

KDBC Licensee, LLC
Form S-4
December 06, 2013
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As filed with the Securities and Exchange Commission on December 6, 2013

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SINCLAIR BROADCAST GROUP, INC.

(Exact name of Registrants as Specified in their Charter)

Maryland

(State or Other Jurisdiction of Incorporation
or Organization)

4833

(Primary Standard Industrial Classification
Code Number)

52-1494660

(I.R.S. Employer Identification Number)

10706 Beaver Dam Road

Hunt Valley, Maryland 21030

(410) 568-1500

(Address, Including Zip Code, and Telephone Number, Including Area
Code, of registrant's Principal Executive Offices)

SINCLAIR TELEVISION GROUP, INC.

(Exact name of Registrants as Specified in their Charter)

See Schedule A for Table of Additional Registrants

Maryland
(State or Other Jurisdiction of Incorporation
or Organization)

4833
(Primary Standard Industrial Classification
Code Number)

55-0829972
(I.R.S. Employer Identification Number)

10706 Beaver Dam Road

Hunt Valley, Maryland 21030

(410) 568-1500

(Address, Including Zip Code, and Telephone Number, Including Area
Code, of registrant's Principal Executive Offices)

David D. Smith

Chairman of the Board, President and Chief Executive Officer

Sinclair Television Group, Inc.

10706 Beaver Dam Road

Hunt Valley, Maryland 21030

(410) 568-1500

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

With a copy to:

Jeffrey B. Grill, Esq.

Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW
Washington, D.C. 20037
(202) 663-8000

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Approximate date of commencement of proposed exchange offer: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
6.375% Senior Notes due 2021	\$ 350,000,000	100%	\$ 350,000,000	\$ 45,080
Guarantee of the 6.375% Senior Notes due 2021(2)	N/A	N/A	N/A	

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended (the Securities Act).

(2) The 6.375% Senior Notes due 2021 are jointly and severally guaranteed, on a senior unsecured basis, by Sinclair Broadcast Group, Inc. (Sinclair), two of Sinclair's subsidiaries and all but one of the subsidiaries of Sinclair Television Group, Inc. See Schedule A for a table of registrant guarantors in addition to Sinclair.

(3) Pursuant to Rule 457(n) under the Securities Act, no separate fee for the guarantees is required.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Schedule A

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Exact Name of Registrant Guarantor as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code No.	I.R.S. Employer Identification No.	Address, including Zip Code, and Telephone Number, including Area Code, of Registrant Guarantor's Principal Executive Offices
Sinclair Broadcast Group, Inc.	Maryland	4833	52-1494660	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WFLB, Inc.	Maryland	4833	52-1911462	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Media I, Inc.	Maryland	4833	52-1742771	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WSMH, Inc.	Maryland	4833	52-1952880	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WSTR Licensee, Inc.	Maryland	4833	52-1958895	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WGME, Inc.	Maryland	4833	52-2050323	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Media III, Inc.	Maryland	4833	52-1836394	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WTTO, Inc.	Maryland	4833	52-1836391	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WTVZ, Inc.	Maryland	4833	52-1903498	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KOCB, Inc.	Oklahoma	4833	73-1021304	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WDKY, Inc.	Delaware	4833	61-1250982	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WYZZ Licensee, Inc.	Delaware	4833	52-1959631	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WSYX Licensee, Inc.	Maryland	4833	52-2100995	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WTWC, Inc.	Maryland	4833	52-2149163	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Television of Nashville, Inc.	Tennessee	4833	62-0948016	10706 Beaver Dam Road Hunt Valley, Maryland 21030

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Sinclair Acquisition VII, Inc.	Maryland	4833	52-2202776	(410) 568-1500 10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Acquisition VIII, Inc.	Maryland	4833	52-2202775	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Acquisition IX, Inc.	Maryland	4833	52-2202774	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Acquisition X, Inc.	Maryland	4833	52-2202779	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500

