

Ascent Capital Group, Inc.
Form 4
November 21, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Okumus Fund Management Ltd.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

767 THIRD AVENUE, 35TH
FLOOR

(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
X Form filed by More than One Reporting
Person

NEW YORK, NY 10017

(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		
Series A Common Stock	11/17/2016		S		27,400	D	\$ 19.9719	1,245,427	D ⁽¹⁾
Series A Common Stock	11/17/2016		S		27,400	D	\$ 19.9719	1,245,427	I
Series A Common Stock	11/17/2016		S		27,400	D	\$ 19.9719	1,245,427	I
Series A	11/21/2016		S		3,502	D	\$ 19.787	1,241,925	D ⁽¹⁾

Edgar Filing: Ascent Capital Group, Inc. - Form 4

Common
Stock

Series A Common Stock	11/21/2016	S	3,502	D	\$ 19.787	1,241,925	I	See Footnote (2)
-----------------------------	------------	---	-------	---	-----------	-----------	---	------------------------

Series A Common Stock	11/21/2016	S	3,502	D	\$ 19.787	1,241,925	I	See Footnote (2)
-----------------------------	------------	---	-------	---	-----------	-----------	---	------------------------

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Following Reported Transaction (Instr. 6)
				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

Okumus Fund Management Ltd.
767 THIRD AVENUE
35TH FLOOR
NEW YORK, NY 10017

X

Okumus Opportunistic Value Fund Ltd.
CRAIGMUIR CHAMBERS
P.O. BOX 71, ROAD TOWN
TORTOLA, D8 VG 1110

X

OKUMUS AHMET H
C/O OKUMUS FUND MANAGEMENT LTD.

X

767 THIRD AVENUE, 35TH FLOOR
NEW YORK, NY 10017

Signatures

Okumus Fund Management Ltd., By: /s/ Ahmet H. Okumus, President	11/21/2016
____Signature of Reporting Person	Date
Okumus Opportunistic Value Fund, Ltd., By: /s/ Ahmet H. Okumus, Director	11/21/2016
____Signature of Reporting Person	Date
/s/ Ahmet H. Okumus	11/21/2016
____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) The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd.
The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd., a British Virgin Islands business company managed by Okumus Fund Management Ltd., and may be deemed indirectly beneficially owned by Okumus Fund Management Ltd. as the investment manager of Okumus Opportunistic Value Fund, Ltd. The reported securities may also be deemed indirectly beneficially
- (2) owned by Ahmet H. Okumus as President of Okumus Fund Management Ltd. and Director of Okumus Opportunistic Value Fund, Ltd. Each of Okumus Fund Management Ltd. and Ahmet H. Okumus disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.