

MEDIA GENERAL INC
Form 4
June 16, 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 [MEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2016

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Voting Common Stock | 06/14/2016 | | S ⁽¹⁾ | 1,634 | D | \$ 17.729 (2) | 96,522 | D |
| Voting Common Stock | 06/14/2016 | | S ⁽³⁾ | 7 | D | \$ 17.729 (2) | 11,366,990 | I |
| Voting Common Stock | 06/14/2016 | | S ⁽⁷⁾ | 45 | D | \$ 17.729 (2) | 11,366,945 | I |
| Voting Common | 06/14/2016 | | S ⁽⁹⁾ | 81,095 | D | \$ 17.729 (2) | 11,285,850 | I |

See Footnote (4) (5) (6)

See Footnote (6) (8)

See Footnote

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| | | | | | | | | |
|---------------------------|------------|-------------------|---------|---|-----------------------|------------|---|------------------------------|
| Stock | | | | | | | | (10) (11) |
| Voting Common Stock | 06/14/2016 | S ⁽¹²⁾ | 1,060 | D | \$ 17.729 (2) | 11,284,790 | I | See Footnote (11) (13) |
| Voting Common Stock | 06/14/2016 | S ⁽¹⁴⁾ | 20,998 | D | \$ 17.729 (2) | 11,263,792 | I | See Footnote (11) (15) |
| Voting Common Stock | 06/14/2016 | S ⁽¹⁶⁾ | 141 | D | \$ 17.729 (2) | 11,263,651 | I | See Footnote (11) (17) |
| Voting Common Stock | 06/14/2016 | S ⁽¹⁸⁾ | 326 | D | \$ 17.729 (2) | 11,263,325 | I | See Footnote (11) (19) |
| Voting Common Stock | 06/14/2016 | S ⁽²⁰⁾ | 1,128 | D | \$ 17.729 (2) | 11,262,197 | I | See Footnote (11) (21) |
| Voting Common Stock | 06/14/2016 | S ⁽²²⁾ | 44 | D | \$ 17.729 (2) | 11,262,153 | I | See Footnote (11) (23) |
| Voting Common Stock | 06/15/2016 | S ⁽²⁴⁾ | 16,957 | D | \$ 17.9597 (25) | 79,565 | D | |
| Voting Common Stock | 06/15/2016 | S ⁽²⁶⁾ | 65 | D | \$ 17.9597 (25) | 11,262,088 | I | See Footnote (6) (27) |
| Voting Common Stock | 06/15/2016 | S ⁽²⁸⁾ | 468 | D | \$ 17.9597 (25) | 11,261,620 | I | See Footnote (6) (29) |
| Voting Common Stock | 06/15/2016 | S ⁽³⁰⁾ | 841,581 | D | \$ 17.9597 (25) | 10,420,039 | I | See Footnote (11) (31) |
| Voting Common Stock | 06/15/2016 | S ⁽³²⁾ | 11,005 | D | \$ 17.9597 (25) | 10,409,034 | I | See Footnote (11) (33) |
| Voting Common Stock | 06/15/2016 | S ⁽³⁴⁾ | 217,909 | D | \$ 17.9597 (25) | 10,191,125 | I | See Footnote (11) (35) |
| Voting Common Stock | 06/15/2016 | S ⁽³⁶⁾ | 1,466 | D | \$ 17.9597 (25) | 10,189,659 | I | See Footnote (11) (37) |
| Voting Common Stock | 06/15/2016 | S ⁽³⁸⁾ | 3,382 | D | \$ 17.9597 (25) | 10,186,277 | I | See Footnote (11) (39) |

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| | | | | | | | | |
|---------------------------|------------|-------------------|--------|---|-----------------------|------------|---|------------------------------|
| Voting Common Stock | 06/15/2016 | S ⁽⁴⁰⁾ | 11,708 | D | \$ 17.9597 (25) | 10,174,569 | I | See Footnote (11) (41) |
| Voting Common Stock | 06/15/2016 | S ⁽⁴²⁾ | 459 | D | \$ 17.9597 (25) | 10,174,110 | I | See Footnote (11) (43) |

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 Owned Beneficially (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 |
| MUSE JOHN R 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201 | | X | | |