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Montecito Broadcasting Corporation	Delaware	4833	33-0773615	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
New York Television, Inc.	Maryland	4833	52-2261453	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KBSI Licensee L.P.	Virginia	4833	54-1762871	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WMMP Licensee L.P.	Virginia	4833	54-1816156	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WKEF Licensee L.P.	Virginia	4833	54-1762869	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WICD Licensee, LLC	Maryland	4833	52-2149843	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KGAN Licensee, LLC	Maryland	4833	52-2149845	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WPGH Licensee, LLC	Maryland	4833	52-2115755	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WCWB Licensee, LLC	Maryland	4833	52-2203568	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Chesapeake Television Licensee, LLC	Maryland	4833	52-2115731	10706 Beaver Dam Road Hunt Valley, Maryland 21030

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WLOS Licensee, LLC	Maryland	4833	52-2115696	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WCGV Licensee, LLC	Maryland	4833	52-2115785	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500

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				Hunt Valley, Maryland 21030 (410) 568-1500
WLFL Licensee, LLC	Maryland	4833	52-2115786	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WTWC Licensee, LLC	Maryland	4833	52-2149854	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WDKY Licensee, LLC	Maryland	4833	52-2115782	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WUPN Licensee, LLC	Maryland	4833	52-2203571	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WCHS Licensee, LLC	Maryland	4833	52-2115763	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Raleigh (WRDC-TV) Licensee, Inc.	Maryland	4833	25-1761433	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WVTV Licensee, Inc.	Maryland	4833	51-0350913	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WMSN Licensee, LLC	Nevada	4833	75-2976030	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WUTV Licensee, LLC	Nevada	4833	75-2975851	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500

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WZTV Licensee, LLC	Nevada	4833	75-2975977	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
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WTAT Licensee, LLC	Nevada	4833	03-0472770	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
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KDSM, LLC	Maryland	4833	55-0829966	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
San Antonio Television, LLC	Delaware	4833	43-2067983	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Programming Company, LLC	Maryland	4833	54-2095223	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WFGX Licensee, LLC	Nevada	4833	27-0086509	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WNYS Licensee, LLC	Nevada	4833	20-4154219	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Illinois Television LLC	Maryland	4833	45-5586210	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KSAS Licensee, LLC	Nevada	4833	46-0649940	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WKRC Licensee, LLC	Nevada	4833	46-0620031	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WTTA Licensee, LLC	Nevada	4833	46-0553408	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500

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KEYE Licensee, LLC	Nevada	4833	45-3206684	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
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WLWC Licensee, LLC	Nevada	4833	45-3206725	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
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WPEC Licensee, LLC	Nevada	4833	45-3745087	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WRGB Licensee, LLC	Nevada	4833	45-3745141	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WLAJ Licensee, LLC	Nevada	4833	45-3745232	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KFDM Licensee, LLC	Nevada	4833	45-3754130	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WWHO Licensee, LLC	Nevada	4833	45-4540346	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KRXI Licensee, LLC	Nevada	4833	46-2156931	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WJAC Licensee, LLC	Nevada	4833	46-2194800	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KVII Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WACH Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KTVO Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030

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KHQA Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WPBN Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500

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				Hunt Valley, Maryland 21030 (410) 568-1500
WHOI Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Chesapeake Television, Inc.	Maryland	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Chesapeake Media I, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Fisher Properties, Inc.	Washington	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Bakersfield Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Broadcasting of Seattle, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Idaho Falls Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Kennewick Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Lewiston Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500

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Sinclair Media of Idaho, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
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Sinclair Media of Washington, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
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				(410) 568-1500
Sinclair Radio of Seattle, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Seattle Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Television of Bakersfield, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Television of Portland, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Television of Washington, Inc.	Washington	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WJAC, Inc.	Pennsylvania	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
Sinclair Television of Fresno, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KFRE Licensee, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
KPTM Licensee, LLC	Delaware	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500

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WOLF Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500
WQMY Licensee, LLC	Nevada	4833	*	10706 Beaver Dam Road Hunt Valley, Maryland 21030 (410) 568-1500

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated December 6, 2013

Prospectus

SINCLAIR TELEVISION GROUP, INC.

