

HEMISPHERE MEDIA GROUP, INC.

Form 4

November 06, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Luxor Capital Group, LP

2. Issuer Name **and** Ticker or Trading  
Symbol  
HEMISPHERE MEDIA GROUP,  
INC. [HMTVA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1114 AVENUE OF THE  
AMERICAS, 29TH FLOOR

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/04/2013

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

NEW YORK, NY 10036

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

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

(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 <sup>(1)</sup> | 11/04/2013                           |                                                    | P                              |                                                                   | 305,300 | A          | \$ 9.75                                                                                       | 1,020,346                                                | I <sup>(2)</sup> By Luxor Capital Partners, LP        |
| Class A Common Stock <sup>(1)</sup> | 11/04/2013                           |                                                    | P                              |                                                                   | 30,159  | A          | \$ 9.75                                                                                       | 89,575                                                   | I <sup>(3)</sup> By Separately Managed Account        |
| Class A Common Stock <sup>(1)</sup> | 11/04/2013                           |                                                    | P                              |                                                                   | 476,108 | A          | \$ 9.75                                                                                       | 1,618,652                                                | I <sup>(4)</sup> By Luxor Capital Partners            |

|                                           |            |   |         |   |              |           |                  |                                                                    |
|-------------------------------------------|------------|---|---------|---|--------------|-----------|------------------|--------------------------------------------------------------------|
| Class A<br>Common<br>Stock <sup>(1)</sup> | 11/04/2013 | P | 98,200  | A | \$ 9.75      | 1,333,693 | I <sup>(5)</sup> | Offshore<br>Master<br>Fund, LP<br><br>By Luxor<br>Wavefront,<br>LP |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 11/04/2013 | P | 135,099 | A | \$<br>9.7497 | 1,155,445 | I <sup>(2)</sup> | Luxor<br>Capital<br>Partners,<br>LP                                |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 11/04/2013 | P | 13,300  | A | \$<br>9.7497 | 102,875   | I <sup>(3)</sup> | By<br>Separately<br>Managed<br>Account                             |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 11/04/2013 | P | 210,502 | A | \$<br>9.7497 | 1,829,154 | I <sup>(4)</sup> | By Luxor<br>Capital<br>Partners<br>Offshore<br>Master<br>Fund, LP  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 11/04/2013 | P | 43,499  | A | \$<br>9.7497 | 1,377,192 | I <sup>(5)</sup> | By Luxor<br>Wavefront,<br>LP                                       |
| Class A<br>Common<br>Stock <sup>(1)</sup> |            |   |         |   |              | 83,001    | I <sup>(6)</sup> | By Luxor<br>Spectrum<br>Offshore<br>Master<br>Fund, LP             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reportable<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|

|                | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|----------------|---------------------|--------------------|-------|----------------------------------------|
| Code V (A) (D) |                     |                    |       |                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                                           | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                          | Director      | 10% Owner | Officer | Other |
| Luxor Capital Group, LP<br>1114 AVENUE OF THE AMERICAS<br>29TH FLOOR<br>NEW YORK, NY 10036                               |               | X         |         |       |
| LUXOR CAPITAL PARTNERS OFFSHORE LTD<br>C/O M&C CORPORATE SVCS LTD<br>PO BOX 309 GT UGLAND HOUSE<br>GEORGE TOWN, E9 00000 |               | X         |         |       |
| Luxor Capital Partners, LP<br>1114 AVENUE OF THE AMERICAS<br>29TH FLOOR<br>NEW YORK, NY 10036                            |               | X         |         |       |
| Luxor Wavefront, LP<br>1114 AVENUE OF THE AMERICAS<br>29TH FLOOR<br>NEW YORK, NY 10036                                   |               | X         |         |       |
| LUXOR SPECTRUM OFFSHORE LTD<br>C/O MAPLES CORPORATE SERVICES LTD<br>P.O. BOX 309 GT<br>GEORGE TOWN, E9 KY1-1104          |               | X         |         |       |

## Signatures

Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

11/06/2013

\_\_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) This Form 4 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"), Luxor Wavefront, LP ("Wavefront Fund"), Luxor Spectrum Offshore Master Fund, LP ("Spectrum Offshore Master Fund"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.
- (2) Shares owned directly by Onshore Fund. Luxor Capital Group, as the investment manager of Onshore Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of

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Common Stock owned directly by Onshore Fund.

Shares held in an account separately managed by Luxor Capital Group (the "Separately Managed Account"). Luxor Capital Group, as the investment manager of the Separately Managed Account, may be deemed to beneficially own the shares of Common Stock held in the

(3) Separately Managed Account. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock held in the Separately Managed Account.

- Shares owned directly by Offshore Master Fund. Luxor Capital Group, as the investment manager of Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund.
- (4)

- Shares owned directly by Wavefront Fund. Luxor Capital Group, as the investment manager of Wavefront Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Wavefront Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Wavefront Fund.
- (5)

- Shares owned directly by Spectrum Offshore Master Fund. Luxor Capital Group, as the investment manager of Spectrum Offshore Master Fund may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Offshore Master Fund.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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