

NEXSTAR MEDIA GROUP, INC.  
Form SC 13G/A  
February 14, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 4)\*

Nexstar Media Group, Inc.

---

(Name of Issuer)

Class A Common Stock

---

(Title of Class of Securities)

65336K103

---

(CUSIP Number)

December 31, 2016

---

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder  
of this cover  
page shall be  
filled out for a  
reporting  
person's initial

filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP NO. 65336K103 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

2,606,849

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

2,606,849

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

2,606,849

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

8.5%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

<sup>1</sup> The percentages used herein and in the rest of this Schedule 13G are calculated based upon 30,704,854 shares of Class A Common Stock outstanding as of November 7, 2016 as disclosed in the Company's Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2016.

---

---

CUSIP NO. 65336K10313G

1 NAMES OF  
REPORTING  
PERSONS

MSD Torchlight  
Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX (a)  
IF A MEMBER OF A  
GROUP\* (b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

2,473,203

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

2,473,203

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

2,473,203

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED IN  
ROW (9)

8.1%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

---

CUSIP NO. 65336K103 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Torchlight  
Partners (MM), L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Cayman Islands

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

133,646

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

133,646

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

133,646

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

0.4%1

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

---



CUSIP NO. 65336K103 13G

Item 1(a) Name of  
Issuer:

The name of  
the issuer is  
Nexstar  
Media Group,  
Inc. (the  
"Company").

Item 1(b) Address of  
Principal  
Executive  
Offices:

The  
Company's  
principal  
executive  
office is  
located at 545  
E. John  
Carpenter  
Freeway,  
Suite 700,  
Irving, Texas  
75062

Item 2(a) Name of  
Person  
Filing:

This  
Schedule  
13G is being  
jointly filed  
by and on  
behalf of  
each of MSD  
Partners, L.P.  
("MSD  
Partners"),  
MSD  
Torchlight  
Partners, L.P.

("MSD Torchlight"), and MSD Torchlight Partners (MM), L.P. (collectively, the "Reporting Persons"). Each of MSD Torchlight Partners (MM), L.P. and MSD Torchlight is the direct owner of the securities covered by this statement. MSD Partners is the investment manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Torchlight and MSD Torchlight Partners (MM), L.P. MSD Partners (GP), LLC ("MSD GP") is the general partner of, and may be deemed to beneficially own securities

beneficially  
owned by,  
MSD  
Partners.  
Each of  
Glenn R.  
Fuhrman,  
John  
Phelan and  
Marc R.  
Lisker is a  
manager of,  
and may be  
deemed to  
beneficially  
own  
securities  
beneficially  
owned by,  
MSD GP.

The  
Reporting  
Persons have  
entered into a  
Joint Filing  
Agreement,  
dated  
February 14,  
2017, a copy  
of which is  
filed with this  
Schedule  
13G as  
Exhibit 99.1,  
pursuant to  
which the  
Reporting  
Persons have  
agreed to file  
this statement  
jointly in  
accordance  
with the  
provisions of  
Rule  
13d-1(k)(1)  
under the  
Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of MSD Partners and MSD Torchlight is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

The address of the

principal  
business  
office of  
MSD  
Torchlight  
Partners  
(MM), L.P. is  
c/o Maples  
Corporate  
Services  
Limited, P.O.  
Box 309,  
Ugland  
House, Grand  
Cayman,  
KY1-1104,  
Cayman  
Islands.

Item 2(c) Citizenship:

MSD  
Partners and  
MSD  
Torchlight  
are each  
organized as  
a limited  
partnership  
under the  
laws of the  
State of  
Delaware.

MSD  
Torchlight  
Partners  
(MM), L.P. is  
organized  
under the  
laws of  
Cayman  
Islands.

Item 2(d) Title of Class  
of Securities:

Class A  
Common  
Stock

Item 2(e) CUSIP No.:

65336K103

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4 Ownership:

A. MSD Partners, L.P.

(a) Amount beneficially owned: 2,606,849

(b) Percent of class: 8.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,606,849

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,606,849

B. MSD Torchlight Partners, L.P.

(a) Amount beneficially owned: 2,473,203

(b) Percent of class: 8.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,473,203

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,473,203

C. MSD Torchlight Partners (MM), Ltd.

(a) Amount beneficially owned: 133,646

(b) Percent of class: 0.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 133,646

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 133,646

D. MSD Partners (GP), LLC

(a) Amount beneficially owned: 2,606,849

(b) Percent of class: 8.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,606,849

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,606,849

E. Glenn R. Fuhrman

(a) Amount beneficially owned: 2,606,849

(b) Percent of class: 8.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,606,849

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,606,849

F. John Phelan

(a) Amount beneficially owned: 2,606,849

(b) Percent of class: 8.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,606,849

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,606,849

G. Marc R. Lisker

(a) Amount beneficially owned: 2,606,849

(b) Percent of class: 8.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,606,849

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,606,849

Item 5 Ownership of  
Five Percent  
or Less of a  
Class:

If this  
statement is  
being filed to  
report the fact  
that as of the  
date hereof  
each of the  
Reporting  
Persons has  
ceased to be  
the beneficial  
owner of  
more than five  
percent of the  
class of  
securities,



check the following [].

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Class A Common Stock

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

---

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners (MM),  
L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 14, 2017.



Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 14, 2017

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners (MM),  
L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager