

NEXSTAR BROADCASTING GROUP INC  
Form DEF 14A  
April 26, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.       )

Filed by the Registrant

Filed by a Party other than the Registrant

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Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Pursuant to § 240.14a-12

**Nexstar Broadcasting Group, Inc.**

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(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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**NEXSTAR BROADCASTING GROUP, INC.**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on May 30, 2007**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Nexstar Broadcasting Group, Inc. will be held at the office building where Nexstar Broadcasting Group, Inc. is headquartered, 909 Lake Carolyn Parkway, Suite 20, Irving, Texas 75039, on Wednesday, May 30, 2007 at 9:00 a.m., Central Daylight Time, for the following purposes:

1. To elect a Board of Directors to serve for the ensuing year and until their successors are duly elected and qualified.
2. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2007.
3. To consider and act upon such other business and matters or proposals as may properly come before the Annual Meeting or any adjournment or adjournments thereof.

Nexstar is mailing this proxy statement and the related proxy on or about May 1, 2007 to its stockholders of record on April 20, 2007. Only stockholders of record at that time are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. A list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder, for any purpose germane to the Annual Meeting, at the Annual Meeting and for ten days prior to the Annual Meeting during ordinary business hours at 909 Lake Carolyn Parkway, Suite 1450, Irving, Texas 75039.

By Order of the Board of Directors

/s/ Shirley E. Green

Shirley E. Green

*Secretary*

April 27, 2007

**IF YOU DO NOT EXPECT TO BE PRESENT AT THIS MEETING AND WISH YOUR SHARES OF COMMON STOCK TO BE VOTED, YOU ARE REQUESTED TO SIGN AND MAIL PROMPTLY THE ENCLOSED PROXY WHICH IS BEING SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. A RETURN ENVELOPE WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES IS ENCLOSED FOR THAT PURPOSE.**

**NEXSTAR BROADCASTING GROUP, INC.**

909 Lake Carolyn Parkway, Suite 1450

Irving, Texas 75039

**PROXY STATEMENT**

**Annual Meeting of Stockholders**

**May 30, 2007**

This proxy statement is furnished in connection with the solicitation by and on behalf of the Board of Directors of Nexstar Broadcasting Group, Inc., a Delaware corporation (Nexstar or the Company), of proxies for use at Nexstar's Annual Meeting of Stockholders to be held, pursuant to the accompanying Notice of Annual Meeting, on Wednesday, May 30, 2007 at 9:00 a.m., Central Daylight Time, and at any adjournment or adjournments thereof (the Annual Meeting). Actions will be taken at the Annual Meeting to (1) elect a Board of Directors to serve until the next Annual Meeting of Stockholders; (2) ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2007, and (3) transact any other business which may properly come before the meeting.

Shares of Nexstar common stock, par value \$0.01, (Common Stock), represented by a properly executed proxy that is received by Nexstar prior to the Annual Meeting, will, unless revoked, be voted as directed in the proxy. If a proxy is signed and returned, but does not specify how the shares represented by the proxy are to be voted, the proxy will be voted (i) **FOR** the election of the nominees named therein, (ii) **FOR** PricewaterhouseCoopers LLP as Nexstar's independent registered public accounting firm in 2007, (iii) in such manner as the persons named in your proxy card shall decide on any other matters that may properly come before the Annual Meeting.

This Proxy Statement, the accompanying notice and the enclosed proxy card are first being mailed to stockholders on or about May 1, 2007.

Nexstar's principal mailing address is 909 Lake Carolyn Parkway, Suite 1450, Irving, TX 75039.

**ANNUAL REPORT AND INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Nexstar's Annual Report to Stockholders for the fiscal year ended December 31, 2006, including Nexstar's financial statements and PricewaterhouseCoopers LLP's report on the financial statements and management's assessment and effectiveness of internal controls, is being mailed with this proxy statement to each of Nexstar's stockholders of record on April 20, 2007. Exhibits will be provided at no charge to any stockholder upon written request to Nexstar Broadcasting Group, Inc., attention: Matt Devine, Chief Financial Officer. Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting where they will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

**VOTING SECURITIES**

Stockholders of record on April 20, 2007 may vote at the Annual Meeting. On that date, there were 14,328,310 shares of Class A Common Stock; 13,411,588 shares of Class B Common Stock and 662,529 shares of Class C Common Stock outstanding. Holders of our Class A Common Stock and our Class B Common Stock will generally vote together as a single class on all matters submitted to a vote of our stockholders. The holders of Class A Common Stock are entitled to one vote per share and the holders of Class B Common Stock are entitled to 10 votes per share. Holders of our Class C Common Stock have no voting rights. If a quorum is present at the Annual Meeting, the directors will be elected by a plurality of the votes cast at the Annual Meeting.

by the holders of shares entitled to vote. Votes may be cast in favor of a nominee for director or withheld. Votes that are withheld or broker non-votes will have no effect on the outcome of the election of directors. (Broker non-votes occur when brokers or nominees holding stock in street name indicate on proxies that they do not have discretionary authority to vote the shares on a particular matter.)