OFFER TO EXCHANGE

\$350,000,000
6.375% Senior Notes due 2021, registered under the Securities Act of 1933,
for any and all outstanding 6.375% Senior Notes due 2021

Sinclair Television Group, Inc. (the **Issuer**) is offering to exchange, on the terms and subject to the conditions described in this prospectus and the accompanying letter of transmittal, 6.375% Senior Notes due 2021 that have been registered under the Securities Act of 1933, as amended (the **Securities Act**), for any and all of its outstanding unregistered 6.375% Senior Notes due 2021. We refer to the registered notes as the **exchange notes**, the unregistered, original notes as the **original notes** and the exchange notes and original notes, collectively, as the **Notes**. The Notes are guaranteed by Sinclair Broadcast Group, Inc., the Issuer's parent (**Sinclair**), two of Sinclair's subsidiaries and all but one of the Issuer's subsidiaries.

The exchange notes are substantially identical to the original notes, except that the exchange notes have been registered under the Securities Act and, therefore, will not bear any legend restricting their transfer and will not have rights to additional interest or registration rights. The exchange notes will represent the same debt as the original notes, and will be issued under the same indenture.

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We will exchange an equal principal amount of exchange notes for all original notes that you validly tender and do not validly withdraw before the exchange offer expires. The exchange offer expires at 5:00 p.m., New York City time, on _____, 2013, unless extended. We do not currently intend to extend the exchange offer. You may withdraw tenders of original notes at any time prior to the expiration of the exchange offer.

The exchange of original notes for exchange notes pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. Neither the Issuer nor any of its subsidiaries will receive any proceeds from the exchange offer.

We have not applied, and do not intend to apply, for listing of the exchange notes on any securities exchange or automated quotation system.

See the Risk Factors beginning on page 22 of this prospectus for a discussion of certain risks that you should consider in connection with this exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the exchange notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013.

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LEGAL MATTERS

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INCORPORATION BY REFERENCE

WHERE YOU CAN FIND MORE INFORMATION

You should rely only on the information contained or incorporated by reference in this prospectus. No one has been authorized to give any information or to make any representations, other than those contained or incorporated by reference in this prospectus, in connection with any offer made by this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to exchange the original notes for the exchange notes only in places where the exchange offer is permitted. Neither the delivery of this prospectus nor any sale or exchange made hereunder or thereunder shall, under any circumstances, create an implication that the information contained or incorporated by reference in this prospectus is correct as of any time subsequent to its date. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. The business, financial condition, results of operations and prospects of the Issuer may have changed since that date.

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ABOUT THIS PROSPECTUS

In this prospectus, unless otherwise specified or the context otherwise requires, we refer to Sinclair Television Group, Inc. as the Issuer. The Issuer is a direct, wholly-owned subsidiary of Sinclair Broadcast Group, Inc., which we refer to in this prospectus as Sinclair. The terms we, us, and our refer to Sinclair and all of its subsidiaries, unless otherwise indicated or the context otherwise requires. Original notes refers to the \$350,000,000 aggregate principal amount of the Issuer's 6.375% Senior Notes due 2021, originally issued on October 11, 2013. Exchange notes refers to the Issuer's 6.375% Senior Notes due 2021, offered pursuant to this prospectus. The original notes and the exchange notes are sometimes referred to collectively as the notes.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act and the rules and regulations promulgated thereunder. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, starting on the expiration date of the exchange offer and ending one hundred and eighty days after such date, this prospectus will be made available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Any statements in this prospectus concerning the provisions of any document are not complete. Such references are made to the copy of that document filed or incorporated or deemed to be incorporated by reference as an exhibit to the registration statement of which this prospectus is a part or otherwise filed with the Securities and Exchange Commission (the SEC). Each statement concerning the provisions of any document is qualified in its entirety by reference to the document so filed.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This prospectus contains and incorporates forward-looking statements. Any statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases like anticipate, estimate, plans, projects, continuing, ongoing, target, expects, management believes, we believe, we intend, we may, we will, we should, we seek, we plan, the negatives of those terms, and similar words or phrases. We make forward-looking statements on our expectations, assumptions, estimates and projections about our business and the industry in which we operate as of the date of this prospectus. These forward-looking statements are subject to a number of risks and uncertainties that cannot be predicted, quantified or controlled and that could cause actual results to differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. Statements in this prospectus and in documents incorporated by reference in this prospectus, including those set forth under the caption Risk Factors, describe factors, among others, that could contribute to or cause these differences.

