

Ascent Capital Group, Inc.
Form 4
March 06, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FITZGERALD WILLIAM R

(Last) (First) (Middle)

**ASCENT CAPITAL GROUP,
INC., 5251 DTC PARKWAY,
SUITE 1000**

(Street)

**GREENWOOD
VILLAGE, CO 80111**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Ascent Capital Group, Inc.
[ASCMA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

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

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)
Series A Common Stock	03/04/2013		M	12,791 (A) or (D) Price \$ 0 (1)	223,030	D	
Series A Common Stock					29,720	I	By William R. Fitzgerald Irrevocable 2012 Trust

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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Acquire Restricted Shares	\$ 0	03/04/2013		M		12,791		<u>(2)</u>	<u>(2)</u>	Series A Common Stock	12,791

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FITZGERALD WILLIAM R ASCENT CAPITAL GROUP, INC. 5251 DTC PARKWAY, SUITE 1000 GREENWOOD VILLAGE, CO 80111	X Chairman, President & CEO

Signatures

/s/ William E. Niles,
attorney-in-fact

03/06/2013

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) Such shares represent restricted shares and shall vest pursuant to the following vesting schedule: (a) 5% of the restricted shares will vest on each of March 31, 2015, June 30, 2015, September 30, 2015 and December 31, 2015, (b) 7.5% of the restricted shares will vest on each of March 31, 2016, June 30, 2016, September 30, 2016 and December 31, 2016 and (c) 12.5% of the restricted shares will vest on each of March 31, 2017, June 30, 2017, September 30, 2017 and December 31, 2017.

(2) Represented restricted shares that the Reporting Person was entitled to receive on the first full trading day following the expiration of the Issuer's regularly scheduled black-out period during the first calendar quarter of 2013, as determined pursuant to its Insider Trading Policy.

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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