

MEDIA GENERAL INC
Form 4
July 12, 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)
07/08/2016

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	07/08/2016		S ⁽¹⁾		566	D		\$ 17.5415 (2)	69,601	D	
Voting Common Stock	07/08/2016		S ⁽³⁾		2	D		\$ 17.5415 (2)	9,571,084	I	See Footnotes (4) (5) (6)
Voting Common Stock	07/08/2016		S ⁽⁷⁾		16	D		\$ 17.5415 (2)	9,571,068	I	See Footnotes (6) (8)
Voting Common Stock	07/08/2016		S ⁽⁹⁾		28,103	D		\$	9,542,965	I	See

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Common Stock					17.5415 (2)				Footnotes (10) (11)
Voting Common Stock	07/08/2016	S(12)	368	D	\$ 17.5415 (2)	9,542,597	I		See Footnotes (11) (13)
Voting Common Stock	07/08/2016	S(14)	7,277	D	\$ 17.5415 (2)	9,535,320	I		See Footnotes (11) (15)
Voting Common Stock	07/08/2016	S(16)	49	D	\$ 17.5415 (2)	9,535,271	I		See Footnotes (11) (17)
Voting Common Stock	07/08/2016	S(18)	113	D	\$ 17.5415 (2)	9,535,158	I		See Footnotes (11) (19)
Voting Common Stock	07/08/2016	S(20)	391	D	\$ 17.5415 (2)	9,534,767	I		See Footnotes (11) (21)
Voting Common Stock	07/08/2016	S(22)	15	D	\$ 17.5415 (2)	9,534,752	I		See Footnotes (11) (23)
Voting Common Stock	07/11/2016	S(24)	17,534	D	\$ 17.5034 (25)	52,067	D		
Voting Common Stock	07/11/2016	S(26)	67	D	\$ 17.5034 (25)	9,534,685	I		See Footnotes (6) (27)
Voting Common Stock	07/11/2016	S(28)	484	D	\$ 17.5034 (25)	9,534,201	I		See Footnotes (6) (29)
Voting Common Stock	07/11/2016	S(30)	870,218	D	\$ 17.5034 (25)	8,663,983	I		See Footnotes (11) (31)
Voting Common Stock	07/11/2016	S(32)	11,380	D	\$ 17.5034 (25)	8,652,603	I		See Footnotes (11) (33)
Voting Common Stock	07/11/2016	S(34)	225,324	D	\$ 17.5034 (25)	8,427,279	I		See Footnotes (11) (35)
Voting Common Stock	07/11/2016	S(36)	1,515	D	\$ 17.5034 (25)	8,425,764	I		See Footnotes (11) (37)
Voting Common Stock	07/11/2016	S(38)	3,497	D	\$ 17.5034 (25)	8,422,267	I		See Footnotes (11) (39)

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Voting Common Stock	07/11/2016	S ⁽⁴⁰⁾	12,106	D	\$ 17.5034 (25)	8,410,161	I	See Footnotes (11) (41)
Voting Common Stock	07/11/2016	S ⁽⁴²⁾	475	D	\$ 17.5034 (25)	8,409,686	I	See Footnotes (11) (43)

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

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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)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MUSE JOHN R
2100 MCKINNEY AVENUE, SUITE 1600 X
DALLAS, TX 75201

Signatures

/s/ David W. Knickel, 07/12/2016
attorney-in-fact

**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).

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- (1) On July 8, 2016, Mr. Muse sold 566 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 \$17.63. 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 July 8, 2016, Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), sold 2 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 9,571,084 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,119 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (c) 7,403,062 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (d) 96,809 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (e) 1,916,862 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (f) 12,892 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (g) 29,747 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), (h) 102,989 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), (Continued in footnote 5)
- (3) and (i) 4,037 shares are directly owned by HM Capital Partners I LP, a Delaware limited partnership ("HMCP I").
- (4) 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.
- (5) On July 8, 2016, JRM sold 16 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 9,571,068 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,103 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.
- (6) On July 8, 2016, Fund III sold 28,103 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 9,542,965 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,103 shares are directly owned by JRM, (c) 7,374,959 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.
- (7) 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.
- (8) On July 8, 2016, HM3 Coinvestors sold 368 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 9,542,597 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,103 shares are directly owned by JRM, (c) 7,374,959 shares are directly owned by Fund III, (d) 96,441 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.
- (9) On July 8, 2016, Fund IV sold 7,277 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 9,535,320 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,103 shares are directly owned by JRM, (c) 7,374,959 shares are directly owned by Fund III, (d) 96,441 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 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.
- (10) On July 8, 2016, Private Fund IV sold 49 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 9,535,271 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,103 shares are directly owned by JRM, (c) 7,374,959 shares are directly owned by Fund III, (d) 96,441 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 shares are directly owned by Fund IV, (f) 12,843 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.
- (11) On July 8, 2016, HM4-EQ Coinvestors sold 113 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

