
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 15, 2022

GRAHAM HOLDINGS COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-06714
(Commission
File Number)

53-0182885
(I.R.S. Employer
Identification No.)

1300 North 17th Street, Arlington, Virginia
(Address of principal executive offices)

22209
(Zip Code)

(703) 345-6300

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Class B Common Stock, par value \$1.00 per share	GHC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 15, 2022, Danielle Conley was elected to the Board of Directors of Graham Holdings Company (the "Company"). The Board has not yet determined whether Ms. Conley will be a member of any committee of the Board. The Board determined that Ms. Conley qualifies as an "independent director" under New York Stock Exchange listing standards. There are no family relationships between Ms. Conley and any director or executive officer of the Company or any related party transactions involving Ms. Conley and the Company. There is no arrangement or understanding between Ms. Conley and any other person pursuant to which she was selected as a director. Ms. Conley's compensation for service as a non-employee director will be consistent with that of the Company's other non-employee directors, which consists of an annual cash retainer, a portion of which non-employee directors may elect to receive in the form of fully vested shares of the Company's Class B common stock, and reimbursement of out-of-pocket expenses for the meetings that she attends. The Company's non-employee director compensation practices are described in the Proxy Statement for the Company's 2022 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 24, 2022, under the heading "Director Compensation."

A copy of the Company's press release announcing the election of Ms. Conley is furnished as Exhibit 99.1 to the Form 8-K.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 Press release dated September 15, 2022.

Exhibit Index

Exhibit 99.1 [Press Release dated September 15, 2022](#)

Exhibit 104 Cover Page Interactive Data File, formatted in Inline XBRL and included as Exhibit 101.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Graham Holdings Company

(Registrant)

Date: September 15, 2022

/s/ Nicole M. Maddrey

Nicole M. Maddrey,
Senior Vice President, General Counsel,
Secretary

**Danielle Conley Elected a Director of
Graham Holdings Company**

ARLINGTON, VA – September 15, 2022 – Graham Holdings Company (NYSE: GHC) announced today that Danielle Conley has been elected to the Board of Directors.

Ms. Conley recently concluded her service as Deputy Counsel to the President of the United States in the Office of White House Counsel where she advised the President, Vice President and other senior White House officials on domestic policy, including voting rights, policing and criminal justice reform, tech accountability, reproductive rights, and judicial nominations. She also worked closely with senior officials at the Department of Justice and agency general counsels on policy, regulatory and litigation matters related to the administration's equity agenda.

Prior to joining the Biden administration, Ms. Conley was a partner in the Washington, D.C. office of an international law firm where she led the firm's Anti-Discrimination practice and represented companies and educational institutions in sensitive internal and government investigations. During the Obama administration, Ms. Conley served as Associate Deputy Attorney General at the United States Department of Justice where she provided strategic counsel to senior government officials on policy issues and managed some of the Department's most significant civil rights litigation and enforcement matters.

Chairman of the board of Graham Holdings Company, Donald E. Graham, said, "We are delighted to have Danielle join our board. Already an accomplished and highly regarded attorney with deep expertise in U.S. policy, she will bring wisdom and experience to our board for many years to come."

Ms. Conley has been recognized for her work in the public and private sector by the *National Law Journal*, the *Washington Business Journal*, and the *Diversity Journal*. In 2017, Ms. Conley was recognized by *Washingtonian Magazine* as one of Washington DC's "40 Under 40." She holds a B.A. in English and African Diaspora Studies from Tulane University and a J.D. from Howard University School of Law. She and her family reside in Washington, D.C.

###

Contact: Pinkie Mayfield
Pinkie.Mayfield@ghco.com
(703) 345-6450