Stockholders of record may vote their proxies by signing, dating and returning the enclosed Proxy Card. If no instructions are indicated, the shares represented by such proxy will be voted according to the recommendations of our Board of Directors. Each proxy that is properly received by Nexstar prior to the Annual Meeting will, unless revoked, be voted in accordance with the instructions given on such proxy. Any stockholder giving a proxy prior to the Annual Meeting has the power to revoke it at any time before it is exercised by a written revocation received by the Secretary of Nexstar or by executing and returning a proxy bearing a later date. Any stockholder of record attending the Annual Meeting may vote in person, whether or not a proxy has been previously given, but the mere presence of a stockholder at the Annual Meeting will not constitute revocation of a previously given proxy. In addition, stockholders whose shares of Common Stock are not registered in their own name will need to obtain a legal proxy from the record holder of such shares to vote in person at the Annual Meeting.

**VOTE NECESSARY TO APPROVE PROPOSALS**

Proposal 1: Election of Directors

The election of directors requires a plurality of the votes cast, and votes may be cast in favor of the nominees or withheld. A plurality means that the nominee receiving the most votes for election to a director position is elected to that position. Votes that are withheld and broker non-votes will be excluded entirely from the vote to elect directors and have no effect.

Proposal 2: Ratification of the Selection of Independent Registered Public Accounting Firm

The ratification of the selection of our independent registered public accounting firm requires the affirmative vote of a majority of the votes cast at the meeting. Votes may be cast for or against such ratification. Stockholders may also abstain from voting. Abstentions will count in the tabulations of votes cast on this proposal, while broker non-votes are not counted as votes cast or shares voting on such matter and will have no effect on the voting on such matter.

**DIRECTORS AND NOMINEES FOR DIRECTORS**

**PROPOSAL 1 ELECTION OF DIRECTORS**

At this annual meeting of stockholders, directors will be elected to hold office until the next meeting of stockholders for such purpose. The Company's By-laws provide that the number of directors shall be fixed by resolution of the Board of Directors. The Board of Directors has fixed the number of directors at ten. The persons named in the enclosed proxy will vote to elect as directors the nominees named below, unless the proxy is marked otherwise. If a stockholder returns a proxy without contrary instructions, the persons named as proxies therein will vote to elect as directors the nominees named below.

**The Board of Directors recommends a vote FOR the selection of Mr. Sook, Mr. Battaglia, Mr. Brooks, Mr. Grossman, Mr. Stone, Mr. Yudkoff, Mr. Armstrong, Mr. Donovan, Mr. Pompadur and Ms. McNabb to the Board of Directors.**

Name and Age	Principal Occupation and Business Experience
<b>Perry A. Sook, 49</b>	Mr. Sook has served as Chairman of our Board of Directors, President and Chief Executive Officer and as a Director since our inception in 1996. From 1991 to 1996, Mr. Sook was a principal of Superior Communications Group, Inc. Mr. Sook currently serves as a director of the Television Bureau of Advertising and serves as trustee for the Ohio University Foundation.
<b>Blake R. Battaglia, 34</b>	Mr. Battaglia has served as a Director since April 2002. Mr. Battaglia is a Principal at ABRY, which he joined in 1998. Prior to joining ABRY, Mr. Battaglia was an investment banker at Morgan Stanley & Co. Mr. Battaglia currently serves as a director of Atlantic Broadband, LLC., Cast & Crew Entertainment Services, LLC and Hometown Broadband, LLC.
<b>Erik Brooks, 40</b>	Mr. Brooks has served as a Director since March 2002. Mr. Brooks is a Partner at ABRY, which he joined in 1999. Prior to joining ABRY, Mr. Brooks was a Vice President at NCH Capital, a private equity investment fund, from 1995 to 1999. Mr. Brooks currently serves as a director of Country Road Communications LLC, Monitronics International, Inc., Kidzpop LLC, Music Resorts, Inc., Companion Technologies and Proquest, Inc.
<b>Jay M. Grossman, 47</b>	Mr. Grossman has served as a Director since 1997 and was our Vice President and Assistant Secretary from 1997 until March 2002. Mr. Grossman has been a Partner of ABRY since 1996. Prior to joining ABRY, Mr. Grossman was an investment banker specializing in media and entertainment at Kidder Peabody and at Prudential Securities. Mr. Grossman currently serves as a director (or the equivalent) of several private companies including Consolidated Theaters LLC, Country Road Communications LLC, Monitronics International, Inc., Caprock Communications, LLC and Atlantic Broadband, LLC.
<b>Brent Stone, 30</b>	Mr. Stone has served as a Director since March 2005. Mr. Stone is a Vice President at ABRY and has been with the firm since January 2002. Prior to joining ABRY, Mr. Stone was a member of the Investment Banking Department of Credit Suisse First Boston, formerly Donaldson, Lufkin and Jenrette, from 2000 to 2002. From 1999 to 2000, Mr. Stone was an Analyst in the Syndicated Finance Group of Chase Securities. Mr. Stone currently serves as a director (or the equivalent) of several private companies, including Monitronics International, Inc. and Legendary Pictures, LLC.

