

MEDIA GENERAL INC
Form 4
January 19, 2017

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

2. Issuer Name and Ticker or Trading Symbol
MEDIA GENERAL INC [NYSE: MEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2100 MCKINNEY AVENUE,
SUITE 1600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2017

____ Director
____ Officer (give title below) Other (specify below)
Former Director

DALLAS, TX 75201

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

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

(City) (State) (Zip)

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 | | | |
| Voting Common Stock | 01/17/2017 | | U(1) | 45,726 | D | (1) | 0 | D |
| Voting Common Stock | 01/17/2017 | | U(1) | 8,002,927 | D | (1) | 0 | I |

See Footnotes (2) (3) (4)

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

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SEC 1474 (9-02)

number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Unit | (5) | 01/17/2017 | | U | 13,908 | (5) | (5) | Voting Common Stock (no par value) | 13,908 |
| Voting Common Stock Option | (6) | 01/17/2017 | | U | 73,570 | 09/18/2015 | 09/18/2022 | Voting Common Stock | 73,570 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MUSE JOHN R
2100 MCKINNEY AVENUE, SUITE 1600
DALLAS, TX 75201

Former Director

Signatures

/s/ William G. Neisel,
attorney-in-fact

01/19/2017

__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).

Each share of the issuer's Voting Common Stock was disposed of pursuant to a merger agreement (the "Merger Agreement"), dated January 27, 2016, among the issuer, Nexstar Broadcasting Group, Inc. ("Nexstar") and a wholly owned subsidiary of Nexstar in exchange

- (1) for (a) \$10.55 in cash, (b) 0.1249 shares of Nexstar Class A Common Stock ("Nexstar Common Stock") and (c) certain contingent value rights (together, the "Merger Consideration"), in each case, upon the terms and subject to the conditions set forth in the Merger Agreement.
- (2) Of the 8,002,927 shares of Voting Common Stock disposed of, (a) 479 shares were directly owned by Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), (b) 3,444 shares were directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (c) 6,190,117 shares were directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership

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("Fund III"), (d) 80,946 shares were directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (e) 1,602,797 shares were directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (f) 10,781 shares were directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (g) 24,873 shares were directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), (Continued in footnote 3)

- (3) (h) 86,115 shares were directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), and (i) 3,375 shares were directly owned by HM Capital Partners I LP, a Delaware limited partnership ("HMCP I").

MFE and JRM are both indirectly beneficially owned by Mr. Muse. Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I. In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive power over the issuer's securities held by the ultimate general partner of each of Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I.

- (4) Accordingly, Mr. Muse may be deemed to beneficially own all of the issuer's securities held directly by Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I. However, Mr. Muse disclaims beneficial ownership of the issuer's securities held by MFE, JRM, Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I except to the extent of his pecuniary interest therein.

- (5) Deferred stock units, granted under the issuer's Directors' Deferred Compensation Plan (the "Plan"). Pursuant to the Merger Agreement, each deferred stock unit was canceled and converted into the right to receive, at the time provided for payment or settlement of the award pursuant to the terms of the Plan, the Merger Consideration.

- (6) Pursuant to the Merger Agreement, the Voting Common Stock Option was assumed by Nexstar and became an option to purchase, on the same terms and conditions (other than vesting terms) as applied to the Voting Common Stock Option immediately prior to the Merger, 21,578 shares of Nexstar Common Stock at an exercise price of \$9.82 per share.

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.