

NEXSTAR MEDIA GROUP, INC.
 Form 3
 January 19, 2017

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 * MUSE JOHN R (Last) (First) (Middle) 2100 MCKINNEY AVENUE, SUITE 1600 (Street) DALLAS, TX 75201 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/17/2017 | 3. Issuer Name and Ticker or Trading Symbol NEXSTAR MEDIA GROUP, INC. [NXST] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|---------------------------------------|--|---|--|
| Class A Common Stock | 5,711 | D | Â |
| Class A Common Stock | 59 | I | See Footnotes (1) (2) |
| Class A Common Stock | 430 | I | See Footnotes (2) (3) |
| Class A Common Stock | 773,145 | I | See Footnotes (4) (5) (6) |
| Class A Common Stock | 10,110 | I | See Footnotes (5) (6) (7) |
| Class A Common Stock | 200,189 | I | See Footnotes (5) (6) (8) |
| Class A Common Stock | 1,346 | I | See Footnotes (5) (6) (9) |
| Class A Common Stock | 3,106 | I | See Footnotes (5) (6) (10) |
| Class A Common Stock | 10,755 | I | See Footnotes (5) (6) (11) |
| Class A Common Stock | 421 | I | See Footnotes (5) (6) (12) |
| Right to Receive Class A Common Stock | 1,737 | D (13) | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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 | | | |
| Class A Common Stock Option | 09/18/2015 | 09/18/2022 | Class A Common Stock | 21,578 | \$ 9.82 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MUSE JOHN R 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201 | Â X | Â | Â | Â |

Signatures

/s/ William G. Neisel, attorney-in-fact for John R.
Muse

01/19/2017

__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) Held of record by Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE").
MFE and JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), are both indirectly beneficially owned by Mr. Muse.
- (2) However, Mr. Muse disclaims beneficial ownership of the issuer's securities held of record by MFE and JRM except to the extent of his pecuniary interest therein.
- (3) Held of record by JRM.
- (4) Held of record by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III").
- (5) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), and HM Capital Partners I LP, a Delaware limited partnership ("HMCP I LP"). In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive powers over the issuer's securities held by the ultimate general partner of each of Fund III, HM3

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Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co and HMCP I LP.

- (Continued from Footnote 5) Accordingly, Mr. Muse may be deemed to beneficially own all of the issuer's securities held directly by Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I LP. However, Mr. Muse disclaims beneficial ownership of the issuer's securities held by Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I LP except to the extent of his pecuniary interest therein.
- (6) Held of record by Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I LP. However, Mr. Muse disclaims beneficial ownership of the issuer's securities held by Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I LP except to the extent of his pecuniary interest therein.
 - (7) Held of record by HM3 Coinvestors.
 - (8) Held of record by Fund IV.
 - (9) Held of record by Private Fund IV.
 - (10) Held of record by HM4-EQ Coinvestors.
 - (11) Held of record by HM&Co.
 - (12) Held of record by HMCP I LP.

- (13) Pursuant to the merger agreement, dated January 27, 2016, among Media General, Inc. ("Media General"), the issuer and a wholly owned subsidiary of the issuer (the "Merger Agreement"), each deferred stock unit that Mr. Muse held in Media General at the time of the merger was converted into the right to receive (a) \$10.55 in cash, (b) 0.1249 shares of the issuer's Class A Common Stock and (c) certain contingent value rights, in each case, upon the terms and subject to the conditions set forth in the Merger Agreement.

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.