

McNamara James Marvin
Form 4
April 06, 2018

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 *
McNamara James Marvin

2. Issuer Name **and** Ticker or Trading
Symbol

HEMISPHERE MEDIA GROUP,
INC. [HMTV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O HEMISPHERE MEDIA
GROUP, INC., 4000 PONCE DE
LEON BLVD, SUITE 650

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

CORAL GABLES, FL 33146

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

(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	(D)	Price

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

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information contained in this form are not
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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)

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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. P Deri Secr (Ins
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares	
Class B Common Stock	(1)	04/04/2018		D	28,562 (2)	(1) (1)	Class A Common Stock 28,562	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McNamara James Marvin
C/O HEMISPHERE MEDIA GROUP, INC.
4000 PONCE DE LEON BLVD, SUITE 650
CORAL GABLES, FL 33146

X

Signatures

/s/ Craig D. Fischer,
Attorney-in-fact

04/06/2018

__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).

In accordance with the terms of the amended and restated certificate of incorporation of Hemisphere Media Group, Inc. (the "Company"),
(1) each share of the Company's Class B common stock, par value \$0.0001 per share, is convertible in whole or in part at any time at the holder's election into an equal number of fully paid and non-assessable shares of Class A common stock and has no expiration date.

Represents the forfeiture of shares of Class B Common Stock to the Company pursuant to the terms of the Equity Restructuring and
(2) Warrant Purchase Agreement, dated as of January 22, 2013, by and among Mr. McNamara, the Company and the other parties identified therein, whereby the closing sales price of the Class A Common Stock did not equal or exceed \$15.00 per share for any 20 trading days within at least one 30-trading day period within 60 months of April 4, 2013.

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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