

Graffam Fred
Form 4
April 22, 2019

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 *
Graffam Fred

2. Issuer Name **and** Ticker or Trading
Symbol
Ascent Capital Group, Inc.
[ASCMA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5251 DTC PARKWAY, SUITE
1000

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2018

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior Vice President & CFO

(Street)

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

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

GREENWOOD
VILLAGE, CO 80111

(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) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |

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
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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)

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| 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) | 8. Price Paid for Derivative Security (Instr. 3) | | | | |
|---|--|---|---|--------------------------------------|--|--|---|--|--------------------|-----------------------------|-------------------------------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price |
| Phantom Units | <u>(1)</u> | 03/29/2018 | | A | | 61,142 | | <u>(2)</u> | <u>(2)</u> | Phantom Units <u>(1)</u> | 61,142 | \$ |
| Phantom Units | <u>(1)</u> | 01/04/2019 | | A | | 15,285 | | <u>(3)</u> | <u>(3)</u> | Phantom Units <u>(1)</u> | 15,285 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Graffam Fred 5251 DTC PARKWAY, SUITE 1000 GREENWOOD VILLAGE, CO 80111 | | | Senior Vice President & CFO | |

Signatures

/s/ William E Niles,
attorney-in-fact

04/22/2019

****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 phantom unit is the economic equivalent of one share of Ascent Capital Group, Inc.'s ("Ascent") Series A common stock.
- Vests in three equal annual installments beginning on March 29, 2019, subject to Mr. Graffam's employment with Ascent and Brinks Home Security ("BHS") on each vesting date. On the settlement date, which will be no later than fifteen days following the 20th trading day following the filing date of Ascent's Annual Report on Form 10-K in each relevant calendar year, the fair market value of the phantom units that vest shall be paid to Mr. Graffam in cash.
- (2) On the settlement date, which will be no later than fifteen days following the 20th trading day following the filing date of Ascent's Annual Report on Form 10-K in 2019, the fair market value of the phantom units shall be paid to Mr. Graffam in cash.
- (3) On the settlement date, which will be no later than fifteen days following the 20th trading day following the filing date of Ascent's Annual Report on Form 10-K in 2019, the fair market value of the phantom units shall be paid to Mr. Graffam in cash.

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.