

Millennial Media Inc.  
Form 3  
October 26, 2015

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â VERIZON  
COMMUNICATIONS INC

(Last) (First) (Middle)

1095 AVENUE OF THE  
AMERICAS

(Street)

NEW YORK,Â NYÂ 10036

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
10/23/2015

3. Issuer Name **and** Ticker or Trading Symbol  
Millennial Media Inc. [MM]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

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

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

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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$0.001 per share <sup>(1)</sup>  
(2) 143,069,607

I <sup>(3)</sup> See Footnote <sup>(3)</sup>

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

SEC 1473 (7-02)

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information contained in this form are not  
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### 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

4. Conversion  
or Exercise

5. Ownership  
Form of

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Edgar Filing: Millennial Media Inc. - Form 3

| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|
|                     |                    |       |                                  |                                    |                                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |         |       |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                 | Director      | 10% Owner | Officer | Other |
| VERIZON COMMUNICATIONS INC<br>1095 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | X       |       |
| AOL Inc.<br>770 BROADWAY<br>NEW YORK, NY 10003                                  |               |           | X       |       |

## Signatures

/s/ William L. Horton Jr., Verizon Communications Inc. By: William L. Horton Jr., Senior Vice President, Deputy General Counsel and Corporate Secretary 10/26/2015

Signature of Reporting Person

Date

/s/ Julie M. Jacobs, AOL Inc., By: Julie M. Jacobs, Executive Vice President, General Counsel and Corporate Secretary 10/26/2015

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 form is a joint filing by Verizon Communications Inc. ("Verizon") and AOL Inc., a direct wholly owned subsidiary of Verizon ("AOL").

(2) Includes shares of Common Stock, par value \$0.001 per share (the "Shares"), of Millennial Media, Inc. ("Millennial") acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated September 3, 2015 (the "Merger Agreement"), by and among AOL, Mars Acquisition Sub, Inc., a direct wholly owned subsidiary of AOL ("Acquisition Corp."), and Millennial (such tender offer, the "Offer"). Also includes all of the outstanding Shares not tendered in the Offer, which may be deemed to have been acquired by Verizon and AOL pursuant to the consummation of the transactions contemplated by the Merger Agreement.

(3) As Acquisition Corp. was a direct wholly owned subsidiary of AOL, and AOL is a direct wholly owned subsidiary of Verizon, each of AOL and Verizon may be deemed to have acquired indirect beneficial ownership of the Shares.

### Remarks:

Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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