Because the factors discussed in this prospectus or incorporated herein by reference could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

MARKET AND INDUSTRY DATA

Market and industry data and forecasts included in this prospectus have been obtained from independent industry sources. Although we believe these sources to be reliable, we have not independently verified the information obtained from these sources and we cannot assure you of the accuracy or completeness of such third party information. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this prospectus.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus and therefore is not complete and does not contain all the information that you should consider before participating in this exchange offer. You should read this entire document carefully, including the information under the heading Risk Factors and the information and the financial statements and related notes included elsewhere or incorporated by reference in this prospectus.

Our Company

We are the largest diversified television broadcasting company in the United States by number of primary television stations that we own or to which we provide certain programming, operating or sales services. As of October 31, 2013, we owned, provided programming and operating services pursuant to local marketing agreements (each an LMA), or provided (or were provided) sales services pursuant to outsourcing agreements to 125 primary television stations in 60 markets. For the purpose of this registration statement, these 124 primary stations are referred to as our stations. As of October 31, 2013, our stations reach approximately 32% of U.S. television households (19% for purposes of the 39% Federal Communications Commission's (FCC's) ownership cap), and we are affiliated with all major networks.

Historically, we have had a mid-size market focus. However, as we announced concurrently with entering into definitive agreements to acquire certain television stations from Cox Media Group, which closed on May 1, 2013, and Barrington Broadcasting Group, which closed effective November 22, 2013, we have expanded our focus to include television stations in smaller markets. Our broadcast segment includes the following network affiliations as of October 31, 2013: FOX (36 stations); MyNetworkTV (21 stations; as of September 2009, MyNetworkTV is no longer a network affiliation; however, it is branded as such); The CW (18 stations); ABC (13 stations); CBS (22 stations); NBC (8 stations); Azteca (1 station); Univision (5 stations); and one independent station. In addition, certain stations broadcast programming on second and third digital signals through network affiliation or program service arrangements with CBS (rebroadcasted content from other primary channels within the same market); The CW; MyNetworkTV; This TV; Weather Radar; The Weather Authority Network; Live Well Network; Antenna TV; Bounce Network; The Country Network; Retro TV; and Azteca, Telemundo and Estrella TV, Spanish-language television networks.

Recent Developments

Barrington Broadcasting Group. Effective November 22, 2013, Sinclair closed on its previously announced acquisition of 18 television stations owned by Barrington Broadcasting Group, LLC (Barrington) for \$370.0 million and entered into agreements to operate or provide sales services to another six stations. The 24 stations are located in 15 markets and reach 3.4% of the U.S. TV households. The acquisition was funded through cash on hand from a \$445 million draw under term loan A of our Bank Credit Agreement on October 3, 2013. Due to FCC ownership conflict rules, we sold our station in Syracuse, NY, WSYT (FOX), and assigned our local marketing agreement (LMA) and purchase option on WNYS (MNT) in Syracuse, NY to Bristlecone Broadcasting. We also sold our station in Peoria, IL, WYZZ (FOX) to Cunningham Broadcasting Corporation (CBC). In addition, the license assets of three stations were purchased by CBC (WBSF in Flint, MI and WGTU/WGTQ in Traverse City/Cadillac, MI) and the license assets of two stations were purchase by Howard Stirk Holdings (WEYI in Flint, MI and WWMB in Myrtle Beach, SC) to which we will provide services pursuant to shared services and joint sales agreements. Following the acquisition, WSTM (NBC) in Syracuse, NY, will continue to provide services to WTVH (CBS), which is owned by Granite Broadcasting, and receive services on WHOI in Peoria, IL from Granite Broadcasting. We have, however, notified Granite Broadcasting that we do not intend to renew these agreements in these two markets when they expire in March of 2017.

