

Kern Peter M
Form 4
April 06, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kern Peter M

2. Issuer Name and Ticker or Trading Symbol
HEMISPHERE MEDIA GROUP, INC. [HMTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2018

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

C/O HEMISPHERE MEDIA GROUP, INC., 4000 PONCE DE LEON BLVD., SUITE 650

(Street)

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

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

CORAL GABLES, FL 33146

(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) | Price | | |
| Class A Common Stock | 04/04/2018 | | D | 419,383 (1) | \$ 0 0 | I | By Intermedia Partners VII, L.P. (2) |
| Class A Common Stock | | | | | 124,570 | D | |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock | (3) | 04/04/2018 | | D | 30,952 (4) | (3) (3) | Class A Common Stock | 30,952 |
| Class B Common Stock | (3) | 04/04/2018 | | D | 749,758 (4) | (3) (3) | Class A Common Stock | 749,758 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kern Peter M C/O HEMISPHERE MEDIA GROUP, INC. 4000 PONCE DE LEON BLVD., SUITE 650 CORAL GABLES, FL 33146 | X | X | | |

Signatures

/s/ Peter M.
Kern
Date: 04/06/2018
**Signature of Reporting Person

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) Represents the forfeiture of shares of Class A Common Stock to Hemisphere Media Group, Inc. (the "Company") pursuant to the terms of the Equity Restructuring and Warrant Purchase Agreement (the "Equity Restructuring and Warrant Purchase Agreement"), dated as of January 22, 2013, by and among Azteca Acquisition Holdings, LLC, Brener International Group, LLC, InterMedia Partners VII, L.P. ("IM"), InterMedia Cine Latino, LLC, Cinema Aerpuerto, S.A. de C.V., the Company and the other parties identified therein, whereby the closing sales price of the Class A Common Stock did not equal or exceed \$15.00 per share for any 20 trading days within at least one 30-trading day period within 60 months of April 4, 2013.

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- The reported securities were owned directly by IM, and indirectly by InterMedia Partners, L.P. ("GP"), as general partner of IM, Peter M. Kern., as manager of GP, and Leo Hindery, Jr., as manager of GP. GP, as well as Messrs. Kern and Hindery disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (2)

- In accordance with the terms of the amended and restated certificate of incorporation of the Company, each share of the Company's Class B common stock, par value \$0.0001 per share, is convertible in whole or in part at any time at the holder's election into an equal number of fully paid and non-assessable shares of Class A common stock and has no expiration date.
- (3)

- Represents the forfeiture of shares of Class B Common Stock to the Company pursuant to the terms of the Equity Restructuring and Warrant Purchase Agreement, whereby the closing sales price of the Class A Common Stock did not equal or exceed \$15.00 per share for any 20 trading days within at least one 30-trading day period within 60 months of April 4, 2013.
- (4)

- The reported securities are owned directly by Gato Investments LP ("Gato Investments"), and indirectly by Gemini Latin Holdings, LLC (the "General Partner"), as general partner of Gato Investments, and Mr. Kern, as the managing member of the General Partner. The General Partner, as well as Mr. Kern disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (5)

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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