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August 14, 2009

Ms. Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Subject: File Number S7-10-09
Release No. 34-60089
Facilitating Shareholder Director Nominations (the “**Release**”)

Dear Ms. Murphy:

I am Senior Vice President, General Counsel and Secretary of The New York Times Company (the “Company”). I am pleased to submit this letter to the Securities and Exchange Commission (the “Commission”) on behalf of the Company, to comment on proposed Rule 14a-11 discussed in the Release (“**Rule 14a-11**”).

The Company has two classes of stock outstanding: Class A Common Stock, which is listed on the New York Stock Exchange under the trading symbol “NYT,” and Class B Common Stock, which is not publicly traded. Under the Company’s Articles of Incorporation, at each meeting of stockholders, the holders of the Company’s Class A Common Stock are entitled to elect 30% of the directors standing for election (rounded up to the nearest whole number) and the holders of the Company’s Class B Common Stock are entitled to elect the remaining directors. The Company currently has 15 directors, five of whom were elected by the holders of its Class A Common Stock and ten of whom were elected by the holders of its Class B Common Stock.

Request for Comment E.9, which appears in Section III.B.5. of the Release (“Maximum Number of Shareholder Nominees to Be Included in Company Proxy Materials”), asks in relevant part: “Should a nominating shareholder or group only be permitted to submit nominees for director based upon the number of director seats the nominating shareholder is entitled to vote on? For example, if a board consists of 10 directors and the company is contractually obligated to permit a certain shareholder or shareholders to appoint five directors to the board, should shareholders entitled to vote on the remaining five director slots be limited to submitting nominees based on a board size of five rather than 10, meaning that a nominating shareholder may submit one nominee for inclusion in the company’s proxy materials?”

We believe that, if adopted as proposed,¹ Rule 14a-11 should be modified so that the maximum number of shareholder nominees would be equal to the greater of one director or 25% of the number of directors that may be elected by the class of securities held by the shareholders seeking to make the nomination. At the beginning of the section of the Release in which Request for Comment E.9 appears, the Commission states (emphasis added):

We do not intend for proposed Rule 14a-11 to be available for any shareholder or group that is seeking to change the control of the issuer or to gain more than a limited number of seats on the board. The existing procedures regarding contested elections of directors are intended to continue to fulfill that purpose.

Without the change to Rule 14a-11 that we suggest, the Rule will, for a company with a dual-class capital structure like ours, enable shareholders to use the company's proxy statement to seek more than a limited number of available seats. For example, in our case, the Rule as proposed would allow an eligible shareholder to propose nominees for three of the five Board seats that holders of our Class A Common Stock currently would be entitled to elect under the terms of the Company's Certificate of Incorporation. Indeed, if our Board were comprised of 12 or 13 directors, the Rule as proposed would allow an eligible shareholder to propose nominees for three out of the four directors to be elected by holders of Class A Common Stock. We believe that shareholders seeking to replace such a large percentage of the directors to be elected by the public shareholders should be required to avail themselves of the proxy rules regarding contested elections. We do not believe that the Company and its shareholders should be required to bear the cost of such an endeavor through inclusion of the nominees in the Company's proxy materials.

Accordingly, we believe the intention behind Rule 14a-11 would be better served by providing that a shareholder may nominate up to 25% of the number of directors entitled to be elected by the class of securities held by that shareholder.

We appreciate your consideration of our views as expressed above, and I would be happy to discuss these comments further with you if you seek additional information or clarification.

Very truly yours,



Kenneth A. Richieri

¹ We note that some comment letters have recommended that the Commission exempt controlled companies from the scope of Rule 14a-11.