

MEDIA GENERAL INC
Form 4
June 22, 2016

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2016

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 | | | |
| Voting Common Stock | 06/20/2016 | | S(1) | | 7,995 | D | | \$ 17.5525 (2) | 70,174 | D | |
| Voting Common Stock | 06/20/2016 | | S(3) | | 32 | D | | \$ 17.5525 (2) | 10,084,502 | I | See Footnotes (4) (5) (6) |
| Voting Common Stock | 06/20/2016 | | S(7) | | 221 | D | | \$ 17.5525 (2) | 10,084,281 | I | See Footnotes (6) (8) |
| Voting Common Stock | 06/20/2016 | | S(9) | | 396,804 | D | | \$ | 9,687,477 | I | See |

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| | | | | | | | | | |
|---------------------------|------------|-------|---------|---|-----------------------|-----------|---|--|-------------------------------|
| Common Stock | | | | | 17.5525 (2) | | | | Footnotes (10) (11) |
| Voting Common Stock | 06/20/2016 | S(12) | 5,189 | D | \$ 17.5525 (2) | 9,682,288 | I | | See Footnotes (11) (13) |
| Voting Common Stock | 06/20/2016 | S(14) | 102,744 | D | \$ 17.5525 (2) | 9,579,544 | I | | See Footnotes (11) (15) |
| Voting Common Stock | 06/20/2016 | S(16) | 691 | D | \$ 17.5525 (2) | 9,578,853 | I | | See Footnotes (11) (17) |
| Voting Common Stock | 06/20/2016 | S(18) | 1,594 | D | \$ 17.5525 (2) | 9,577,259 | I | | See Footnotes (11) (19) |
| Voting Common Stock | 06/20/2016 | S(20) | 5,520 | D | \$ 17.5525 (2) | 9,571,739 | I | | See Footnotes (11) (21) |
| Voting Common Stock | 06/20/2016 | S(22) | 216 | D | \$ 17.5525 (2) | 9,571,523 | I | | See Footnotes (11) (23) |
| Voting Common Stock | 06/21/2016 | S(24) | 7 | D | \$ 17.5575 (25) | 70,167 | D | | |
| Voting Common Stock | 06/21/2016 | S(26) | 338 | D | \$ 17.5575 (25) | 9,571,185 | I | | See Footnotes (11) (27) |
| Voting Common Stock | 06/21/2016 | S(28) | 4 | D | \$ 17.5575 (25) | 9,571,181 | I | | See Footnotes (11) (29) |
| Voting Common Stock | 06/21/2016 | S(30) | 88 | D | \$ 17.5575 (25) | 9,571,093 | I | | See Footnotes (11) (31) |
| Voting Common Stock | 06/21/2016 | S(32) | 1 | D | \$ 17.5575 (25) | 9,571,092 | I | | See Footnotes (11) (33) |
| Voting Common Stock | 06/21/2016 | S(34) | 1 | D | \$ 17.5575 (25) | 9,571,091 | I | | See Footnotes (11) (35) |
| Voting Common Stock | 06/21/2016 | S(36) | 5 | D | \$ 17.5575 (25) | 9,571,086 | I | | See Footnotes (11) (37) |

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

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SEC 1474
(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 Beneficially Owned (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
06/22/2016
**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) On June 20, 2016, Mr. Muse sold 7,995 shares of Voting Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan").
The shares were sold in multiple trades at prices ranging from \$17.50 to \$17.73. 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.
- (2) On June 20, 2016, Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), sold 32 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (3) Of the 10,084,502 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (c) 7,800,204 shares are directly owned by Hicks, Muse, Tate & Furst

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Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (d) 102,002 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (e) 2,019,694 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (f) 13,584 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), (h) 108,514 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), (Continued in footnote 5)

- (5) and (i) 4,253 shares are directly owned by HM Capital Partners I LP, a Delaware limited partnership ("HMCP I").
- (6) 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.
- (7) On June 20, 2016, JRM sold 221 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 10,084,281 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,800,204 shares are directly owned by Fund III, (d) 102,002 shares are directly owned by HM3 Coinvestors, (e) 2,019,694 shares are directly owned by Fund IV, (f) 13,584 shares are directly owned by Private Fund IV, (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, (h) 108,514 shares are directly owned by HM&Co. and (i) 4,253 shares are directly owned by HMCP I.
- (8)
- (9) On June 20, 2016, Fund III sold 396,804 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,687,477 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,400 shares are directly owned by Fund III, (d) 102,002 shares are directly owned by HM3 Coinvestors, (e) 2,019,694 shares are directly owned by Fund IV, (f) 13,584 shares are directly owned by Private Fund IV, (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, (h) 108,514 shares are directly owned by HM&Co. and (i) 4,253 shares are directly owned by HMCP I.
- (10)
- 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. 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 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.
- (11)
- (12) On June 20, 2016, HM3 Coinvestors sold 5,189 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,682,288 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,400 shares are directly owned by Fund III, (d) 96,813 shares are directly owned by HM3 Coinvestors, (e) 2,019,694 shares are directly owned by Fund IV, (f) 13,584 shares are directly owned by Private Fund IV, (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, (h) 108,514 shares are directly owned by HM&Co. and (i) 4,253 shares are directly owned by HMCP I.
- (13)
- (14) On June 20, 2016, Fund IV sold 102,744 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,579,544 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,400 shares are directly owned by Fund III, (d) 96,813 shares are directly owned by HM3 Coinvestors, (e) 1,916,950 shares are directly owned by Fund IV, (f) 13,584 shares are directly owned by Private Fund IV, (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, (h) 108,514 shares are directly owned by HM&Co. and (i) 4,253 shares are directly owned by HMCP I.
- (15)
- (16) On June 20, 2016, Private Fund IV sold 691 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,578,853 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,400 shares are directly owned by Fund III, (d) 96,813 shares are directly owned by HM3 Coinvestors, (e) 1,916,950 shares are directly owned by Fund IV, (f) 12,893 shares are directly owned by Private Fund IV, (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, (h) 108,514 shares are directly owned by HM&Co. and (i) 4,253 shares are directly owned by HMCP I.
- (17)
- (18) On June 20, 2016, HM4-EQ Coinvestors sold 1,594 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,577,259 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,400 shares are directly owned by Fund III, (d) 96,813 shares are directly owned by HM3 Coinvestors, (e) 1,916,950 shares are directly owned by Fund IV, (f) 12,893 shares are directly owned by Private Fund IV, (g) 29,748 shares are directly owned by HM4-EQ Coinvestors, (h) 108,514 shares are directly owned by HM&Co. and (i) 4,253 shares are directly owned by HMCP I.
- (19)
- (20) On June 20, 2016, HM&Co. sold 5,520 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,571,739 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,400 shares are directly owned by Fund III, (d) 96,813 shares are directly owned by HM3 Coinvestors, (e) 1,916,950 shares are directly owned by Fund IV, (f) 12,893 shares are directly owned by Private Fund IV, (g) 29,748 shares are directly owned by HM4-EQ Coinvestors, (h) 102,994 shares are directly owned by HM&Co. and (i) 4,253 shares are directly owned by HMCP I.
- (21)

