

Brener Gabriel
Form 4
May 20, 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 *
Brener Gabriel

(Last) (First) (Middle)

C/O HEMISPHERE MEDIA
GROUP, INC., 2000 PONCE DE
LEON BLVD., SUITE 500

(Street)

CORAL GABLES, FL 33134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

HEMISPHERE MEDIA GROUP,
INC. [HMTV]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2013

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 below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ 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)
CLASS A COMMON STOCK	05/16/2013		A	6,667 (1)	A \$ 0 6,667 (2)	D	

CLASS A
COMMON
STOCK

1,872,000
(3)

I

BY AZTECA
ACQUISITION
HOLDINGS,
LLC (4)

CLASS A
COMMON
STOCK

400 (5)

I

BY CHILDREN
(5)

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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 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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brener Gabriel C/O HEMISPHERE MEDIA GROUP, INC. 2000 PONCE DE LEON BLVD., SUITE 500 CORAL GABLES, FL 33134	X	X		
Azteca Acquisition Holdings, LLC C/O HEMISPHERE MEDIA GROUP, INC. 2000 PONCE DE LEON BLVD., SUITE 500 CORAL GABLES, FL 33134	X	X		

Signatures

/s/ Gabriel Brener	05/20/2013
**Signature of Reporting Person	Date
Azteca Acquisition Holdings, LLC By: Gabriel Brener /s/ Gabriel Brener	05/20/2013
**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).

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- (1) Represents restricted stock granted pursuant to the Hemisphere Media Group, Inc. 2013 Equity Incentive Plan. The restricted stock will vest on the day preceding Hemisphere Media Group, Inc.'s (the "Company") 2014 annual meeting, subject to the reporting person's continued service as a director on such vesting date.
- (2) Does not include 1,872,400 shares of the Company's Class A common stock, indirectly held by Mr. Brener as reported below.
- Includes (i) 315,152 and 104,000 shares of the Company's Class A common stock, subject to forfeiture in the event the closing sales price of the Class A common stock does not equal or exceed \$15.00 per share for any 20 trading days within at least one 30-trading day period within 36 and 60 months, respectively, of April 4, 2013 and (ii) 296,614 and 104,000 shares of the Company's Class A common stock subject to forfeiture in the event the closing sales price of the Class A common stock does not equal or exceed \$12.50 per share for any 20 trading days within at least one 30-trading day period within 36 and 60 months, respectively, of April 4, 2013.
- (3) The reported securities are owned directly by Azteca Acquisition Holdings, LLC ("Azteca Holdings") and indirectly by Gabriel Brener through his membership interest in Azteca Holdings. Gabriel Brener disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Mr. Brener disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5)

Remarks:

This report is filed jointly by Mr. Brener and Azteca Holdings, both of whom are 10% owners of the Company's Class A common stock.

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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