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The Exchange Offer

The following is a brief summary of terms of the exchange offer covered by this prospectus. For a more complete description of the exchange offer, see The Exchange Offer.

Initial Offering of Original Notes	On October 11, 2013, the Issuer issued \$350,000,000 aggregate principal amount of 6.375% Senior Notes due 2021 to the initial purchasers in a private offering. The initial purchasers subsequently resold the original notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons within the meaning of Regulation S under the Securities Act.
Registration Rights Agreement	Simultaneously with the initial sale of the original notes, the Issuer, the guarantors and the initial purchasers entered into a registration rights agreement for the exchange offer. The registration rights agreement requires, among other things, that the Issuer use commercially reasonable efforts to complete a registered exchange offer for the original notes or cause to become effective a shelf registration statement for resales of the original notes. This exchange offer is intended to satisfy the obligations under the registration rights agreement.
The Exchange Offer	Pursuant to the registration rights agreement, the Issuer is offering to exchange \$1,000 principal amount of its 6.375% Senior Notes due 2021, which have been registered under the Securities Act, for each \$1,000 principal amount of its currently outstanding 6.375% Senior Notes due 2021, which were offered without registration under the Securities Act in the initial offer. Both the exchange notes offered by this prospectus and the original notes are guaranteed by Sinclair, two of Sinclair's subsidiaries and all but one of the Issuer's subsidiaries.
Mechanics of the Exchange Offer	<p>The Issuer will accept any and all original notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on _____, 2013. Holders may tender some or all of their original notes pursuant to the exchange offer. Exchange notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 thereof. The form and terms of the exchange notes are the same as the form and terms of the original notes except that:</p> <ul style="list-style-type: none">• _____ the exchange notes have been registered under the Securities Act and will not bear any legend restricting their transfer; and• _____ the exchange notes bear a different CUSIP number than the original notes.
Resales	<p>Based on interpretations of the staff of the SEC, we believe that the exchange notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:</p> <ul style="list-style-type: none">• _____ you are not a broker-dealer tendering notes acquired directly from us;

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- you acquire the exchange notes in the ordinary course of your business;
- you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the exchange notes issued in the exchange offer; and
- you are not an affiliate, as defined in Rule 405 under the Securities Act, of ours.

If any of these conditions is not satisfied and you transfer any exchange notes issued to you in the exchange offer without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from registration of your exchange notes from these requirements, you may incur liability under the Securities Act. The Issuer will not assume and will not

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indemnify you against any such liability.

Each broker-dealer that is issued exchange notes in the exchange offer for its own account in exchange for original notes, where such original notes were acquired by that broker-dealer as a result of market-making or other trading activities, must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the exchange notes. See Plan of Distribution.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2013, unless extended. The Issuer does not currently intend to extend the exchange offer.

Conditions to the Exchange Offer

The exchange offer is subject to certain customary conditions, including that it does not violate any applicable law or SEC staff interpretation.

Guaranteed Delivery Procedures

If you wish to tender your original notes and your original notes are not immediately available or you cannot deliver your original notes, the letter of transmittal or any other required documents, or you cannot comply with the applicable procedures under The Depository Trust Company's (DTC's) Automated Tender Offer Program, prior to the expiration date, you must tender your original notes according to the guaranteed delivery procedures set forth in this prospectus. See The Exchange Offer Procedures for Tendering Original Notes.

Procedures for Tendering Original Notes

If you wish to accept the exchange offer, you must complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, in accordance with the instructions contained in this prospectus and in the letter of transmittal. You should then mail or otherwise deliver the letter of transmittal, or facsimile, together with the original notes to be exchanged and any other required documentation, to the exchange agent at the address set forth in this prospectus and in the letter of transmittal.