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- (22) On June 20, 2016, HMCP I sold 216 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,571,523 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,400 shares are directly owned by Fund III, (d) 96,813 shares are directly owned by HM3 Coinvestors, (e) 1,916,950 shares are directly owned by Fund IV, (f) 12,893 shares are directly owned by Private Fund IV, (g) 29,748 shares are directly owned by HM4-EQ Coinvestors, (h) 102,994 shares are directly owned by HM&Co. and (i) 4,037 shares are directly owned by HMCP I.
- (23) On June 21, 2016, Mr. Muse sold 7 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- The shares were sold in multiple trades at prices ranging from \$17.53 to \$17.58. The price reported above reflects the weighted average sale price. Mr. Muse hereby undertakes to provide to 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.
- (24) On June 21, 2016, Fund III sold 338 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,571,185 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,062 shares are directly owned by Fund III, (d) 96,813 shares are directly owned by HM3 Coinvestors, (e) 1,916,950 shares are directly owned by Fund IV, (f) 12,893 shares are directly owned by Private Fund IV, (g) 29,748 shares are directly owned by HM4-EQ Coinvestors, (h) 102,994 shares are directly owned by HM&Co. and (i) 4,037 shares are directly owned by HMCP I.
- (25) On June 21, 2016, HM3 Coinvestors sold 4 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,571,181 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,062 shares are directly owned by Fund III, (d) 96,809 shares are directly owned by HM3 Coinvestors, (e) 1,916,950 shares are directly owned by Fund IV, (f) 12,893 shares are directly owned by Private Fund IV, (g) 29,748 shares are directly owned by HM4-EQ Coinvestors, (h) 102,994 shares are directly owned by HM&Co. and (i) 4,037 shares are directly owned by HMCP I.
- (26) On June 21, 2016, Fund IV sold 88 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,571,093 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,062 shares are directly owned by Fund III, (d) 96,809 shares are directly owned by HM3 Coinvestors, (e) 1,916,862 shares are directly owned by Fund IV, (f) 12,893 shares are directly owned by Private Fund IV, (g) 29,748 shares are directly owned by HM4-EQ Coinvestors, (h) 102,994 shares are directly owned by HM&Co. and (i) 4,037 shares are directly owned by HMCP I.
- (27) On June 21, 2016, Private Fund IV sold 1 share of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,571,092 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,062 shares are directly owned by Fund III, (d) 96,809 shares are directly owned by HM3 Coinvestors, (e) 1,916,862 shares are directly owned by Fund IV, (f) 12,892 shares are directly owned by Private Fund IV, (g) 29,748 shares are directly owned by HM4-EQ Coinvestors, (h) 102,994 shares are directly owned by HM&Co. and (i) 4,037 shares are directly owned by HMCP I.
- (28) On June 21, 2016, HM4-EQ Coinvestors sold 1 share of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,571,091 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,062 shares are directly owned by Fund III, (d) 96,809 shares are directly owned by HM3 Coinvestors, (e) 1,916,862 shares are directly owned by Fund IV, (f) 12,892 shares are directly owned by Private Fund IV, (g) 29,747 shares are directly owned by HM4-EQ Coinvestors, (h) 102,994 shares are directly owned by HM&Co. and (i) 4,037 shares are directly owned by HMCP I.
- (29) On June 21, 2016, HM&Co. sold 5 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- Of the 9,571,086 shares of Voting Common Stock, (a) 569 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM, (c) 7,403,062 shares are directly owned by Fund III, (d) 96,809 shares are directly owned by HM3 Coinvestors, (e) 1,916,862 shares are directly owned by Fund IV, (f) 12,892 shares are directly owned by Private Fund IV, (g) 29,747 shares are directly owned by HM4-EQ Coinvestors, (h) 102,989 shares are directly owned by HM&Co. and (i) 4,037 shares are directly owned by HMCP I.

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.