

Ascent Capital Group, Inc.
Form 3
November 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Okumus Fund Management
Ltd.

(Last) (First) (Middle)

767 THIRD AVENUE,Â 35TH
FLOOR

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
11/09/2015

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Series A Common Stock, \$0.01 par value | 1,289,727 | D ⁽¹⁾ | Â |
| Series A Common Stock, \$0.01 par value | 1,289,727 | I | See Footnote ⁽²⁾ |
| Series A Common Stock, \$0.01 par value | 1,289,727 | I | See Footnote ⁽²⁾ |

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

SEC 1473 (7-02)

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information contained in this form are not
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Okumus Fund Management Ltd. 767 THIRD AVENUE 35TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| Okumus Opportunistic Value Fund Ltd. CRAIGMUIR CHAMBERS P.O. BOX 71, ROAD TOWN TORTOLA, D8 VG 1110 | ^ | ^ X | ^ | ^ |
| OKUMUS AHMET H C/O OKUMUS FUND MANAGEMENT LTD. 767 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| Okumus Fund Management Ltd., By: /s/ Ahmet H. Okumus, President | 11/12/2015 |
| __Signature of Reporting Person | Date |
| Okumus Opportunistic Value Fund, Ltd., By: /s/ Ahmet H. Okumus, Director | 11/12/2015 |
| __Signature of Reporting Person | Date |
| /s/ Ahmet H. Okumus | 11/12/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd.
- The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd., a British Virgin Islands business company managed by Okumus Fund Management Ltd., and may be deemed indirectly beneficially owned by Okumus Fund Management Ltd. as the investment manager of Okumus Opportunistic Value Fund, Ltd. The reported securities may also be deemed indirectly beneficially owned by Ahmet H. Okumus as President of Okumus Fund Management Ltd. and Director of Okumus Opportunistic Value Fund, Ltd. Each of Okumus Fund Management Ltd. and Ahmet H. Okumus disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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