

LIN Media LLC
Form 4
December 23, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**HICKS MUSE TATE & FURST
EQUITY FUND III LP**

(Last) (First) (Middle)

**C/O HICKS, MUSE, TATE &
FURST INCORP., 2100
MCKINNEY AVENUE, SUITE
1600**

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LIN Media LLC [NYSE: LIN]

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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 Shares	06/12/2014		C		2,311,798	A	<u>(1)</u>	2,311,798	I <u>(1)</u> <u>(2)</u>	See Footnotes <u>(1)</u> <u>(2)</u>
Class A Common Shares	06/12/2014		C		30,231	A	<u>(3)</u>	2,342,029	I <u>(2)</u> <u>(4)</u>	See Footnotes <u>(2)</u> <u>(4)</u>
Class A Common Shares	12/19/2014		U <u>(5)</u>		2,311,798	D	<u>(5)</u>	30,231	I <u>(2)</u> <u>(6)</u>	See Footnotes <u>(2)</u> <u>(6)</u>

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Class A Common Shares	12/19/2014	U ⁽⁵⁾	30,231	D	⁽⁵⁾	0	I ⁽²⁾	See Footnote ⁽²⁾
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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.

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Shares	(7)	06/12/2014		C	2,311,798	(7)	(7)	Class A Common Shares	2,311,7
Class B Common Shares	(7)	06/12/2014		C	30,231	(7)	(7)	Class A Common Shares	30,23
Class B Common Shares	(7)	12/19/2014		U(5)	13,883,813	(7)	(7)	Class A Common Shares	13,883,
Class B Common Shares	(7)	12/19/2014		U(5)	181,556	(7)	(7)	Class A Common Shares	181,5
Class C Common Shares	(11)	12/19/2014		U(5)	1	(11)	(11)	Class A Common Shares	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HICKS MUSE TATE & FURST EQUITY FUND III LP C/O HICKS, MUSE, TATE & FURST INCORP. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	Former 10% Owner

HM3/GP PARTNERS, L.P.
C/O HICKS, MUSE, TATE & FURST INCORP.
2100 MCKINNEY AVENUE, SUITE 1600
DALLAS, TX 75201

Former 10% Owner

HM3 COINVESTORS, L.P.
C/O HICKS, MUSE, TATE & FURST INCORP.
2100 MCKINNEY AVENUE, SUITE 1600
DALLAS, TX 75201

Former 10% Owner

HICKS MUSE GP PARTNERS III LP
C/O HICKS, MUSE, TATE & FURST INCORP.
2100 MCKINNEY AVENUE, SUITE 1600
DALLAS, TX 75201

Former 10% Owner

HICKS MUSE FUND III INC
C/O HICKS, MUSE, TATE & FURST INCORP.
2100 MCKINNEY AVENUE, SUITE 1600
DALLAS, TX 75201

Former 10% Owner

Signatures

SEE
ATTACHMENTS 12/23/2014

__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 June 12, 2014, 2,311,798 Class B Common Shares were converted into 2,311,798 Class A Common Shares at the holder's election for no additional consideration. All 2,311,798 Class B Common Shares were held of record by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"). All 2,311,798 Class A Common Shares are held of record by Fund III.
- (2) HM3/GP Partners, L.P., a Texas limited partnership ("HM3/GP Partners"), is the sole general partner of Fund III. Hicks Muse GP Partners III, L.P., a Texas limited partnership ("GP Partners III"), is the sole general partner of HM3/GP Partners and HM3 Coinvestors, L.P. ("HM3 Coinvestors"). Hicks Muse Fund III Incorporated, a Texas corporation ("Fund III Incorporated"), is the sole general partner of GP Partners III. HM3/GP Partners may be deemed to beneficially own all of the securities that are held directly by Fund III, and GP Partners III and Fund III Incorporated may be deemed to beneficially own all of the securities held directly by Fund III and HM3 Coinvestors. Each of HM3/GP Partners, GP Partners III and Fund III Incorporated disclaim beneficial ownership of such securities except to the extent of any of their respective pecuniary interest therein.
- (3) On June 12, 2014, 30,231 Class B Common Shares were converted into 30,231 Class A Common Shares at the holder's election for no additional consideration. All 30,231 Class B Common Shares were held of record by HM3 Coinvestors. All 30,231 Class A Common Shares are held of record by HM3 Coinvestors.
- (4) Of the 2,342,029 Class A Common Shares, (a) 2,311,798 shares are held of record by Fund III and (b) 30,231 shares are held of record by HM3 Coinvestors.
- (5) Each share was disposed of pursuant to a merger agreement among the issuer, Media General, Inc. and certain of Media General, Inc.'s subsidiaries in exchange for, at the election of the holder thereof, either (a) \$25.97 in cash without interest or (b) 1.4714 shares of the voting common stock of Media General, Inc., in each case, upon the terms and subject to the conditions set forth in the merger agreement.
- (6) All 30,231 Class A Common Shares are held of record by HM3 Coinvestors.
- (7) At any time upon the election of the holder for no additional consideration, each Class B Common Share is convertible into (i) one fully paid and non-assessable Class A Common Share or (ii) one fully paid and non-assessable Class C Common Share; provided that (a) any necessary approvals of the Federal Communication Commission have been obtained prior to any conversion, and (b) no

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Class B Common Shares will be converted into Class C Common Shares unless the holders of at least a majority of the Class B Common Shares approve such conversion.

- (8) Of the 14,095,600 Class B Common Shares, (a) 13,883,813 shares are held of record by Fund III and (b) 211,787 shares are held of record by HM3 Coinvestors.
- (9) Of the 14,065,369 Class B Common Shares, (a) 13,883,813 shares are held of record by Fund III and (b) 181,556 shares are held of record by HM3 Coinvestors.
- (10) All 181,556 Class B Common Shares are held of record by HM3 Coinvestors.
- (11) Each Class C Common Share converts automatically, for no additional consideration, into a Class A Common Share upon conversion of a majority of the Class B Common Shares.

Remarks:

The reporting persons may be deemed to be members of a group with other affiliated entities that collectively were 10% owners.

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.