Name and Age	Principal Occupation and Business Experience
<b>Royce Yudkoff, 51</b>	Mr. Yudkoff has served as a Director since 1997 and was our Vice President and Assistant Secretary from 1997 until March 2002. Since 1989, Mr. Yudkoff has served as the President and Managing Partner of ABRY. Prior to joining ABRY, Mr. Yudkoff was affiliated with Bain & Company, serving as a Partner from 1985 to 1988. Mr. Yudkoff currently serves as a director (or the equivalent) of several companies, including U.S.A. Mobility, Inc., Muzak Holdings LLC, Talent Partners and Cast & Crew Entertainment Services, LLC.
<b>Geoff Armstrong, 49</b>	Mr. Armstrong has served as a Director since November 2003. Mr. Armstrong is Chief Executive Officer of 310 Partners, a private investment firm. From March 1999 through September 2000, Mr. Armstrong was the Chief Financial Officer of AMFM, Inc., which was publicly traded on the New York Stock Exchange until it was purchased by Clear Channel Communications in September 2000. From June 1998 to February 1999, Mr. Armstrong was Chief Operating Officer and a director of Capstar Broadcasting Corporation, which merged with AMFM, Inc. in July 1999. Mr. Armstrong was a founder of SFX Broadcasting, which went public in 1993, and subsequently served as Chief Financial Officer, Chief Operating Officer and a director until the company was sold in 1998 to AMFM. Mr. Armstrong has served as a director and the chairman of the audit committee of Radio One, Inc. since June 2001 and May 2002, respectively.
<b>Michael Donovan, 66</b>	Mr. Donovan has served as a Director since November 2003. Mr. Donovan is the founder and majority stockholder of Donovan Data Systems Inc., a privately held supplier of computer services to the advertising and media industries. Mr. Donovan has served as Chairman and Chief Executive Officer of Donovan Data Systems Inc. since 1967. Mr. Donovan currently serves as a director of the Statue of Liberty/Ellis Island Foundation and is on the board of advisors of the Yale Divinity School's Center for Faith and Culture.
<b>I. Martin Pompadur, 71</b>	Mr. Pompadur has served as a Director since November 2003. In June 1998, Mr. Pompadur joined News Corporation as Executive Vice President of News Corporation, President of News Corporation Eastern and Central Europe and a member of News Corporation's Executive Management Committee. In January 2000, Mr. Pompadur was appointed Chairman of News Corp Europe. Prior to joining News Corporation, Mr. Pompadur was President of RP Media Management and held executive positions at several other media companies. Mr. Pompadur currently serves as a director of Metromedia International, News Out of Home B.V., Balkan Bulgarian, RP Coffee Ventures, Sky Italia and Elong.
<b>Lisbeth McNabb, 46</b>	Ms. McNabb has served as a Director since May 2006. Since November 2006, Ms. McNabb has been an independent business consultant. Ms. McNabb is the former Chief Financial Officer of Match.com, an online personal service company, where she was employed from March 2005 through October 2006. Prior to joining Match.com, Ms. McNabb served as Senior Vice President of Finance and Planning for Sodexo Marriott, an on-site food service and facilities management company, from 2000 to 2005, as Director of Business Planning for Frito-Lay from 1995 to 2000 and, previous to that, held finance leadership roles with American Airlines and JP Morgan Chase. Ms. McNabb is currently on the board of the Dallas Chapter of Financial Executives International, a national organization for chief financial officers and finance executives, and serves on the board of the non-profit Sammons Art Center.



**PROPOSAL 2 RATIFICATION OF THE SELECTION OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Subject to ratification by the stockholders, the Audit Committee of our Board of Directors has selected the firm of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2007. PricewaterhouseCoopers LLP has served as our independent registered public accounting firm since 1997. If the stockholders do not ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm, the selection of such independent registered public accounting firm will be reconsidered by the Audit Committee.

Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from stockholders.

**The Board of Directors believes that the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2007 is in the best interests of the Company and its stockholders and therefore recommends that the stockholders vote FOR this proposal.**

## CORPORATE GOVERNANCE

### **Committees of the Board of Directors**

The Board of Directors currently has the following three standing committees: the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee.

#### ***Compensation Committee***

The Compensation Committee consists of Messrs. Grossman, Armstrong and Yudkoff. The Compensation Committee met twice during 2006.

The Compensation Committee makes all decisions about the compensation of the Chief Executive Officer and also has the authority to review and approve the compensation for the Company's other executive officers. The primary objectives of the Compensation Committee in determining total compensation (both salary and incentives) of the Company's executive officers, including the Chief Executive Officer, are (i) to enable the Company to attract and retain highly qualified executives by providing total compensation opportunities with a combination of elements which are at or above competitive opportunities, (ii) to tie executive compensation to the Company's general performance and specific attainment of long-term strategic goals, and (iii) to provide a long-term incentive for future performance that aligns stockholder interests and executive rewards.

The purpose of the Compensation Committee is to establish compensation policies for Directors and executive officers of Nexstar, approve employment agreements with executive officers of Nexstar, administer Nexstar's stock option plans and approve grants under the plans and make recommendations regarding any other incentive compensation or equity-based plans. The Compensation Committee operates under a written charter adopted by the Board of Directors in January 2004. A copy of such charter is available through our web site at [www.nexstar.tv](http://www.nexstar.tv). For more information regarding the Compensation Committee, please refer to the "Compensation Committee Report" in this Proxy Statement.

