

BEASLEY BROADCAST GROUP INC  
Form SC 13D/A  
July 28, 2017

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)**

**Beasley Broadcast Group, Inc.**

**(Name of Issuer)**

**Class A Common Stock \$0.001 Par Value Per Share**

**(Title of Class of Securities)**

**074014101**

**(CUSIP Number)**

**Richard D. Bohm**

**Debevoise & Plimpton LLP**

**919 Third Avenue**

**New York, NY 10022**

**212-909-6000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 18, 2017**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Peter A. Bordes, Jr., individually and as a Trustee of the Peter A. Bordes, Jr. 2009 Gift Trust

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		

WITH 0  
10 SHARED DISPOSITIVE POWER

11 1,413,850.99  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,413,850.99  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 \*  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 11.61%  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* Excludes 4,009,142.01 shares of Class A Common Stock held by other Reporting Persons as to which Peter A. Bordes, Jr. disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Cristina Bordes, as a Trustee of the Cristina Bordes 2009 Gift Trust, the Lee Bordes 2013 GRAT #4, the Lee Bordes 2013 GRAT #5, the Lee Bordes 2014 GRAT #6, the Lee Bordes 2014 GRAT #7, the Lee Bordes 2015 GRAT #5, the Lee Bordes 2015 GRAT #6, the Lee Bordes 2015 GRAT #7, the Lee Bordes 2017 GRAT #1 and the Lee Bordes 2017 GRAT #2

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (Please see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

2,781,834.94

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

2,781,834.94

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,781,834.94

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.85%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* Excludes 2,641,158.06 shares of Class A Common Stock held by other Reporting Persons as to which Cristina Bordes disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Stephen F. Lappert, as a Trustee of the Lee Bordes 2013 GRAT #4, the Lee Bordes 2013 GRAT #5, the Lee Bordes 2014 GRAT #6, the Lee Bordes 2014 GRAT #7, the Lee Bordes 2015 GRAT #5, the Lee Bordes 2015 GRAT #6, Lee Bordes 2015 GRAT #7, the Lee Bordes 2017 GRAT #1 and the Lee Bordes 2017 GRAT #2, the Peter A. Bordes, Jr. 2009 Gift Trust, the Cristina Bordes 2009 Gift Trust, the Stephanie Bordes 2009 Gift Trust and the Stephen Bordes 2009 Gift Trust

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING	4,364,215.84
PERSON	9 SOLE DISPOSITIVE POWER
WITH	0
	10 SHARED DISPOSITIVE POWER
11	4,364,215.84 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	4,364,215.84 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
13	* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	35.85% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* Excludes 1,058,777.16 shares of Class A Common Stock held by other Reporting Persons as to which Stephen F. Lappert disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		

WITH 0  
10 SHARED DISPOSITIVE POWER

4,364,215.84  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,364,215.84  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

35.85%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* Excludes 1,058,777.16 shares of Class A Common Stock held by other Reporting Persons as to which Lee Bordes disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Stephanie L. Bordes, as a Trustee of the Stephanie Bordes 2009 Gift Trust

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		

WITH 0  
10 SHARED DISPOSITIVE POWER

490,036.91  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

490,036.91  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.03%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* Excludes 4,932,956.09 shares of Class A Common Stock held by other Reporting Persons as to which Stephanie L. Bordes disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Stephen M. Bordes, as a Trustee of the Stephen Bordes 2009 Gift Trust

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

546,171.99  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

546,171.99  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

546,171.99  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.49%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* Excludes 4,876,821.01 shares of Class A Common Stock held by other Reporting Persons as to which Stephen M. Bordes disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Peter A. Bordes Marital Trust

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (Please see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New Jersey

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 191,098.16  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 191,098.16  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

191,098.16  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.57%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,231,894.84 shares of Class A Common Stock held by other Reporting Persons as to which the Peter A. Bordes Marital Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes Revocable Trust

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,422,993.00 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes Revocable Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Peter A. Bordes, Jr. 2009 Gift Trust

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	546,171.99	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	0	9
PERSON		SOLE DISPOSITIVE POWER

WITH 546,171.99  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

546,171.99  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.49%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 4,876,821.01 shares of Class A Common Stock held by other Reporting Persons as to which the Peter A. Bordes, Jr. 2009 Gift Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Cristina Bordes 2009 Gift Trust

