

HEMISPHERE MEDIA GROUP, INC.

Form 4

May 13, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brener Gabriel

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2015

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

C/O HEMISPHERE MEDIA GROUP, INC., 2000 PONCE DE LEON BLVD., SUITE 500

(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

CORAL GABLES, FL 33134

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Class A Common Stock	05/13/2015		J ⁽¹⁾	140,000 D \$ 11.28	1,732,000 ⁽²⁾	I	By: Azteca Acquisition Holdings, LLC ⁽³⁾
Class A Common Stock					15,486 ⁽⁴⁾	D	
Class A Common Stock					7,500	I	By: Brener International Group, LLC

Class A
Common Stock

400 ⁽⁶⁾ I

By: Children ⁽⁶⁾

(5)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
Brener Gabriel C/O HEMISPHERE MEDIA GROUP, INC. 2000 PONCE DE LEON BLVD., SUITE 500 CORAL GABLES, FL 33134	X	X		
Azteca Acquisition Holdings, LLC C/O HEMISPHERE MEDIA GROUP, INC. 2000 PONCE DE LEON BLVD., SUITE 500 CORAL GABLES, FL 33134	X	X		

Signatures

/s/ Gabriel Brener 05/13/2015

**Signature of Reporting Person Date

Azteca Acquisition Holdings, LLC; By: Gabriel Brener, Sole Member: /s/ Gabriel Brener 05/13/2015

__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) On May 13, 2015, Azteca Acquisition Holdings, LLC ("Azteca Holdings") sold 140,000 shares of Class A Common Stock, at a price of \$11.28 per share, in a registered underwritten secondary public offering (the "Offering") by certain selling stockholders of Hemisphere Media Group, Inc. (the "Company"). The sale was made pursuant to an Underwriting Agreement, dated May 7, 2015, among the Company, certain stockholders of the Company, including Azteca Holdings, and RBC Capital Markets, LLC, as representative of the several underwriters named in Schedule II thereto. A registration statement relating to the Offering has been filed with, and was declared effective on May 7, 2015 by, the U.S. Securities and Exchange Commission (the "SEC").
- (2) Includes (a) 315,152 and (b) 104,000 shares of Class A Common Stock, subject to forfeiture in the event the closing sales price of the Class A Common Stock does not equal or exceed \$15.00 per share for any 20 trading days within at least one 30-trading day period within 36 and 60 months, respectively, of April 4, 2013.
- (3) The reported securities are directly held by Azteca Holdings, and may be deemed to be indirectly held by Mr. Brener through his membership interest in Azteca Holdings. Mr. Brener disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Does not include 2,751,011 shares of Class A Common Stock that may be deemed to be indirectly held by Mr. Brener, which consists of (a) shares directly held by Azteca Holdings, Brener International Group, LLC ("BIG"), and Mr. Brener's children, as reported herein, and (b) 1,011,111 shares of Class A Common Stock issuable upon the exercise of warrants of the Company directly held by BIG, as previously reported on Mr. Brener's Form 3 filed with the SEC on April 4, 2013.
- (5) The reported securities are directly held by BIG, and may be deemed to be indirectly held by Mr. Brener as the manager of BIG, which is manager managed. Mr. Brener disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (6) Mr. Brener disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Remarks:

This report is filed jointly by Mr. Brener and Azteca Holdings, both of whom are 10% owners of the Company's Class A Common Stock.

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.