#### ***Audit Committee***

The Audit Committee consists of Messrs. Armstrong and Pompadur and Ms. McNabb. The Audit Committee met 8 times during 2006. The purpose of the Audit Committee is to oversee the quality and integrity of Nexstar's accounting, internal auditing and financial reporting practices, to perform such other duties as may be required by the Board of Directors, and to oversee Nexstar's relationship with its independent registered public accounting firm. The members of the Audit Committee are independent as that term is defined in the National Association of Securities Dealers Listing Standards. The Board of Directors has determined that Mr. Armstrong is an audit committee financial expert in accordance with the applicable rules and regulations of the SEC. The Audit Committee operates under a written charter adopted by the Board of Directors in January 2004. A copy of such charter is available through our web site at [www.nexstar.tv](http://www.nexstar.tv). For more information regarding the Audit Committee, please refer to the "Audit Committee Report" in this Proxy Statement.

#### ***Nominating and Corporate Governance Committee***

The Nominating and Corporate Governance Committee consists of Messrs. Armstrong, Donovan and Pompadur. The Nominating and Corporate Governance Committee met once during 2006. The members of the committee are independent as defined in the marketplace rules which govern NASDAQ Stock Market. The purpose of the Nominating and Corporate Governance Committee is to identify individuals qualified to serve on Nexstar's Board of Directors, recommend persons to be nominated by the Board of Directors for election as directors at the annual meeting of stockholders, recommend nominees for any committee of the Board of Directors, develop and recommend to the Board of Directors a set of corporate governance principles applicable to Nexstar and to oversee the evaluation of the Board of Directors and its committees. The Nominating and

Corporate Governance Committee operates under a written charter adopted by the Board of Directors in January 2004. A copy of such charter is available through our web site at [www.nexstar.tv](http://www.nexstar.tv).

#### **Additional Information Concerning the Board of Directors**

During 2006, each director attended at least 75% of the meetings of the Board of Directors and committees of the Board of Directors on which they serve, except for Michael Donovan.

Because fewer than ten non-management stockholders attended our 2006 Annual Meeting of Stockholders in person, the Board of Directors has not adopted a formal policy with regard to director attendance at the annual meeting of stockholders. Mr. Sook and Ms. McNabb attended the 2006 Annual Meeting of Stockholders.

The Board of Directors has not adopted a nominating policy to be used for identifying and evaluating nominees for director, including director candidates recommended by stockholders, and has not established any specific, minimum qualifications that director nominees must possess. Instead, the Nominating and Corporate Governance Committee plans to determine the qualifications and skills required to fill a vacancy to complement the existing qualifications and skills, as a vacancy arises in the Board of Directors. However, if it is determined that a nominating policy would be beneficial to Nexstar, the Board of Directors may in the future adopt a nominating policy.

Nexstar is a controlled company in accordance with rules and regulations of NASDAQ, because ABRY Partners, LLC through its affiliated funds controls a majority of the outstanding voting stock. As a result, we are not required to maintain a majority of independent directors on our Board of Directors or to have the compensation of our executive officers and the nomination of directors be determined by independent directors.

#### **Code of Ethics**

The Board of Directors adopted a Code of Ethics that applies to our Chief Executive Officer, Chief Financial Officer, the other executive officers and directors, and persons performing similar functions. The purpose of the Code of Ethics is to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, to promote full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by Nexstar Broadcasting Group, Inc. and its subsidiaries, and to promote compliance with all applicable rules and regulations that apply to Nexstar Broadcasting Group, Inc. and its subsidiaries and their respective officers and directors. The Code of Ethics was attached as an exhibit to Nexstar's Annual Report for the year ended December 31, 2003 on Form 10-K filed with the Securities and Exchange Commission.

#### **Compensation Committee Interlocks and Insider Participation**

None of our directors or executive officers served, and we anticipate that no member of our Board of Directors or executive officers will serve, as a member of the board of directors or compensation committee of any other company that has one or more executive officers serving as a member of our Board of Directors.

## COMPENSATION OF DIRECTORS

### Overview of Compensation and Procedures

Messrs. Sook, Battaglia, Brooks, Grossman, Stone and Yudkoff serve on the Board of Directors without additional compensation. Messrs. Donovan, Armstrong and Pompadur and Ms. McNabb each receive an annual retainer of \$15,000 plus \$1,500 for each in-person meeting that they attend and \$750 for each telephonic meeting that they attend of the Board of Directors or committee thereof of which they are a member. In addition, members of the Board of Directors are reimbursed for expenses they incur in attending meetings.

Directors hold office until the next meeting of the stockholders of Nexstar for the election of directors and until their successors are elected and qualified. There are no family relationships among directors or executive officers of Nexstar.

### 2006 DIRECTOR COMPENSATION TABLE

The following table sets forth information concerning compensation to each of our directors (excluding the Named Executive Officer who is also a director disclosed in the Summary Compensation Table) during the fiscal year ended December 31, 2006:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$) <sup>(2)</sup>	Total (\$)
Blake R. Battaglia	\$		\$			\$	\$
Erik Brooks							
Jay M. Grossman							
Brent Stone							
Royce Yudkoff							
Geoff Armstrong	24,000			19,746		3,483	47,229
Michael Donovan	19,500			19,746			39,246
I. Martin Pompadur	23,250			19,746			42,996
Lisbeth McNabb	13,500		161			3,740	17,401

(1) Represents the amount recognized as compensation expense in the Company's financial statements in accordance with SFAS No. 123(R) with respect to all stock options awarded to our directors. See the notes to the Company's consolidated financial statements in our 2006 Annual Report on Form 10-K for discussion of the assumptions made in the valuation of these awards. The amount recognized for financial statement reporting purposes is recognized ratably over the vesting term of the awards. The aggregate option awards outstanding for each person in the table set forth above as of December 31, 2006 are as follows:

Name	Vested	Unvested
Geoff Armstrong	10,000	30,000
Michael Donovan	10,000	30,000
I. Martin Pompadur	10,000	30,000
Lisbeth McNabb		10,000

Stock options vest at a rate of twenty percent each year until the award is fully vested on the fifth anniversary of the grant date and expire ten years from the date of grant.

