

NEWHOUSE BROADCASTING CORP
 Form 4
 August 08, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 ADVANCE LONG-TERM MANAGEMENT TRUST

2. Issuer Name and Ticker or Trading Symbol
 Discovery Communications, Inc. [DISC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

ONE NEWARK CENTER, 19TH FLOOR, C/O ROBINSON MILLER, LLC

08/07/2017

(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

NEWARK, NJ 07102

(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)	Price		
				Code	V	Amount	

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)

Edgar Filing: NEWHOUSE BROADCASTING CORP - Form 4

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	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 Underlying Instrument (Instr. 3)		
				V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Convertible Participating Preferred Stock	(1)	08/07/2017		D	70,673,242 (2) (8)	(1)	(1)		Series A Convertible Preferred Stock
Series A Convertible Participating Preferred Stock	(1)	08/07/2017		D	70,673,242 (2) (8)	(1)	(1)		Series A Convertible Preferred Stock
Series C Convertible Participating Preferred Stock	(3)	08/07/2017		D	24,874,370 (2) (8)	(3)	(3)		Series C Convertible Preferred Stock
Series A-1 Convertible Participating Preferred Stock	(4)	08/07/2017		A	7,852,582.44 (2) (9)	(4)	(4)		Series A-1 Convertible Preferred Stock
Series C-1 Convertible Participating Preferred Stock	(5)	08/07/2017		A	6,218,592.5 (2) (9)	(5)	(5)		Series C-1 Convertible Preferred Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADVANCE LONG-TERM MANAGEMENT TRUST ONE NEWARK CENTER, 19TH FLOOR C/O ROBINSON MILLER, LLC NEWARK, NJ 07102	X	X		
NEWHOUSE BROADCASTING CORP 6350 COURT STREET EAST SYRACUSE, NY 13057	X	X		
	X	X		

ADVANCE PUBLICATIONS, INC
950 FINGERBOARD ROAD
STATEN ISLAND, NY 10305

NEWHOUSE FAMILY HOLDINGS, L.P.
ONE WORLD TRADE CENTER
NEW YORK, NY 10007

X X

ADVANCE/NEWHOUSE PROGRAMMING PARTNERSHIP
6350 COURT STREET
EAST SYRACUSE, NY 13057

X X

Signatures

Advance/Newhouse Programming Partnership, By: /s/ Michael A. Newhouse, Vice President	08/08/2017
__Signature of Reporting Person	Date
Newhouse Broadcasting Corporation, By: /s/ Michael A. Newhouse, Executive Vice President	08/08/2017
__Signature of Reporting Person	Date
Advance Publications, Inc., By: /s/ Michael A. Newhouse, Co-President	08/08/2017
__Signature of Reporting Person	Date
Newhouse Family Holdings, L.P., By: Advance Long-Term Management Trust, as General Partner, By: /s/ Michael A. Newhouse, Trustee	08/08/2017
__Signature of Reporting Person	Date
Advance Long-Term Management Trust, By: /s/ Michael A. Newhouse, Trustee	08/08/2017
__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) Each share of Series A Convertible Participating Preferred Stock is convertible pursuant to its terms into one share of Series A Common Stock and one share of Series C Common Stock at any time (following a stock dividend that occurred on August 6, 2014).
On August 7, 2017, shares of Series A Convertible Participating Preferred Stock and Series C Convertible Participating Preferred Stock were transferred to the Issuer in exchange for shares of Series A-1 Convertible Participating Preferred Stock and Series C-1 Convertible Participating Preferred Stock (the "Exchange"). Immediately following the Exchange, Advance/Newhouse Programming Partnership's beneficial ownership of the aggregate number of shares of Series A Common Stock and Series C Common Stock into which the Series A-1 Convertible Participating Preferred Stock and Series C-1 Convertible Participating Preferred Stock received by Advance/Newhouse Programming Partnership in the Exchange are convertible remained unchanged.
- (2) Each share of Series C Convertible Participating Preferred Stock is convertible pursuant to its terms into two shares of Series C Common Stock at any time (following a stock dividend that occurred on August 6, 2014).
- (3) Each share of Series A-1 Convertible Participating Preferred Stock is convertible pursuant to its terms into nine shares of Series A Common Stock at any time.
- (4) Each share of Series C-1 Convertible Participating Preferred Stock is convertible pursuant to its terms into 19.3648 shares of Series C Common Stock at any time.
- (5) Prior to the Exchange, Advance/Newhouse Programming Partnership was the record holder of the Series A Convertible Participating Preferred Stock and Series C Convertible Participating Preferred Stock. The other reporting persons owned such shares through subsidiaries. Each reporting person disclaims beneficial ownership except to the extent of its pecuniary interest.
- (6) After the Exchange, Advance/Newhouse Programming Partnership is the record holder of the Series A-1 Convertible Participating Preferred Stock and Series C-1 Convertible Participating Preferred Stock. The other reporting persons own such shares through subsidiaries. Each reporting person disclaims beneficial ownership except to the extent of its pecuniary interest.
- (7)

Edgar Filing: NEWHOUSE BROADCASTING CORP - Form 4

- (8) Disposed to the Issuer in an exempt transaction.
- (9) Acquired from the Issuer in an exempt transaction.

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.