

NEXSTAR MEDIA GROUP, INC.
Form 4
April 24, 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
NEXSTAR MEDIA GROUP, INC.
[NXST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2017

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

2100 MCKINNEY AVENUE,
SUITE 1600

(Street)

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

DALLAS, TX 75201

(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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 04/20/2017 | | S ⁽¹⁾ | 5 | D | \$ 70.0143 | (2) | 7,400 | D | |
| Class A Common Stock | 04/20/2017 | | S ⁽³⁾ | 1 | D | \$ 70.0143 | (2) | 427 | I | See Footnote (4) (5) |
| Class A Common Stock | 04/20/2017 | | S ⁽⁶⁾ | 537 | D | \$ 70.0143 | (2) | 768,373 | I | See Footnote (7) (8) (9) |
| Class A Common Stock | 04/20/2017 | | S ⁽¹⁰⁾ | 7 | D | \$ | | 10,048 | I | See |

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| | | | | | | | | | |
|----------------------|------------|--|-------------------|-----|----------------|----------------|---------|---|---------------------------------|
| Common Stock | | | | | 70.0143 (2) | | | | Footnote (8) (9) (11) |
| Class A Common Stock | 04/20/2017 | | S ⁽¹²⁾ | 139 | D | 70.0143 (2) | 198,953 | I | See Footnote (8) (9) (13) |
| Class A Common Stock | 04/20/2017 | | S ⁽¹⁴⁾ | 1 | D | 70.0143 (2) | 1,338 | I | See Footnote (8) (9) (15) |
| Class A Common Stock | 04/20/2017 | | S ⁽¹⁶⁾ | 2 | D | 70.0143 (2) | 3,087 | I | See Footnote (8) (9) (17) |
| Class A Common Stock | 04/20/2017 | | S ⁽¹⁸⁾ | 7 | D | 70.0143 (2) | 10,689 | I | See Footnote (8) (9) (19) |
| Class A Common Stock | 04/20/2017 | | S ⁽²⁰⁾ | 1 | D | 70.0143 (2) | 418 | I | See Footnote (8) (9) (21) |
| Class A Common Stock | | | | | | | 58 | I | See Footnote (5) (22) |

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

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(9-02)

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MUSE JOHN R 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201 | | | | X |

Signatures

/s/ David W. Knickel,
attorney-in-fact

04/24/2017

__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).

(1) Sold by Mr. Muse pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan").

(2) The shares were sold in multiple trades at prices ranging from \$70.00 to \$70.10. The price reported above reflects the weighted average sale price. Mr. Muse hereby undertakes to provide to the Securities and Exchange Commission staff (the "Staff"), the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

(3) Sold by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), pursuant to the 10b5-1 Plan.

(4) Held of record by JRM.

(5) Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE") and JRM are both indirectly beneficially owned by Mr. Muse. However, Mr. Muse disclaims beneficial ownership of the issuer's securities held of record by MFE and JRM except to the extent of his pecuniary interest therein.

(6) Sold by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III") pursuant to the 10b5-1 Plan.

(7) Held of record by Fund III.

(8) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co.") and HM Capital Partners I LP, a Delaware limited partnership ("HMCP I"). In addition, Mr. Muse is the sole member of the 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. Accordingly, Mr. Muse (Continued in footnote 9)

(9) 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 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.

(10) Sold by HM3 Coinvestors pursuant to the 10b5-1 Plan.

(11) Held of record by HM3 Coinvestors.

(12) Sold by Fund IV pursuant to the 10b5-1 Plan.

(13) Held of record by Fund IV.

(14) Sold by Private Fund IV pursuant to the 10b5-1 Plan.

(15) Held of record by Private Fund IV.

(16) Sold by HM4-EQ Coinvestors pursuant to the 10b5-1 Plan.

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- (17) Held of record by HM4-EQ Coinvestors.
- (18) Sold by HM&Co. pursuant to the 10b5-1 Plan.
- (19) Held of record by HM&Co.
- (20) Sold by HMCP I pursuant to the 10b5-1 Plan.
- (21) Held of record by HMCP I.
- (22) Held of record by MFE.

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.