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (Please see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 546,171.99  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 546,171.99  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

546,171.99  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.49%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 4,876,821.01 shares of Class A Common Stock held by other Reporting Persons as to which the Cristina Bordes 2009 Gift Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Stephanie Bordes 2009 Gift Trust

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (Please see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 490,036.91  
8 SHARED VOTING POWER

OWNED BY

EACH

0  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 490,036.91  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

490,036.91  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.03%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 4,932,956.09 shares of Class A Common Stock held by other Reporting Persons as to which the Stephanie Bordes 2009 Gift Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Stephen Bordes 2009 Gift Trust

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (Please see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 546,171.99  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 546,171.99  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

546,171.99  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.49%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 4,876,821.01 shares of Class A Common Stock held by other Reporting Persons as to which the Stephen Bordes 2009 Gift Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2013 GRAT #4

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		

WITH 0  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,422,993.00 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2013 GRAT #4 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2013 GRAT #5

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		

WITH 0  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,422,993.00 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2013 GRAT #5 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2014 GRAT #6

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,422,993.00 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2014 GRAT #6 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2014 GRAT #7

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (Please see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,422,993.00 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2014 GRAT #7 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2015 GRAT #5

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,422,993.00 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2015 GRAT #5 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2015 GRAT #6

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,422,993.00 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2015 GRAT #6 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2015 GRAT #7

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (Please see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 70,851.22  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 70,851.22  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,851.22  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.58%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 5,352,141.78 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2015 GRAT #7 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2017 GRAT #1

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

States of Florida

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	1,082,405.86	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	0	
PERSON	9	SOLE DISPOSITIVE POWER

WITH 1,082,405.86  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,082,405.86  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.89%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 4,340,587.14 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2017 GRAT #1 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP No. 074014101

1 NAME OF REPORTING PERSON

Lee Bordes 2017 GRAT #2

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO (Please see Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR (2e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,082,405.86  
8 SHARED VOTING POWER

OWNED BY

EACH

0  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,082,405.86  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,082,405.86  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

\*  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.89%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Excludes 4,340,587.14 shares of Class A Common Stock held by other Reporting Persons as to which the Lee Bordes 2017 GRAT #2 disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

AMENDMENT NO. 2 TO SCHEDULE 13D

This Schedule 13D is being filed jointly by (i) the trusts (the Trust Filers ) and individuals (in their capacity as trustee or co-trustee of one or more Trust Filers or otherwise) listed in Item 2(a) below who may be deemed to beneficially own a certain number of the shares of Class A Common Stock of Beasley Broadcast Group, Inc., a Delaware corporation (the Issuer ), par value \$.001 per share (the Class A Common Stock ), as described herein, and (ii) the Lee Bordes 2013 GRAT #4, Lee Bordes 2013 GRAT #5, Lee Bordes 2014 GRAT #6, Lee Bordes 2014 GRAT #7, Lee Bordes 2015 GRAT #5 and Lee Bordes 2015 GRAT #6 (the Old GRATs ), to reflect the distribution of all Issuer securities held by the Old GRATs and their ceasing to be Trust Filers, and to add two new trusts, the Lee Bordes 2017 GRAT #1 and the Lee Bordes GRAT #2, as Trust Filers (the New Trust Filers ).

The Schedule 13D (the Schedule ) filed by the original Trust Filers on November 14, 2016, as amended and supplemented by Amendment No. 1 filed on May 30, 2017, is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment No. 2.

**Item 2. Identity and Background**

The disclosure in Item 2 is hereby amended by amending and restating part (a) thereof as follows:

The names of the Reporting Persons who are Trust Filers are:

Lee Bordes Revocable Trust; Peter A. Bordes Marital Trust;

Peter A. Bordes, Jr. 2009 Gift Trust; Cristina Bordes 2009 Gift Trust; Stephanie Bordes 2009 Gift Trust; Stephen Bordes 2009 Gift Trust (collectively, the Gift Trusts ); and

Lee Bordes 2015 GRAT #7; Lee Bordes 2017 GRAT #1; and Lee Bordes 2017 GRAT #2 (collectively, the Lee Bordes GRATs and individually, a Lee Bordes GRAT ).