Signatures

/s/ David W. Knickel,
attorney-in-fact

06/16/2016

**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).

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- (1) On June 14, 2016, Mr. Muse sold 1,634 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 \$17.52 to \$17.86. 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 June 14, 2016, Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), sold 7 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,366,990 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (c) 8,792,165 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (d) 114,973 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (e) 2,276,541 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (f) 15,312 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), (h) 122,314 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), (Continued in footnote 5)
- (3) and (i) 4,794 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 June 14, 2016, JRM sold 45 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,366,945 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,792,165 shares are directly owned by Fund III, (d) 114,973 shares are directly owned by HM3 Coinvestors, (e) 2,276,541 shares are directly owned by Fund IV, (f) 15,312 shares are directly owned by Private Fund IV, (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, (h) 122,314 shares are directly owned by HM&Co. and (i) 4,794 shares are directly owned by HMCP I.
- (6) On June 14, 2016, Fund III sold 81,095 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,285,850 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 114,973 shares are directly owned by HM3 Coinvestors, (e) 2,276,541 shares are directly owned by Fund IV, (f) 15,312 shares are directly owned by Private Fund IV, (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, (h) 122,314 shares are directly owned by HM&Co. and (i) 4,794 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 June 14, 2016, HM3 Coinvestors sold 1,060 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,284,790 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,276,541 shares are directly owned by Fund IV, (f) 15,312 shares are directly owned by Private Fund IV, (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, (h) 122,314 shares are directly owned by HM&Co. and (i) 4,794 shares are directly owned by HMCP I.
- (9) On June 14, 2016, Fund IV sold 20,998 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,263,792 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,312 shares are directly owned by Private Fund IV, (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, (h) 122,314 shares are directly owned by HM&Co. and (i) 4,794 shares are directly owned by HMCP I.
- (10) On June 14, 2016, Private Fund IV sold 141 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,263,651 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, (h) 122,314 shares are directly owned by HM&Co. and (i) 4,794 shares are directly owned by HMCP I.
- (11) On June 14, 2016, HM4-EQ Coinvestors sold 326 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

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- (19) Of the 11,263,325 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 122,314 shares are directly owned by HM&Co. and (i) 4,794 shares are directly owned by HMCP I.
- (20) On June 14, 2016, HM&Co. sold 1,128 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (21) Of the 11,262,197 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,794 shares are directly owned by HMCP I.
- (22) On June 14, 2016, HMCP I sold 44 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (23) Of the 11,262,153 shares of Voting Common Stock, (a) 672 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.
- (24) On June 15, 2016, Mr. Muse sold 16,957 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (25) The shares were sold in multiple trades at prices ranging from \$17.85 to \$18.18. 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 June 15, 2016, MFE sold 65 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (27) Of the 11,262,088 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,846 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.
- (28) On June 15, 2016, JRM sold 468 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (29) Of the 11,261,620 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM, (c) 8,711,070 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.
- (30) On June 15, 2016, Fund III sold 841,581 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (31) Of the 10,420,039 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM, (c) 7,869,489 shares are directly owned by Fund III, (d) 113,913 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.
- (32) On June 15, 2016, HM3 Coinvestors sold 11,005 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (33) Of the 10,409,034 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM, (c) 7,869,489 shares are directly owned by Fund III, (d) 102,908 shares are directly owned by HM3 Coinvestors, (e) 2,255,543 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.
- (34) On June 15, 2016, Fund IV sold 217,909 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (35) Of the 10,191,125 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM, (c) 7,869,489 shares are directly owned by Fund III, (d) 102,908 shares are directly owned by HM3 Coinvestors, (e) 2,037,634 shares are directly owned by Fund IV, (f) 15,171 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.
- (36) On June 15, 2016, Private Fund IV sold 1,466 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (37) Of the 10,189,659 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM, (c) 7,869,489 shares are directly owned by Fund III, (d) 102,908 shares are directly owned by HM3 Coinvestors, (e) 2,037,634 shares are directly owned by Fund IV, (f) 13,705 shares are directly owned by Private Fund IV, (g) 35,002 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.
- (38) On June 15, 2016, HM4-EQ Coinvestors sold 3,382 shares of Voting Common Stock pursuant to the 10b5-1 Plan
- (39)

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Of the 10,186,277 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM, (c) 7,869,489 shares are directly owned by Fund III, (d) 102,908 shares are directly owned by HM3 Coinvestors, (e) 2,037,634 shares are directly owned by Fund IV, (f) 13,705 shares are directly owned by Private Fund IV, (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, (h) 121,186 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.

(40) On June 15, 2016, HM&Co. sold 11,708 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(41) Of the 10,174,569 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM, (c) 7,869,489 shares are directly owned by Fund III, (d) 102,908 shares are directly owned by HM3 Coinvestors, (e) 2,037,634 shares are directly owned by Fund IV, (f) 13,705 shares are directly owned by Private Fund IV, (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, (h) 109,478 shares are directly owned by HM&Co. and (i) 4,750 shares are directly owned by HMCP I.

(42) On June 15, 2016, HMCP I sold 459 shares of Voting Common Stock pursuant to the 10b5-1 Plan

(43) Of the 10,174,110 shares of Voting Common Stock, (a) 607 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM, (c) 7,869,489 shares are directly owned by Fund III, (d) 102,908 shares are directly owned by HM3 Coinvestors, (e) 2,037,634 shares are directly owned by Fund IV, (f) 13,705 shares are directly owned by Private Fund IV, (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, (h) 109,478 shares are directly owned by HM&Co. and (i) 4,291 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.