By executing the letter of transmittal, you will represent to the Issuer that, among other things:

- _____ you, or the person or entity receiving the related exchange notes, are acquiring the exchange notes in the ordinary course of business;

- _____ neither you nor any person or entity receiving the related exchange notes is engaging in or intends to engage in a distribution of the exchange notes within the meaning of the federal securities laws;

- _____ neither you nor any person or entity receiving the related exchange notes has an arrangement or understanding with any person or entity to participate in any distribution of the exchange notes;

- _____ neither you nor any person or entity receiving the related exchange notes is an affiliate of the Issuer, as defined in Rule 405 under the Securities Act;

- if you are a broker-dealer, you will receive the exchange notes for your own account in exchange for original notes acquired as the result of market making activities or other trading activities and that you will deliver a prospectus in connection with any resale of the exchange notes; and
- you are not acting on behalf of any person or entity that could not truthfully make these statements.

Alternatively, you may tender your original notes by following the procedures for book-entry delivery or by complying with the guaranteed delivery procedures each described in this prospectus. See The Exchange Offer Procedures for Tendering Original Notes.

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Special Procedures for Beneficial Owners	If you are the beneficial owner of book-entry interests and your name does not appear on a security position listing of DTC as the holder of the book-entry interests or if you are a beneficial owner of original notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the book-entry interest or original notes in the exchange offer, you should contact the person in whose name your book-entry interests or original notes are registered promptly and instruct that person to tender on your behalf.
Effect of Not Tendering	Any original notes that are not tendered or that are tendered but not accepted will remain subject to restrictions on transfer. Since the original notes have not been registered under the Securities Act, they bear a legend restricting their transfer absent registration or the availability of a specific exemption from registration.
Interest on the Exchange Notes and the Original Notes	The exchange notes will bear interest from the most recent interest payment date to which interest has been paid on the original notes. Interest on the original notes accepted for exchange will cease to accrue upon the issuance of the exchange notes.
Withdrawal Right	Tenders of original notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on the expiration date by complying with the withdrawal procedures described in this prospectus. See The Exchange Offer Withdrawal of Tenders .
U.S. Federal Income Tax Considerations	For a discussion of material U.S. federal income tax considerations relating to the exchange of original notes for exchange notes pursuant to the exchange offer, see Material U.S. Federal Income Tax Considerations .
Use of Proceeds	The Issuer will not receive any proceeds from the issuance of exchange notes pursuant to the exchange offer. See Use of Proceeds .
Dissenters' Rights	Holders of the original notes do not have any appraisal or dissenters' rights in connection with the exchange offer.
Exchange Agent	U.S. Bank National Association, a national banking association organized under the laws of the United States of America will act as the exchange agent for the exchange offer.

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Terms of the Exchange Notes

The following is a brief summary of the terms of the exchange notes. The financial terms and covenants of the exchange notes are the same as the original notes and both the original notes and the exchange notes are governed by the same indenture. For a more complete description of the terms of the exchange notes, see Description of the Exchange Notes.

Issuer	Sinclair Television Group, Inc.
Notes Offered	\$350,000,000 aggregate principal amount of 6.375% senior notes due 2021.
Maturity Date	November 1, 2021.
Interest Payment Dates	May 1 and November 1 of each year, beginning on May 1, 2014.
Guarantees	The exchange notes initially will be fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis, by Sinclair, two of Sinclair's subsidiaries and all but one of the Issuer's subsidiaries. See Description of the Exchange Notes Note Guarantees.
Ranking	<p>The exchange notes will be senior unsecured obligations of the Issuer and will:</p> <ul style="list-style-type: none">• be senior in right of payment to all of the Issuer's existing and future indebtedness that is expressly subordinated in right of payment to the exchange notes;• rank equally in right of payment with all of the Issuer's existing and future indebtedness that is not so subordinated, including the Issuer's 8.375% Senior Notes due 2018 (the 8.375% Notes), 6.125% Senior Notes due 2022 (the 6.125% Notes) and 5.375% Senior Notes due 2021 (the 5.375% Notes);• be effectively subordinated to any of the Issuer's existing and future secured indebtedness, including indebtedness under the Issuer's Bank Credit Agreement and any indebtedness secured by permitted liens, in each case to the extent of the value of the collateral securing such indebtedness; and• be structurally subordinated with respect to any indebtedness of the Issuer's non-guarantor subsidiaries.