The names of the Reporting Persons who are individual filers are:

Peter A. Bordes, Jr., individually and as a Trustee of the Peter A. Bordes, Jr. 2009 Gift Trust; Cristina Bordes, as a Trustee of the Cristina Bordes 2009 Gift Trust and the Lee Bordes GRATs; Stephanie L. Bordes, as a Trustee of the Stephanie Bordes 2009 Gift Trust; Stephen M. Bordes, as a Trustee of the Stephen Bordes 2009 Gift Trust; and Lee Bordes (collectively, the Bordes Family ); and

Stephen F. Lappert, as a Trustee of the Gift Trusts and Lee Bordes GRATs.

The Old GRATs ceased to be Trust Filers on July 18, 2017.

The disclosure in Item 2(b) is hereby amended by adding the New GRATs at the end thereof as follows:

The New Trust Filers are trusts established under the laws of the State of Florida for the benefit of Lee Bordes and have an address of c/o Carter Ledyard & Millburn LLP, Two Wall Street, New York, NY 10005.

The disclosure in Item 2(d) is hereby amended by adding the following at the end thereof:

Neither New Trust Filer, during the last five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

The disclosure in Item 2(e) is hereby amended by adding the following at the end thereof:

Neither New Trust Filer, during the last five years, has been a party to a civil proceeding of a judicial body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### **Item 3. Source and Amount of Funds or Other Consideration.**

The disclosure in Item 3 is hereby amended by adding the following at the end thereof:

On July 18, 2017, the Old GRATs distributed the shares of the Issuer held by each such Old GRAT to the Lee Bordes Revocable Trust, and the Lee Bordes 2015 GRAT #7 distributed 190,000 shares of the Issuer to the Lee Bordes Revocable Trust. No funds were exchanged in connection with such distributions.

The Lee Bordes 2017 GRAT #1 was formed by Lee Bordes on July 19, 2017, and on July 27, 2017, the Lee Bordes Revocable Trust contributed the number of shares of the Issuer indicated as owned by the New GRAT in Item 5 of this Amendment No. 2 to Schedule 13D to the New GRAT.

The Lee Bordes 2017 GRAT #2 was formed by Lee Bordes on July 19, 2017, and on July 27, 2017, the Lee Bordes Revocable Trust contributed the number of shares of the Issuer indicated as owned by the New GRAT in Item 5 of this Amendment No. 2 to Schedule 13D to the New GRAT.

### **Item 4. Purpose of Transaction**

The disclosure in Item 4 is hereby amended by adding the following to the end thereof:

The transactions described in Item 3 that took place on July 18, 2017 and on July 27, 2017 were effected for estate planning purposes for Lee Bordes.

### **Item 5. Interest in Securities of Issuer**

All share percentage calculations in this Schedule 13D are based on 12,173,681 shares of Class A Common Stock outstanding as of May 2, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9, 2017.

(a) and (b) The Reporting Persons may be deemed to beneficially own an aggregate of 5,422,993 shares of Class A Common Stock as a result of their beneficial ownership of 4,555,314 shares of Class A Common Stock (the Merger Shares) held directly by the Trust Filers, and 867,679 shares of Class A Common Stock (the Holdback Shares) held in escrow and subject to reduction in connection with a final determination of any adjustment to the Purchase Price pursuant to the Merger Agreement. Such aggregate amount represents approximately 44.55% of the total shares of the Issuer's Class A Common Stock currently outstanding. Each of the Reporting Persons disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Peter A. Bordes, Jr. may be deemed to beneficially own an aggregate of 1,413,850.99 shares of Class A Common Stock. This aggregate amount represents approximately 11.61% of the shares of Class A Common Stock currently outstanding. He may be deemed to have the current shared power to vote or direct the vote of an aggregate of 867,679 Holdback Shares as a result of certain voting provisions of the Escrow Agreement (as defined and described in Item 6 below), and, as a