(2) Represents reimbursed travel expenses incurred to attend board of directors meetings.

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**EXECUTIVE OFFICERS**

The current executive officers of the Company are:

<b>Name</b>	<b>Age</b>	<b>Nexstar Position</b>
Perry A. Sook	49	President, Chief Executive Officer and Director
Matthew E. Devine	58	Chief Financial Officer and Executive Vice President
Duane A. Lammers	45	Chief Operating Officer and Executive Vice President
Timothy C. Busch	44	Senior Vice President, Regional Manager
Brian Jones	47	Senior Vice President, Regional Manager
Rajiv Lulla	35	Senior Vice President, New Media
Shirley E. Green	47	Vice President, Finance
Richard Stolpe	50	Vice President, Director of Engineering
Paul Greeley	55	Vice President, Marketing and Promotions
Christopher Manson	47	Vice President, News

*Perry A. Sook* has served as Chairman of our Board of Directors, President and Chief Executive Officer and as a Director since 1996. From 1991 to 1996, Mr. Sook was a principal of Superior Communications Group, Inc. Mr. Sook currently serves as a director of the Television Bureau of Advertising and serves as trustee for the Ohio University Foundation.

*Matthew E. Devine* has served as our Chief Financial Officer and Executive Vice President since January 2006. Prior to joining Nexstar, Mr. Devine pursued personal interests from 2004 through 2005. Prior to that time, Mr. Devine was the Chief Executive Officer and a director of Digital Generation Systems, Inc. from July 1999 to December 2003. Prior to that time, Mr. Devine served as Chief Financial Officer of Chancellor Media Corporation (which became AMFM Inc.). Prior to Chancellor Media's formation in 1997, Mr. Devine served as the Chief Financial Officer, Executive Vice President, Treasurer, Secretary and a director of Evergreen Media Corporation, the predecessor company to Chancellor Media.

*Duane A. Lammers* has served as our Chief Operating Officer and Executive Vice President since October 2002. Prior to that time, Mr. Lammers served as our Executive Vice President from February 2001 until September 2002 and as our Vice President, Director of Sales and Marketing from 1998 until January 2001. Mr. Lammers was employed as a Nexstar-based station General Manager from 1997 to 1999. Prior to joining Nexstar, Mr. Lammers was the General Manager of WHTM, the ABC affiliate in Harrisburg, Pennsylvania, from 1994 to 1997.

*Timothy C. Busch* has served as our Senior Vice President and Regional Manager since October 2002. Prior to that time, Mr. Busch served as our Vice President and General Manager at WROC, Rochester, New York from 2000 to October 2002. Prior to joining Nexstar, Mr. Busch served as General Sales Manager and held various other sales management positions at WGRZ, Buffalo, New York from 1993 to 2000.

*Brian Jones* has served as our Senior Vice President and Regional Manager since May 2003. Prior to joining Nexstar, Mr. Jones served as Vice President and General Manager at KTVT and KTXA, Dallas-Fort Worth, Texas from 1995 to 2003.

*Rajiv Lulla* has served as our Senior Vice President, New Media since May 2006. Prior to joining Nexstar, Mr. Lulla was employed by Viacom Inc.'s CBS Radio and MTV Networks from 1999 through May 2006, serving as Vice President, Business Development and New Media Operations from January 2004 to May 2006, as Director of Strategy and Business Development from January 2003 to December 2003 and in other technical and management positions from 1999 to December 2002.

*Shirley E. Green* has served as our Vice President, Finance since February 2001. Prior to that time, Ms. Green served as our Controller from 1997 to 2001. Prior to joining Nexstar, from 1994 to 1997, Ms. Green

was Business Manager at KOCB, Oklahoma City, Oklahoma, which was owned by Superior Communications Group, Inc.

*Richard Stolpe* has served as our Vice President, Director of Engineering since January 2000. Prior to that time, Mr. Stolpe served as our Chief Engineer from 1998 to 2000. Prior to joining Nexstar, Mr. Stolpe was employed by WYOU, Wilkes Barre-Scranton, Pennsylvania as Chief Engineer from 1996 to 1998.

*Paul Greeley* has served as our Vice President, Marketing and Promotions since January 2004. Prior to joining Nexstar, Mr. Greeley was a partner with Grim and Greeley Marketing from March 2002 to January 2004. From December 2000 to November 2001, Mr. Greeley was the Director of Creative Services for WWL in New Orleans, Louisiana, and was the Director of Creative Services for WESH in Orlando, Florida from September 1997 to April 2000.

