 692,412 shares of Class B Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 92,412 shares of Common Stock and 2,376,181 shares of Class B Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.5% of shares of Common Stock (assuming conversion of the Class B) and 28.5% shares of Class B Common Stock

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

Item Purpose of the Transaction.

4.

This Amendment is being filed to report the following transactions by the Reporting Persons:

On February 12, 2013, 50,744 shares of Class B Common Stock of Meredith Corporation (the "Company") held by a grantor retained annuity trust established by Katherine C. Meredith (the "GRAT") were distributed to Katherine C. Meredith in satisfaction of an annuity due to her.

On May 7, 2013, 132,916 shares of Class B Common Stock of the Company held by the GRAT were transferred to another trust for the benefit of Katherine C. Meredith with no change in her pecuniary interest in such shares.

As a result of the foregoing, D. Mell Meredith Frazier and Edwin T. Meredith, IV ceased to have voting and dispositive power with respect to 183,660 shares of Class B Common Stock of the Company and Katherine C. Meredith acquired sole voting and dispositive power with respect to such shares.

Item 5. Interest in Securities of the Issuer.

(a) Katherine C. Meredith: 99,615 shares of Common Stock (8.4%* of Common Stock outstanding) 3,640,006 shares of Class B Common Stock (43.6% of Class B Common Stock outstanding)

D. Mell Meredith Frazier: 149,495 shares of Common Stock (5.4%* of Common Stock outstanding) 2,273,790 shares of Class B Common Stock (27.3% of Class B Common Stock outstanding)

Edwin T. Meredith, IV: 92,412 shares of Common Stock (5.5%* of Common Stock outstanding) 2,376,181 shares of Class B Common Stock (28.5% of Class B Common Stock outstanding)

*Assumes conversion of Class B into Common Stock. The Class B Common Stock is convertible, share for share, into Common Stock.

(b) See facing pages for each reporting person.

D. Mell Meredith Frazier and Edwin T. Meredith, IV are sister and brother and Katherine C. Meredith is their mother. Under Rule 13d-3, persons who have the power to vote or dispose of the shares listed above either alone or jointly with others are deemed to be the beneficial owners of such shares. Because the voting or dispositive power of certain shares listed above is shared, the same securities in such cases are attributed to more than one of the Reporting Persons.

(c) No transactions in shares of Common Stock or Class B Common Stock were effected by any of the Reporting Persons in the past 60 days except for the transactions described in Item 4.

(d) None

(e) Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 13, 2013

/s/ Katherine C. Meredith
Katherine C. Meredith

/s/ D. Mell Meredith Frazier
D. Mell Meredith Frazier

/s/ Edwin T. Meredith, IV
Edwin T. Meredith, IV

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