co-trustee, the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 546,171.99 shares of Class A Common Stock owned of record by the Peter A. Bordes, Jr. 2009 Gift Trust. He disclaims beneficial ownership, except to the extent of any pecuniary interest, of 546,171.99 shares of Class A Common Stock owned of record by the Peter A. Bordes, Jr. 2009 Gift Trust and an aggregate of 867,679 Holdback Shares, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Cristina Bordes may be deemed to beneficially own an aggregate of 2,781,834.94 shares of Class A Common Stock. This aggregate amount represents approximately 22.85% of the shares of Class A Common Stock currently outstanding. As a co-trustee, she may be deemed to have the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 2,781,834.94 shares of Class A Common Stock (including 546,171.99 shares of Class A Common Stock owned of record by the Cristina Bordes 2009 Gift Trust and an aggregate of 2,235,662.95 shares of Class A Common Stock owned of record by the Lee Bordes GRATs). She disclaims beneficial ownership, except to the extent of any pecuniary interest, of 546,171.99 shares of Class A Common Stock owned of record by the Cristina Bordes 2009 Gift Trust and an aggregate of 2,235,662.95 shares of Class A Common Stock owned of record by the Lee Bordes GRATs, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Stephen F. Lappert may be deemed to beneficially own an aggregate of 4,364,215.84 shares of Class A Common Stock. This aggregate amount represents approximately 35.85% of the shares of Class A Common Stock currently outstanding. As a co-trustee, he may be deemed to have the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 4,364,215.84 shares of Class A Common Stock (including an aggregate of 2,128,552.89 shares of Class A Common Stock owned of record by the Gift Trusts and an aggregate of 2,235,662.95 shares of Class A Common Stock owned of record by the Lee Bordes GRATs). He disclaims beneficial ownership of an aggregate of 2,128,552.89 shares of Class A Common Stock owned of record by the Gift Trusts and an aggregate of 2,235,662.95 shares of Class A Common Stock owned of record by the Lee Bordes GRATs, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Lee Bordes may be deemed to beneficially own an aggregate of 4,364,215.84 shares of Class A Common Stock. This aggregate amount represents approximately 18.07% of the shares of Class A Common Stock currently outstanding. By reason of certain asset substitution rights, she may be deemed to have the right to acquire and therefore may be deemed to have the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 4,364,215.84 shares of Class A Common Stock (including an aggregate of 2,128,552.89 shares of Class A Common Stock owned of record by the Gift Trusts and an aggregate of 2,235,662.95 shares of Class A Common Stock owned of record by the Lee Bordes GRATs). She disclaims beneficial ownership of an aggregate of 2,128,552.89 shares of Class A Common Stock owned of record by the Gift Trusts and an aggregate of 2,235,662.95 shares of Class A Common Stock owned of record by the Lee Bordes GRATs, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Stephanie L. Bordes may be deemed to beneficially own an aggregate of 490,036.91 shares of Class A Common Stock. This aggregate amount represents approximately 4.03% of the shares of Class A Common Stock currently outstanding. As a co-trustee, she may be deemed to have the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 490,036.91 shares of Class A Common Stock owned of record by the Stephanie Bordes 2009 Gift Trust. She disclaims beneficial ownership, except to the extent of any pecuniary interest, of 490,036.91 shares of Class A Common Stock owned of record by the Stephanie Bordes 2009 Gift Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Stephen M. Bordes may be deemed to beneficially own an aggregate of 546,171.99 shares of Class A Common Stock. This aggregate amount represents approximately 4.49% of the shares of Class A Common Stock currently outstanding. As a co-trustee, he may be deemed to have the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 546,171.99 shares of Class A Common Stock owned of record by the Stephen Bordes 2009 Gift Trust. He disclaims beneficial ownership, except to the extent of any pecuniary interest, of 546,171.99 shares of Class A Common Stock owned of record by the Stephen Bordes 2009 Gift Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

The Peter A. Bordes Marital Trust may be deemed to beneficially own an aggregate of 191,098.16 shares of Class A Common Stock. Peter A. Bordes, Jr., Cristina Bordes, Stephanie L. Bordes, Stephen M. Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 8 of this Schedule 13D is hereby incorporated by reference.

The Lee Bordes Revocable Trust may be deemed to beneficially own an aggregate of 0 shares of Class A Common Stock. Peter A. Bordes, Jr., Cristina Bordes, Stephanie L. Bordes, Stephen M. Bordes and JPMorgan Chase Bank, N.A. are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 9 of this Schedule 13D is hereby incorporated by reference.

The Peter A. Bordes, Jr. 2009 Gift Trust may be deemed to beneficially own an aggregate of 546,171.99 shares of Class A Common Stock. Peter A. Bordes, Jr. and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 10 of this Schedule 13D is hereby incorporated by reference.

The Cristina Bordes 2009 Gift Trust may be deemed to beneficially own an aggregate of 546,171.99 shares of Class A Common Stock. Cristina Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 11 of this Schedule 13D is hereby incorporated by reference.