*Christopher Manson* has served as our Vice President, News since May 2006. Prior to that time, Mr. Manson served as our News Director at WMBD, Peoria-Bloomington, Illinois from 2000 to May 2006.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of Nexstar's Common Stock as of March 31, 2007 by (i) those persons known to Nexstar to be the beneficial owners of more than five percent of the outstanding shares of Common Stock of Nexstar, (ii) each director of Nexstar, (iii) the Named Executive Officers listed in the Summary Compensation Table and (iv) all directors and executive officers of Nexstar as a group. Under such rules, beneficial ownership includes any shares as to which the entity or individual has sole or shared voting power or investment power and also any shares that the entity or individual has the right to acquire as of March 1, 2007 (60 days after December 31, 2006) through the exercise of any stock option or other right. This information has been furnished by the persons named in the table below or in filings made with the Securities and Exchange Commission. Where the number of shares set forth below includes shares beneficially owned by spouses and minor children, the named persons disclaim any beneficial interest in the shares so included. Unless otherwise indicated, a person's address is c/o Nexstar Broadcasting Group, Inc., 909 Lake Carolyn Parkway, Suite 1450, Irving, TX 75039.

## BENEFICIAL OWNERSHIP TABLE

Name of Beneficial Owner	Class A			Class B		Class C		Percent of Total	
	Direct Ownership	Vested Options	Percent	Number	Percent	Number	Percent	Economic Interest	Voting Power
<b>Beneficial Owners of More Than 5%:</b>									
ABRY <sup>(1)</sup>	3,490,883		24.4%	13,024,501	97.1%			58.2%	90.1%
Act II Management, L.P. <sup>(2)</sup>	720,207		5.0%					2.5%	0.5%
Banc of America Capital Investors L.P. <sup>(3)</sup>	666,700		4.7%			662,529	100.0%	4.7%	0.4%
FMR Corp. <sup>(4)</sup>	1,760,200		12.3%					6.2%	1.2%
<b>Current Directors and Nominees:</b>									
Royce Yudkoff <sup>(5)(6)</sup>	3,490,883		24.4%	13,024,501	97.1%			58.2%	90.1%
Perry A. Sook <sup>(7)</sup>	87,913	380,000	3.3%	387,087	2.9%			3.0%	2.9%
Blake R. Battaglia <sup>(6)</sup>									
Erik Brooks <sup>(6)</sup>	7,000		0.0%					0.0%	0.0%
Jay M. Grossman <sup>(6)</sup>	36,000		0.3%					0.1%	0.0%
Brent Stone <sup>(6)</sup>									
Geoff Armstrong		10,000	0.1%					0.0%	0.0%
Michael Donovan	6,700	10,000	0.1%					0.1%	0.0%
I. Martin Pompadur		10,000	0.1%					0.0%	0.0%
Lisbeth McNabb									
<b>Current Named Executive Officers:</b>									
Matthew E. Devine	50,000	60,000	0.8%					0.4%	0.1%
Duane A. Lammers	1,318	116,000	0.8%					0.4%	0.1%
Brian Jones	500	43,000	0.3%					0.2%	0.0%
Timothy C. Busch	214	49,000	0.3%					0.2%	0.0%
<b>Former Named Executive Officer:</b>									
G. Robert Thompson <sup>(8)</sup>									
<b>All current directors and executive officers as a group (19 persons)</b>									
	3,683,360	740,000	30.9%	13,411,588	100.0%			62.8%	93.3%

(1) Represents 7,147,964 shares of Class B Common Stock owned by ABRY Broadcast Partners II, L.P.; and 3,490,883 shares of Class A Common Stock and 5,876,537 shares of Class B Common Stock owned by ABRY Broadcast Partners III, L.P., which are affiliates of ABRY Broadcast Partners, LLC. The address of ABRY is 111 Huntington Avenue, 30<sup>th</sup> Floor, Boston, MA 02199.

(2) The address of Act II Management, L.P. is 444 Madison Avenue, 17<sup>th</sup> Floor, New York, NY 10022.

(3) The address of Banc of America Capital Investors L.P. is 100 North Tryon Street, 25<sup>th</sup> Floor, Charlotte, NC 28255-0001.

(4) The address of FMR Corp. is 82 Devonshire Street, Boston, MA 02109.

(5) Mr. Yudkoff is the sole trustee of ABRY Holdings III, Co., which is the sole member of ABRY Holdings III LLC, which is the sole general partner of ABRY Equity Investors, L.P., the sole general partner of ABRY Broadcast Partners III, L.P. Mr. Yudkoff is also the trustee of ABRY Holdings Co., which is the sole member of ABRY Holdings LLC, which is the sole general partner of ABRY Capital, L.P., which is the sole general partner of ABRY Broadcast Partners II,

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L.P.

- (6) The address of Mr. Yudkoff, Mr. Battaglia, Mr. Brooks, Mr. Grossman and Mr. Stone is the address of ABRY.
- (7) Represents shares owned by PS Sook Ltd., of which Mr. Sook and his spouse are the beneficial owners.
- (8) Mr. Thompson resigned as Chief Financial Officer and Executive Vice President of Nexstar effective on January 2, 2006.



**SECTION 16(a) BENEFICIAL OWNERSHIP**

**REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, executive officers and persons who beneficially own more than ten percent of a registered class of our equity securities to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of such equity securities of Nexstar. Executive officers, directors and greater than ten percent beneficial owners are required to furnish Nexstar with copies of all Section 16(a) forms they file.

