

Ascent Capital Group, Inc.
Form SC 13G/A
February 13, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Ascent Capital Group, Inc. (Name of Issuer)

(Title of Class of Securities)

043632108 (CUSIP Number)

December 31, 2014 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b) ☐ Rule 13d-1(c) ☐ Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 ("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 Instructions).

CUSIP No.: 043632108

1 NAME OF REPORTING PERSON Brown
Advisory Incorporated ("BA, Inc.") I.R.S.
IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY) 52-2112409

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION BA, Inc. is a Maryland
Corporation

NUMBER OF 5 SOLE VOTING POWER 741,348
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0
REPORTING

PERSON WITH 8 SHARED DISPOSITIVE POWER 906,068

9 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
906,068

10 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9) 6.76%

12 TYPE OF REPORTING PERSON HC (Holding
Company)

CUSIP No.: 043632108

1 NAME OF REPORTING PERSON Brown
Advisory, LLC ("BA, LLC") I.R.S.
IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY) 26-0680642

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION BA, LLC is a Maryland
Company

NUMBER OF 5 SOLE VOTING POWER 715,619
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0
REPORTING
PERSON WITH

8 SHARED DISPOSITIVE POWER 880,099
9 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
880,099

10 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9) 6.57%

12 TYPE OF REPORTING PERSON IA (Investment
Advisor)

CUSIP No.: 043632108

1 NAME OF REPORTING PERSON Brown
Investment Advisory & Trust Company
("BIATC") I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)
52-1811121

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION BIATC is a Maryland
Company

NUMBER OF 5 SOLE VOTING POWER 25,729
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0
REPORTING
PERSON WITH

8 SHARED DISPOSITIVE POWER 25,969
9 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
25,969

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9) 0.19%

12 TYPE OF REPORTING PERSON BK (Bank)

CUSIP No.: 043632108

ITEM 1(a). NAME OF
ISSUER:

Ascent Capital Group, Inc.

ITEM 1(b). ADDRESS OF
ISSUER'S
PRINCIPAL
EXECUTIVE
OFFICES:

12300 LIBERTY
BOULEVARD
ENGELWOOD CO 80112

ITEM 2(a). NAME OF
PERSON
FILING:

Brown Advisory
Incorporated ("BA,
Inc.")Brown Advisory, LLC
("BA, LLC")Brown

Investment Advisory &
Trust Company ("BIATC")

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

901 South Bond Street, Ste.
400Baltimore, MD 21231

ITEM 2(c). CITIZENSHIP:

Brown Advisory
Incorporated ("BA, Inc.") -
BA, Inc. is a Maryland
CorporationBrown
Advisory, LLC ("BA,
LLC") - BA, LLC is a
Maryland CompanyBrown
Investment Advisory &
Trust Company ("BIATC")
- BIATC is a Maryland
Company

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

ITEM 2(e). CUSIP
NUMBER:

043632108

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO
SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☒ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

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- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

BA, Inc. is a parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G); BA, LLC is an investment adviser in accordance with 240.13d-1(b)(1)(ii)(E); BIATC is a Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)

ITEM 4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
906,068
- (b) Percent of class:
6.76%
- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Brown Advisory Incorporated ("BA, Inc.") - 741,348
Brown Advisory, LLC ("BA, LLC") - 715,619
Brown Investment Advisory & Trust Company ("BIATC") - 25,729

(ii) Shared power to vote or to direct the vote:

Brown Advisory Incorporated ("BA, Inc.") - 0
Brown Advisory, LLC ("BA, LLC") - 0
Brown Investment Advisory & Trust Company ("BIATC") - 0

(iii) Sole power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BA, Inc.") - 0
Brown Advisory, LLC ("BA, LLC") - 0
Brown Investment Advisory & Trust Company ("BIATC") - 0

(iv) Shared power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BA, Inc.") - 906,068
Brown Advisory, LLC ("BA, LLC") - 880,099
Brown Investment Advisory & Trust Company ("BIATC") - 25,969

ITEM 5.

OWNERSHIP OF
FIVE PERCENT OR

LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

The total securities being reported are beneficially owned by investment companies and other managed accounts of direct/indirect subsidiaries of BA, Inc. (listed above). These subsidiaries may be deemed to be beneficial owners of the reported securities because applicable investment advisory contracts provide voting and/or investment power over securities.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Brown Advisory Incorporated (BA, Inc.) is a parent holding company filing this schedule on behalf of the following subsidiaries pursuant to Rule 13d-1(b)(1)(ii)(G) under the Securities Exchange Act of 1934: Brown Advisory, LLC (BA, LLC) IA (Investment

Adviser) Brown Investment
Advisory & Trust Company
(BIATC) BK (Bank)

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP:

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify
that, to the best of my
knowledge and belief, the
securities referred to above
were acquired and are held in
the ordinary course of
business and were not
acquired and are not held for
the purpose of or with the
effect of changing or
influencing the control of the
issuer of the securities and
were not acquired and are not
held in connection with or as
a participant in any
transaction having that
purpose or effect.

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.

February 11, 2015

Date

Brown Advisory Incorporated ("BA, Inc.")

Brett D. Rogers Chief Compliance Officer

Signature

Brett D. Rogers, Chief Compliance Officer

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 043632108

Joint Filing Agreement Party signing this filing agrees that this statement is submitted as a joint filing on behalf of the undersigned: Brown Advisory Incorporated ("BA, Inc.") - Parent Holding Company Brown Advisory, LLC ("BA, LLC") Brown Investment Advisory & Trust Company ("BIATC")

SIGNATURE