The Stephanie Bordes 2009 Gift Trust may be deemed to beneficially own an aggregate of 490,036.91 shares of Class A Common Stock. Stephanie Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 12 of this Schedule 13D is hereby incorporated by reference.

The Stephen Bordes 2009 Gift Trust may be deemed to beneficially own an aggregate of 546,171.99 shares of Class A Common Stock. Stephen Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 13 of this Schedule 13D is hereby incorporated by reference.

The Lee Bordes 2015 GRAT #7 may be deemed to beneficially own an aggregate of 70,851.22 shares of Class A Common Stock. Cristina Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 20 of this Schedule 13D is hereby incorporated by reference.

The Lee Bordes 2017 GRAT #1 may be deemed to beneficially own an aggregate of 1,082,405.86 shares of Class A Common Stock. Cristina Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 21 of this Schedule 13D is hereby incorporated by reference.

The Lee Bordes 2017 GRAT #2 may be deemed to beneficially own an aggregate of 1,082,405.86 shares of Class A Common Stock. Cristina Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and

dispose of the shares held by the trust. The information contained on page 22 of this Schedule 13D is hereby incorporated by reference.

The Old GRATs ceased to own any shares of the Issuer on July 18, 2017.

(c) The following transactions in the Issuer's Securities have been effected by Group Members within the 60 days prior to this filing:

On July 18, 2017, each of the Grantor Retained Annuity Trusts listed in the table below transferred the number of shares of Class A Common Stock listed in the table below to the Lee Bordes Revocable Trust. No funds were exchanged in connection with any of the transfers of shares of the Issuer's Class A Common Stock.

#### Number of shares of Class

Transferor	A Common Stock	Transferee
Lee Bordes 2013 GRAT #4	47,546.799	Lee Bordes Revocable Trust
Lee Bordes 2013 GRAT #5	86,979.483	Lee Bordes Revocable Trust
Lee Bordes 2014 GRAT #6	106,754.797	Lee Bordes Revocable Trust
Lee Bordes 2014 GRAT #7	177,030.213	Lee Bordes Revocable Trust
Lee Bordes 2015 GRAT #5	188,485.270	Lee Bordes Revocable Trust
Lee Bordes 2015 GRAT #6	236,935.088	Lee Bordes Revocable Trust
Lee Bordes 2015 GRAT #7	190,000.000	Lee Bordes Revocable Trust

On July 27, 2017, the Lee Bordes Revocable Trust transferred the number of shares of Class A Common Stock listed in the table below to each of the Grantor Retained Annuity Trusts listed in the table below. No funds were exchanged in connection with any of the transfers of shares of the Issuer's Class A Common Stock.

#### Number of shares of Class

Transferor	A Common Stock	Transferee
Lee Bordes Revocable Trust	1,082,405.86	Lee Bordes 2017 GRAT #1
Lee Bordes Revocable Trust	1,082,405.86	Lee Bordes 2017 GRAT #2

(e) On July 18, 2017, each of Lee Bordes 2013 GRAT #4, Lee Bordes 2013 GRAT #5, Lee Bordes 2014 GRAT #6, Lee Bordes 2014 GRAT #7, Lee Bordes 2015 GRAT #5 and Lee Bordes 2015 GRAT #6 ceased to be a beneficial owner of Issuer securities and a Trust Filer.

**Item 7. Material to be Filed as Exhibits.**

Exhibit A.2: Joint Filing Agreement, dated July 28, 2017.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 28, 2017

PETER A. BORDES, JR., as Trustee of the  
Peter A. Bordes, Jr. 2009 Gift Trust

\*

Peter A. Bordes, Jr.

CRISTINA BORDES, as a Trustee of the  
Cristina Bordes 2009 Gift Trust, the Lee  
Bordes 2013 GRAT #4, the Lee Bordes 2013  
GRAT #5, the Lee Bordes 2014 GRAT #6, the  
Lee Bordes 2014 GRAT #7, the Lee Bordes  
2015 GRAT #5, the Lee Bordes 2015 GRAT  
#6, the Lee Bordes 2015 GRAT #7, the Lee  
Bordes 2017 GRAT #1 and the Lee Bordes  
2017 GRAT #2