Based on our records and review of the copies of Section 16(a) reports furnished to us during the fiscal year ended December 31, 2006, we believe all Section 16(a) filing requirements applicable to Nexstar's executive officers, directors and greater than ten percent beneficial owners were timely satisfied, except as described below:

On April 10, 2006, Christopher Manson was promoted to Vice President, News. Due to an inadvertent administrative error, his Form 3 filing was late.

On May 30, 2006, Lisbeth McNabb was elected to our Board of Directors. Due to an inadvertent administrative error, her Form 3 filing was late.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee of the Board of Directors (the Compensation Committee ) establishes compensation policies for the directors and executive officers of the Company, approves employment agreements with executive officers of the Company, administers the Company's stock option plans and approves grants under the stock option plans and makes recommendations regarding any other incentive compensation or equity-based plans.

In performing its oversight responsibilities of the design and functioning of the Company's executive and director compensation program, the Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis for the year ended December 31, 2006 with the management of the Company. Based on this review and discussion, the Compensation Committee has recommended to the Company's Board of Directors that the Compensation Discussion and Analysis be included in the Company's Proxy Statement for the 2007 Annual Meeting of Stockholders.

Respectfully submitted,

Royce Yudkoff  
Jay M. Grossman  
Geoff Armstrong

## COMPENSATION DISCUSSION AND ANALYSIS

### Introduction

In this Compensation Discussion and Analysis ( CD&A ), we provide a detailed discussion and analysis of our compensation program and policies and the critical factors that are considered in making compensation decisions.

Throughout this Proxy Statement, the individuals who served as the Company's Chief Executive Officer and Chief Financial Officer during fiscal 2006, along with the other three most highly-compensated executive officers, are collectively referred to as the Named Executive Officers.

### Overview and Role of Compensation Committee

The Compensation Committee of the Board of Directors (the Compensation Committee) establishes compensation policies for the directors and executive officers of Nexstar, including the Named Executive Officers. The Compensation Committee approves the employment agreements with the executive officers of Nexstar, administers Nexstar's stock option plans, approves grants under such plans and make recommendations regarding other incentive compensation or equity-based plans provided to the Named Executive Officers and other executive officers.

### Compensation Philosophy and Objectives

The Company's executive compensation program has been developed to incorporate a compensation philosophy consistent with the following primary objectives:

Attract and retain talented and highly qualified executives in the competitive television broadcasting industry by providing a total compensation package that includes a combination of elements which are at or above competitive opportunities;

Tie executive compensation, both annual and long-term elements, to the Company's overall performance and specific attainment of long-term strategic goals;

Provide executives with long-term incentive for future performance that aligns with stockholder interests and maximizes stockholders value over the long-term; and

Set executive compensation at responsible levels to promote fairness and equity among all employees within our organization.

### Defining the Market Benchmarking

We have not engaged a compensation consultant to review our policies and procedures concerning executive compensation. Our Chief Executive Officer conducts an annual benchmark review of the aggregate level of our executive compensation, as well as the mix of elements within our executive compensation program. This benchmarking review encompasses analyzing proxy information of approximately 20 multi-media companies that have a broadcast component ( peer group ), as disclosed in their most recent proxy information filing with the Securities and Exchange Commission. This review provides a foundation for ensuring that our executive compensation levels remain competitive in relation to this peer group and is generally refreshed prior to the hiring or replacement of an executive officer.

### Elements of Compensation

The principal elements of the Company's executive compensation consist of the following:

Base Salary

Annual Cash Bonuses

Stock Options

Other Stock-Based Compensation

Perquisites and Other Compensation

Health Benefits

Severance Benefits and Change in Control Provisions

***Base Salary***

The annual base salary of the Company's Named Executive Officers is established in an employment agreement executed with each individual (see "Employment Agreements" in this Proxy Statement). The base salary is established based on the scope of the executive's responsibilities, taking into account competitive market compensation paid by peer group companies for similar positions. Generally, we target the executives' base salaries near the median market pay level based on our benchmarking review of peer group companies. Under each employment agreement, base salaries are increased on an annual basis. Annual salary increases for the Named Executive Officers are generally consistent, on a percentage basis, with those received by non-executive employees.

***Annual Cash Bonuses***

Under the terms of their employment agreements, each Named Executive Officer is eligible to earn a targeted annual cash bonus up to an amount equal to a specified percentage of such executive's salary. For the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer, their annual cash bonus is targeted to be approximately 50% of their annual base salary. For the two Senior Vice President, General Managers, their annual cash bonus is targeted to be approximately one-third of their annual base salary. However, the Chief Executive Officer, with the approval of the Compensation Committee, may increase the annual bonus paid to our other Named Executive Officers, and the Compensation Committee may increase the annual bonus paid to our Chief Executive Officer. The 2006 bonus paid to our Chief Executive Officer exceeded this specified amount. The amount of Mr. Sook's bonus was based partly upon his achievement of individual performance objectives and partly upon the Company's successful completion of retransmission consent agreements with cable operators that provide compensation to the Company.

