

HEMISPHERE MEDIA GROUP, INC.

Form 4

October 25, 2016

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 *
Hindery Leo J. Jr.

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)
10/21/2016

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

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

(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 33146

(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	(A) or (D)	Price			
Class A Common Stock	10/21/2016		C ⁽¹⁾⁽²⁾		9,226,420	A	\$ 0	9,226,420	I	By Intermedia Partners VII, L.P. ⁽³⁾
Class A Common Stock	10/21/2016		J ⁽⁴⁾		8,807,037	D	\$ 0	419,383 ⁽⁵⁾	I	By Intermedia Partners VII, L.P. ⁽³⁾
Class A Common								32,516	D	

Stock

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Warrants (Right to Purchase)	\$ 6	10/21/2016		J ⁽⁴⁾	700,522	04/04/2013 04/04/2018 ⁽⁶⁾	Class A Common Stock
Warrants (Right to Purchase)	\$ 6	10/21/2016		S	744,198 ⁽⁷⁾	04/04/2013 04/04/2018 ⁽⁶⁾	Class A Common Stock
Warrants (Right to Purchase)	\$ 6	10/21/2016		S	422,092 ⁽⁷⁾	04/04/2013 04/04/2018 ⁽⁶⁾	Class A Common Stock
Class B Common Stock	<u>(1)</u>	10/21/2016		C ⁽¹⁾⁽²⁾	9,226,420	<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B Common Stock	<u>(1)</u>	10/21/2016		J ⁽⁴⁾	680,952	<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B Common Stock	<u>(1)</u>	10/21/2016		S	10,525,090 ⁽⁷⁾	<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B Common Stock	<u>(1)</u>	10/21/2016		S	5,969,581 ⁽⁷⁾	<u>(1)</u> <u>(1)</u>	Class A Common Stock

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