New Media Investment Group Inc.

Form 3/A March 19, 2014

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

0.5

Estimated average burden hours per

response...

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 *

Reed Michael

(Last)

(First)

Statement

(Month/Day/Year)

01/30/2014

New Media Investment Group Inc. [NEWM]

1345 AVENUE OF THE

AMERICAS

(Street)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

01/30/2014

(Check all applicable)

Chief Executive Officer

X Director _X__ Officer

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

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

5. If Amendment, Date Original

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK, NYÂ 10105

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

(Middle)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

(I) (Instr. 5)

Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

or Indirect

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

Shares

Derivative Security

Security: Direct (D) or Indirect

(I)

(Instr. 5)

Common Stock Warrants (right to buy) $\frac{(1)}{(1)}$ 11/26/2013 11/26/2023 $\frac{\text{Common}}{\text{Stock}}$ 9,550 $\frac{(2)}{(2)}$ \$ 46.35 D \hat{A}

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reed Michael 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ÂX	Â	Chief Executive Officer	Â

Signatures

/s/ Cameron D. MacDougall as Attorney-in-Fact for Michael E. Reed

03/19/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This amendment to the initial Form 3 is being filed to report warrants directly held by the reporting person.
 - Pursuant to the Chapter 11 cases commenced in the U.S. Bankruptcy Court for the District of Delaware on September 27, 2013 by GateHouse Media Inc. ("GateHouse"), the predecessor of New Media Investment Group Inc. ("New Media"), the outstanding equity
- (2) interests of GateHouse were cancelled and discharged through the issuance of warrants issued by New Media. As a former holder of such equity interests of GateHouse, Michael E. Reed was deemed to have been issued 9,550 ten-year warrants, which represent the right to acquire common stock of New Media.

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.

Reporting Owners 2