\*

Cristina Bordes

STEPHEN F. LAPPERT, as a Trustee of the  
Lee Bordes 2013 GRAT #4, the Lee Bordes  
2013 GRAT #5, the Lee Bordes 2014 GRAT  
#6, the Lee Bordes 2014 GRAT #7, the Lee  
Bordes 2015 GRAT #5, the Lee Bordes 2015  
GRAT #6, the Lee Bordes 2015 GRAT #7, the  
Lee Bordes 2017 GRAT #1 and the Lee  
Bordes 2017 GRAT #2, the Peter A. Bordes,  
Jr. 2009 Gift Trust, the Cristina Bordes 2009  
Gift Trust, the Stephanie Bordes 2009 Gift  
Trust and the Stephen Bordes 2009 Gift Trust

/s/ Stephen F. Lappert  
Stephen F. Lappert

LEE BORDES

\*

Lee Bordes

STEPHANIE L. BORDES, as a Trustee of the  
Stephanie Bordes 2009 Gift Trust

\*

Stephanie L. Bordes

STEPHEN M. BORDES, as a Trustee of the  
Stephen Bordes 2009 Gift Trust

\*

Stephen M. Bordes

LEE BORDES REVOCABLE TRUST

\*

By: Peter A. Bordes, Jr., Trustee

\*

By: Cristina Bordes, Trustee

\*

By: Stephanie L. Bordes, Trustee

\*

By: Stephen M. Bordes, Trustee

PETER A. BORDES MARITAL TRUST

\*

By: Peter A. Bordes, Jr., Trustee

\*

By: Cristina Bordes, Trustee

\*

By: Stephanie L. Bordes, Trustee

\*

By: Stephen M. Bordes, Trustee

/s/ Stephen F. Lappert

By: Stephen F. Lappert, Trustee

PETER A. BORDES, JR. 2009 GIFT TRUST

\*

By: Peter A. Bordes, Jr., Trustee

/s/ Stephen F. Lappert

By: Stephen F. Lappert, Trustee

CRISTINA BORDES 2009 GIFT TRUST

\*

By: Cristina Bordes, Trustee

/s/ Stephen F. Lappert

By: Stephen F. Lappert, Trustee

STEPHANIE BORDES 2009 GIFT TRUST

\*

By: Stephanie L. Bordes, Trustee

/s/ Stephen F. Lappert

By: Stephen F. Lappert, Trustee

STEPHEN BORDES 2009 GIFT TRUST

\*

By: Stephen M. Bordes, Trustee

/s/ Stephen F. Lappert

By: Stephen F. Lappert, Trustee

LEE BORDES 2013 GRAT #4

LEE BORDES 2013 GRAT #5

LEE BORDES 2014 GRAT #6



LEE BORDES 2014 GRAT #7

LEE BORDES 2015 GRAT #5

LEE BORDES 2015 GRAT #6

LEE BORDES 2015 GRAT #7

LEE BORDES 2017 GRAT #1

LEE BORDES 2017 GRAT #2

\*

By: Cristina Bordes, Trustee

/s/ Stephen F. Lappert

By: Stephen F. Lappert, Trustee

\*By: /s/ Stephen F. Lappert  
Stephen F. Lappert  
as Attorney-in-Fact

Schedule 2 to the Schedule 13D is hereby amended to add the following to the end hereof:

5. Stephen F. Lappert and Cristina A. Bordes are co-trustees of each of the following grantor retained annuity trusts established by Lee Bordes (the Grantor ) (each, a 2017 GRAT and collectively, the 2017 GRATs )

From each of the 2017 GRATs, a single annuity payment is made in each year of the 2017 GRAT term, consisting of net income, and to the extent the net income is insufficient, principal, to the Grantor or, if she has died, to her estate. The trustees expect to satisfy the annuity payments, in whole or in part, through a distribution of shares of the Issuer. If the Grantor dies during the term of the GRAT, the trust property is payable to her estate. Property remaining after all amounts due the Grantor or her estate have been satisfied is paid to the four Gift Trusts described above. If at any time fewer than three trustees are acting, the acting trustees may appoint a co-trustee or co-trustees or a successor trustee or successor trustees.

Lee Bordes or her representatives, acting in a non-fiduciary capacity and without the consent of any trustee, has the power to reacquire any assets belonging to the trust by substituting other property of equivalent value as determined by the trustees (other than Lee Bordes or her representatives or any person related or subordinate to Lee Bordes or such representatives, within the meaning of section 672(c) of the Internal Revenue Code, to her or it).