The guarantees will be senior unsecured obligations of the guarantors and will:

- be senior in right of payment to all of the guarantors' existing and future indebtedness that is expressly subordinated to the guarantees;
- rank equally in right of payment with all of the guarantors' existing and future indebtedness that is not so subordinated to the guarantees, including the guarantees of the 8.375% Notes, 6.125% Notes and 5.375% Notes; and
- be effectively subordinated to any secured indebtedness of the guarantors, including the guarantees by the guarantors under the Bank Credit Agreement, or any indebtedness of the guarantors secured by permitted liens, in each case to the extent of the value of the collateral securing such indebtedness.

As of September 30, 2013, the Issuer and the guarantors had approximately \$1,005.4 million of secured indebtedness outstanding, which includes indebtedness under the Bank Credit Agreement and the Issuer's 9.25% Senior Secured Second Lien Notes due 2017 (the "9.25% Notes"), which were fully redeemed as of October 12, 2013 using, in part, the proceeds of the offering of the original notes. Such secured indebtedness is effectively senior to the exchange

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notes to the extent of the value of the collateral securing such indebtedness. In addition, excluding guarantees under the Bank Credit Agreement and the 9.25% Notes and indebtedness under Sinclair's 3.0% Convertible Senior Notes due 2027 (the 3.0% Notes), and the guarantees of the Issuer's 8.375% Notes, 6.125% Notes and 5.375% Notes, the guarantors had total consolidated liabilities, including trade payables, of approximately \$876.3 million as of September 30, 2013.

Claims in respect of the exchange notes or Sinclair's guarantee will be structurally subordinated to all of the liabilities of the Issuer's and Sinclair's, as applicable, non-guarantor subsidiaries. As of September 30, 2013, these non-guarantor subsidiaries had approximately \$263.4 million of liabilities (including trade payables and excluding intercompany debt).

Optional Redemption

Prior to November 1, 2016, the Issuer may redeem the exchange notes, in whole or in part, at any time or from time to time at a price equal to 100% of the principal amount of the exchange notes, plus accrued and unpaid interest, if any, plus a make-whole premium as described in this prospectus. Beginning on November 1, 2016, the Issuer may redeem some or all of the exchange notes at any time or from time to time at the redemption prices set forth in this prospectus. In addition, on or prior to November 1, 2016, the Issuer may redeem up to 35% of the exchange notes using the proceeds of certain equity offerings. See Description of the Exchange Notes Optional Redemption.

Change of Control

If we experience specific kinds of Changes of Control (as hereinafter defined), the Issuer must offer to purchase the exchange notes at a price equal to 101% of the principal amount of the exchange notes, plus accrued and unpaid interest, if any.

Covenants

The indenture restricts the Issuer's ability and the ability of the Issuer's restricted subsidiaries to:

- incur, assume or guarantee additional debt with certain exceptions;
- make certain investments and other restricted payments;
- enter into transactions with affiliates;
- create liens;
- sell certain assets to third parties and use proceeds from asset sales;
- issue guarantees of and pledges for indebtedness;
- transfer assets to restricted subsidiaries;

- consolidate, merge or sell all or substantially all of their assets;
- issue equity interests;
- pay dividends and create restrictions on the ability of subsidiaries to pay dividends and make other payments affecting subsidiaries; and
- make investments in unrestricted subsidiaries.

These covenants are subject to a number of significant limitations and exceptions. See Description of the Exchange Notes Certain Covenants.