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- (19) Of the 9,535,158 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,103 shares are directly owned by JRM, (c) 7,374,959 shares are directly owned by Fund III, (d) 96,441 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 shares are directly owned by Fund IV, (f) 12,843 shares are directly owned by Private Fund IV, (g) 29,634 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.
- (20) On July 8, 2016, HM&Co. sold 391 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (21) Of the 9,534,767 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,103 shares are directly owned by JRM, (c) 7,374,959 shares are directly owned by Fund III, (d) 96,441 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 shares are directly owned by Fund IV, (f) 12,843 shares are directly owned by Private Fund IV, (g) 29,634 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,037 shares are directly owned by HMCP I.
- (22) On July 8, 2016, HMCP I sold 15 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (23) Of the 9,534,752 shares of Voting Common Stock, (a) 567 shares are directly owned by MFE, (b) 4,103 shares are directly owned by JRM, (c) 7,374,959 shares are directly owned by Fund III, (d) 96,441 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 shares are directly owned by Fund IV, (f) 12,843 shares are directly owned by Private Fund IV, (g) 29,634 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.
- (24) On July 11, 2016, Mr. Muse sold 17,534 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (25) The shares were sold in multiple trades at prices ranging from \$17.50 to \$17.71. 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.
- (26) On July 11, 2016, MFE sold 67 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (27) Of the 9,534,685 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 4,103 shares are directly owned by JRM, (c) 7,374,959 shares are directly owned by Fund III, (d) 96,441 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 shares are directly owned by Fund IV, (f) 12,843 shares are directly owned by Private Fund IV, (g) 29,634 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.
- (28) On July 11, 2016, JRM sold 484 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (29) Of the 9,534,201 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM, (c) 7,374,959 shares are directly owned by Fund III, (d) 96,441 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 shares are directly owned by Fund IV, (f) 12,843 shares are directly owned by Private Fund IV, (g) 29,634 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.
- (30) On July 11, 2016, Fund III sold 870,218 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (31) Of the 8,663,983 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM, (c) 6,504,741 shares are directly owned by Fund III, (d) 96,441 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 shares are directly owned by Fund IV, (f) 12,843 shares are directly owned by Private Fund IV, (g) 29,634 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.
- (32) On July 11, 2016, HM3 Coinvestors sold 11,380 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (33) Of the 8,652,603 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM, (c) 6,504,741 shares are directly owned by Fund III, (d) 85,061 shares are directly owned by HM3 Coinvestors, (e) 1,909,585 shares are directly owned by Fund IV, (f) 12,843 shares are directly owned by Private Fund IV, (g) 29,634 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.
- (34) On July 11, 2016, Fund IV sold 225,324 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (35) Of the 8,427,279 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM, (c) 6,504,741 shares are directly owned by Fund III, (d) 85,061 shares are directly owned by HM3 Coinvestors, (e) 1,684,261 shares are directly owned by Fund IV, (f) 12,843 shares are directly owned by Private Fund IV, (g) 29,634 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.
- (36) On July 11, 2016, Private Fund IV sold 1,515 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (37) Of the 8,425,764 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM, (c) 6,504,741 shares are directly owned by Fund III, (d) 85,061 shares are directly owned by HM3 Coinvestors, (e) 1,684,261 shares are directly owned by Fund IV, (f) 11,328 shares are directly owned by Private Fund IV, (g) 29,634 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.
- (38) On July 11, 2016, HM4-EQ Coinvestors sold 3,497 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (39)

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Of the 8,422,267 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM, (c) 6,504,741 shares are directly owned by Fund III, (d) 85,061 shares are directly owned by HM3 Coinvestors, (e) 1,684,261 shares are directly owned by Fund IV, (f) 11,328 shares are directly owned by Private Fund IV, (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, (h) 102,598 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.

(40) On July 11, 2016, HM&Co. sold 12,106 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(41) Of the 8,410,161 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM, (c) 6,504,741 shares are directly owned by Fund III, (d) 85,061 shares are directly owned by HM3 Coinvestors, (e) 1,684,261 shares are directly owned by Fund IV, (f) 11,328 shares are directly owned by Private Fund IV, (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, (h) 90,492 shares are directly owned by HM&Co. and (i) 4,022 shares are directly owned by HMCP I.

(42) On July 11, 2016, HMCP I sold 475 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(43) Of the 8,409,686 shares of Voting Common Stock, (a) 500 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM, (c) 6,504,741 shares are directly owned by Fund III, (d) 85,061 shares are directly owned by HM3 Coinvestors, (e) 1,684,261 shares are directly owned by Fund IV, (f) 11,328 shares are directly owned by Private Fund IV, (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, (h) 90,492 shares are directly owned by HM&Co. and (i) 3,547 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.