

SAGA COMMUNICATIONS INC
Form SC 13D/A
January 30, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)*

SAGA COMMUNICATIONS, INC.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

786598300
(CUSIP
Number)

Daniel R. Tisch
c/o TowerView LLC
460 Park Avenue
New York, New York 10022
(212) 935-6655
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 27, 2017
(Date of Event
which Requires
Filing of this
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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NAMES OF REPORTING PERSONS

1 TowerView LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
2 INSTRUCTIONS)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
4 INSTRUCTIONS)

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)

CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Delaware

SOLE VOTING POWER

7 1,204,141

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 -0-

SOLE DISPOSITIVE POWER

9 1,204,141

SHARED DISPOSITIVE POWER

10 -0-

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,204,141

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

24.1%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

Item 1. Security and Issuer.

This statement relates to the Class A Common Stock, par value \$0.01 per share (the “Common Stock”), of Saga Communications, Inc., a Delaware corporation (the “Company”), whose principal executive offices are located at 73 Kercheval Avenue, Grosse Pointe Farms, Michigan 48236.

Item 2. Identity and Background.

This statement is being filed by TowerView LLC (“TowerView”), a Delaware limited liability company, the principal office of which is located at c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. TowerView’s principal business is investments. TowerView is controlled by Daniel R. Tisch, whose present principal occupation is General Member, TowerView LLC, 460 Park Avenue, New York, New York 10022. During the last five years, neither TowerView nor Daniel R. Tisch has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws. Daniel R. Tisch is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

The funds referred to in Item 5 that TowerView has spent to acquire the shares of Common Stock beneficially owned by it as of the date hereof were provided from TowerView’s working capital.

Item 4. Purpose of Transaction.

No Change.

Item 5. Interest in Securities of the Issuer.

TowerView has sole power to vote and sole power to dispose of an aggregate of 1,204,141 shares of Common Stock as of January 27, 2017, or 24.1% of the 4,995,371 shares of Common Stock that the Company reported as outstanding as of November 3, 2016 in its Form 10-Q filed with the Securities and Exchange Commission on November 9, 2016. TowerView has used a total of \$20,558,363.91 of its funds to purchase these shares.

Set forth on Schedule 1 are all transactions in the securities of the Issuer effected during the past sixty days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No Change.

Item 7. Material to Be Filed as Exhibits.

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 30, 2017

TowerView LLC

By/s/ Daniel R. Tisch
Daniel R. Tisch
General Member

Schedule 1

| <u>Trade Date</u> | <u>Quantity</u> | <u>Price</u> |
|-------------------|-----------------|--------------|
| December 20, 2016 | (14,657) | \$50.8584 |
| December 21, 2016 | (7,205) | \$50.9695 |
| December 22, 2016 | (15,210) | \$51.0710 |
| December 23, 2016 | (2,614) | \$51.0816 |
| December 27, 2016 | (2,024) | \$51.1052 |
| December 28, 2016 | (804) | \$51.0746 |
| December 29, 2016 | (368) | \$51.0707 |
| December 30, 2016 | (1,188) | \$51.0500 |
| January 3, 2017 | (1,574) | \$50.5437 |
| January 4, 2017 | (7) | \$51.1900 |
| January 5, 2017 | (75) | \$51.0500 |
| January 6, 2017 | (56) | \$51.1900 |
| January 9, 2017 | (47) | \$51.0917 |
| January 10, 2017 | (128) | \$51.0996 |
| January 11, 2017 | (2,257) | \$51.1395 |
| January 13, 2017 | (100) | \$51.0500 |
| January 19, 2017 | (10) | \$51.0820 |
| January 25, 2017 | (300) | \$51.1500 |
| January 26, 2017 | (320) | \$51.1963 |
| January 27, 2017 | (2,464) | \$50.5262 |