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No Public Market

The exchange notes will be a new class of securities for which there is currently no established trading market. We do not intend to apply for a listing of the exchange notes on any securities exchange or any automated dealer quotation system.

Risk Factors

See **Risk Factors** and the other information contained or incorporated into this prospectus for a discussion of factors you should carefully consider before deciding to participate in this exchange offer.

For additional information regarding the exchange notes, see the **Description of the Exchange Notes** section of this prospectus.

Table of Contents**Summary Historical Consolidated Financial Information**

The following tables set forth our summary historical consolidated financial information for the periods indicated. We have derived the summary financial information for each of the years ended December 31, 2010 through December 31, 2012 from our audited consolidated financial statements, which are incorporated by reference herein. The summary financial information for each of the nine month periods ended September 30, 2012 and 2013 is unaudited and includes all adjustments (consisting of normal and recurring adjustments) which are, in our opinion, necessary for a fair presentation of our financial position as of such dates and results of operations for such periods. The results of operations for the nine months ended September 30, 2013 are not necessarily indicative of results for our full fiscal year ending December 31, 2013 or any future period. This summary financial information should be read in conjunction with the section entitled "Management's discussion and analysis of financial condition and results of operations" and the consolidated financial statements and related notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2012 (our "Annual Report") and our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2013 (our "Quarterly Report"), which are incorporated herein by reference. See "Where You Can Find More Information" and "Incorporation by Reference."

Summary Consolidated Financial Data
(in thousands, except per share data)

	Nine months ended September 30,		Years ended December 31,		
	2013	2012	2012	2011	2010
Statements of operations data:					
Net broadcast revenues (a)	\$ 835,223	\$ 633,493	\$ 920,593	\$ 648,002	\$ 655,836
Revenues realized from station barter arrangements	60,930	60,060	86,905	72,773	75,210
Other operating divisions revenues	39,263	38,609	54,181	44,513	36,598
Total revenues	935,416	732,162	1,061,679	765,288	767,644
Station production expenses	265,066	184,098	255,556	178,612	154,133
Station selling, general and administrative expenses	171,350	120,462	171,279	123,938	127,091
Expenses recognized from station barter arrangements	53,478	55,119	79,834	65,742	67,083
Amortization of program contract costs and net realizable value adjustments	56,746	43,565	60,990	52,079	60,862
Depreciation and amortization (b)	95,835	60,406	85,172	51,103	55,141
Other operating divisions expenses	33,351	33,165	46,179	39,486	30,916
Corporate general and administrative expenses	38,806	25,166	33,391	28,310	26,800
Impairment of goodwill, intangible and other assets				398	4,803
Operating income	220,784	210,181	329,278	225,620	240,815
Interest expense and amortization of debt discount and deferred financing costs	(123,029)	(92,001)	(128,553)	(106,128)	(116,046)
Loss from extinguishment of debt	(16,283)	(335)	(335)	(4,847)	(6,266)
Income (loss) from equity and cost method investees	115	8,343	9,670	3,269	(4,861)

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Gain on insurance settlement	137	37	47	1,742	344
Other income, net	1,290	1,696	2,233	1,717	1,865
Income from continuing operations before income taxes	83,014	127,921	212,340	121,373	115,851
Income tax (provision)	(22,992)	(42,185)	(67,852)	(44,785)	(40,226)
Income (loss) from continuing operations	60,022	85,736	144,488	76,588	75,625
Discontinued operations:					
(Loss) income from discontinued operations, net of taxes	11,558	(178)	465	(411)	(577)
Net income	\$ 71,580	\$ 85,558	\$ 144,953	\$ 76,177	\$ 75,048
Net loss (income) attributable to noncontrolling interest	(415)	106	(287)	(379)	1,100
Net income attributable to Sinclair Broadcast Group	\$ 71,165	\$ 85,664	\$ 144,666	\$ 75,798	\$ 76,148
Basic and diluted earnings per common share attributable to Sinclair Broadcast Group:					
Basic earnings per share from continuing operations	\$ 0.66	\$ 1.06			