

LIN Media LLC
Form 4
August 09, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MUSE JOHN R

(Last) (First) (Middle)

C/O HICKS, MUSE, TATE & FURST INCORP., 200 CRESCENT COURT, SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIN Media LLC [LIN]

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|--|
| | | | | (A) or (D) | Price | | | | |
| Class A Common Stock | 08/07/2013 | | S ⁽¹⁾ | 145 | D | \$ 15.05 | 814,852 | I ⁽²⁾ ⁽³⁾ ⁽⁴⁾ | See footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ |
| Class A Common Stock | 08/07/2013 | | S ⁽⁵⁾ | 3 | D | \$ 15.05 | 814,849 | I ⁽⁴⁾ ⁽⁶⁾ | See footnotes ⁽⁴⁾ ⁽⁶⁾ |
| Class A Common Stock | 08/07/2013 | | S ⁽⁷⁾ | 23 | D | \$ 15.05 | 814,826 | I ⁽⁴⁾ ⁽⁸⁾ | See footnotes ⁽⁴⁾ ⁽⁸⁾ |
| Class A Common Stock | 08/07/2013 | | S ⁽⁹⁾ | 52,929 | D | \$ 15.05 | 761,897 | I ⁽⁴⁾ ⁽¹⁰⁾ | See footnotes ⁽⁴⁾ ⁽¹⁰⁾ |

Common Stock 15.05 footnotes (4) (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MUSE JOHN R C/O HICKS, MUSE, TATE & FURST INCORP. 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201 | X | | | |

Signatures

/s/ William G. Neisel, attorney-in-fact for John R. Muse 08/09/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On August 7, 2013, Mr. Muse sold 145 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "Exchange Act").
- (2) Of the 814,852 shares of Class A Common Stock, (a) 2,076 shares are directly owned by Mr. Muse, (b) 46 shares are directly owned by Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), (c) 347 shares are directly owned by JRM Interim Investors, L.P.,

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a Texas limited partnership ("JRM"), (d) 628,044 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (e) 8,212 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (f) 1,094 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (Continued in Footnote 3)

- (3) (g) 162,615 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (h) 2,521 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), and (i) 9,897 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."). Except for the 2,076 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (4) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co. In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive powers over the LIN TV securities held by the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co.

- (5) On August 7, 2013, MFE sold 3 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

- (6) Of the 814,849 shares of Class A Common Stock, (a) 2,076 shares are directly owned by Mr. Muse, (b) 43 shares are directly owned by MFE, (c) 347 shares are directly owned by JRM, (d) 628,044 shares are directly owned by Fund III, (e) 8,212 shares are directly owned by HM3 Coinvestors, (f) 1,094 shares are directly owned by Private Fund IV, (g) 162,615 shares are directly owned by Fund IV, (h) 2,521 shares are directly owned by HM4-EQ Coinvestors, and (i) 9,897 shares are directly owned by HM&Co. Except for the 2,076 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (7) On August 7, 2013, JRM sold 23 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

- (8) Of the 814,826 shares of Class A Common Stock, (a) 2,076 shares are directly owned by Mr. Muse, (b) 43 shares are directly owned by MFE, (c) 324 shares are directly owned by JRM, (d) 628,044 shares are directly owned by Fund III, (e) 8,212 shares are directly owned by HM3 Coinvestors, (f) 1,094 shares are directly owned by Private Fund IV, (g) 162,615 shares are directly owned by Fund IV, (h) 2,521 shares are directly owned by HM4-EQ Coinvestors, and (i) 9,897 shares are directly owned by HM&Co. Except for the 2,076 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (9) On August 7, 2013, (a) Fund III sold 40,919 shares of Class A Common Stock, (b) HM3 Coinvestors sold 535 shares of Class A Common Stock, (c) Private Fund IV sold 71 shares of Class A Common Stock, (d) Fund IV sold 10,595 shares of Class A Common Stock, (e) HM4-EQ Coinvestors sold 164 shares of Class A Common Stock, and (f) HM&Co. sold 645 shares of Class A Common Stock, in each case, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

- (10) Of the 761,897 shares of Class A Common Stock, (a) 2,076 shares are directly owned by Mr. Muse, (b) 43 shares are directly owned by MFE, (c) 324 shares are directly owned by JRM, (d) 587,125 shares are directly owned by Fund III, (e) 7,677 shares are directly owned by HM3 Coinvestors, (f) 1,023 shares are directly owned by Private Fund IV, (g) 152,020 shares are directly owned by Fund IV, (h) 2,357 shares are directly owned by HM4-EQ Coinvestors, and (i) 9,252 shares are directly owned by HM&Co. Except for the 2,076 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.