NEXSTAR MEDIA GROUP, INC.

Form 3

January 25, 2017

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NEXSTAR MEDIA GROUP, INC. [NXST] Kniowski Diane (Month/Day/Year) 01/17/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O NEXSTAR MEDIA (Check all applicable) GROUP, INC., Â 545 E. JOHN CARPENTER FREEWAY. 10% Owner Director **SUITE 700** _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group SEE REMARKS Filing(Check Applicable Line) _X_ Form filed by One Reporting Person IRVING, TXÂ 75062 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Â Class A Common Stock 1,031 (1) (2) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02)

owned directly or indirectly.

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kniowski Diane

C/O NEXSTAR MEDIA GROUP, INC.
545 E. JOHN CARPENTER FREEWAY, SUITE 700

IRVING, TXÂ 75062

Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Diane Kniowski

01/25/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Pursuant to the Agreement and Plan of Merger, dated as of January 27, 2016 (the "Merger Agreement"), by and among Nexstar Media Group, Inc. (formerly known as Nexstar Broadcasting Group, Inc.) ("Nexstar"), Media General, Inc. ("Media General"), and Neptune

- (1) Merger Sub, Inc., upon the consummation of the merger contemplated by the Merger Agreement (the "Merger") on January 17, 2017: (x) each share of Media General's voting common stock, no par value ("Media General Common Stock"), held by the reporting person prior to the effective time of the Merger (the "Effective Time") was converted into
 - (continued) the right to receive (i) \$10.55 in cash, without interest, (ii) 0.1249 of a share of Nexstar's Class A common stock, par value \$0.01 per share ("Class A Common Stock"), and (iii) potential additional consideration in the form of a contingent value right; and (y)
- (2) each share of restricted Media General Common Stock, whether vested or unvested, held immediately prior to the Effective Time became fully vested at such time and all restrictions on such restricted Media General Common Stock lapsed, with such shares of Media General Common Stock converting into the right to receive 0.1249 of a share of Class A Common Stock.



Remarks:

SVP and Regional Manager, Nexstar Broadcasting, Inc.

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.

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