The Company does not utilize defined formulas for bonuses paid to its executive officers, including its Named Executive Officers. The payment of cash bonuses is made on a discretionary basis and is determined based on an evaluation of each executive's individual performance. For fiscal year 2006, this evaluation occurred during the first quarter of 2007. The annual cash bonuses are intended to reward individuals based on their attainment of goals set by the Board of Directors or the Chief Executive Officer and their contributions to the overall success of the Company.

***Stock Options and Other Stock Based Compensation***

The Company believes that the granting of stock options is the most appropriate form of long-term compensation since it provides incentive to promote the long-term success of the Company in line with stockholders' interest. The Company's stock option plans are intended to motivate and reward the executive officers and to retain their continued services while providing long-term incentive opportunities including the participation in the long-term appreciation of our common stock value.

Each Named Executive Officer is initially provided with a stock option grant upon joining the Company. The number of stock options awarded in the initial grant is primarily based on factors such as their position, relevant prior experience and competitive conditions. After their initial grant of stock options, a Named Executive Officer is typically awarded additional stock options once annually in the last quarter of the year. The

number of stock options awarded to the executive officer during a given year is determined by the Compensation Committee, based on the performance of the individual and the attainment of annual goals, including certain financial measures and performance benchmarks.

During 2006, the granting of stock options to the Named Executive Officers occurred during December 2006. The Compensation Committee awarded stock options to the four non-CEO Named Executive Officers based on the recommendation of the Chief Executive Officer, who evaluated their performance in meeting the goals established at the beginning of 2006. The Compensation Committee awarded stock options to the Chief Executive Officer primarily based on the overall performance of the Company.

The Company currently maintains two equity compensation plans (collectively, the *Equity Plans*), which provide for the granting of stock options, stock appreciation rights, restricted stock and performance awards. Awards made under the Company's *Equity Plans* have consisted almost exclusively of the granting of non-qualified stock options. With certain limited exceptions, stock option awards vest 20% per year over a five-year period, dependent on continued employment. The exercise price of stock options may not be less than the market price of the Company's Class A Common Stock on the date of grant. Stock option awards must be exercised within ten years of the date of grant of the option, subject to earlier expiration upon termination of the individual's employment. The provisions of the *Equity Plans* limit the number of options that may be granted to any one individual in a calendar year to 10% of the total number of options authorized under the plan.

During 2006, Mr. Devine, our Chief Financial Officer, was granted 30,000 shares of restricted stock as of the first date of his employment. This award vested over a twelve-month period.

#### ***Perquisites and Other Compensation***

All other compensation for the Named Executive Officers includes automobile allowances paid by the Company, the value of the personal use of an automobile, healthcare insurance premiums and group life insurance paid by the Company and 401(k) plan matching contributions.

#### ***Health Benefits***

All full-time employees, including our Named Executive Officers, may participate in our health benefit program, including medical, dental and vision care coverage, disability insurance and life insurance.

#### ***Severance Benefits and Change in Control Provisions***

All of our Named Executive Officers have entered into employment agreements with us. These employment agreements, among other things, provide for severance compensation to be paid to the executives if they are terminated upon change of control of the Company, or for reasons other than cause or if they resign for good reason, as defined in the agreement.

#### ***Determination of 2006 Compensation***

The Compensation Committee reviewed compensation levels for the Named Executive Officers for 2006 and considered various factors, including the executive's job performance, the compensation level of competitive jobs and the financial performance of the Company. For the executive officers other than the Chief Executive Officer, the Compensation Committee considers the recommendations of the Chief Executive Officer. The Compensation Committee approved the primary components of compensation for each Named Executive Officer, including their annual cash bonus and grant of stock options.

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**EMPLOYMENT AGREEMENTS**

The Company currently has an employment agreement in place with each of its Named Executive Officers. The following is summarized information related to the base salary, annual cash bonus and severance compensation and termination provisions contained in the employment agreement of each Named Executive Officer.

*Perry A. Sook*

Mr. Sook is employed as President and Chief Executive Officer under an employment agreement with us. The term of the agreement expires on December 31, 2008 and automatically renews for successive one-year periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, effective as of October 1, 2002, Mr. Sook's base salary was \$675,000 in 2006, and is \$700,000 in 2007 and \$750,000 in 2008. In addition to his base salary, Mr. Sook is eligible to earn a targeted annual bonus of \$350,000 for 2007 and \$375,000 for 2008, upon achievement of goals established by our Board of Directors. In the event of termination upon change of control or for reasons other than cause, or if Mr. Sook resigns for good reason, as defined in the agreement, Mr. Sook is eligible to receive his base salary for a period of one year and is eligible to receive continued coverage under the Company's healthcare insurance plan in accordance with the continuation requirements of Consolidated Omnibus Budget Reconciliation Act of 1985 ( COBRA ) for one year with premiums paid by Nexstar.

*Duane A. Lammers*

Effective October 1, 2002, Mr. Lammers became Chief Operating Officer and Executive Vice President under an employment agreement with us. The term of the agreement expires on June 30, 2008 and automatically renews for successive one-year periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Mr. Lammers' base salary is \$330,000 from July 1, 2006 through June 30, 2007 and \$340,000 through June 30, 2008 and thereafter. In addition to his base salary, Mr. Lammers is eligible to earn a targeted annual bonus of \$170,000 for 2007 and thereafter at the discretion of our Chief Executive Officer, based on Mr. Lammers' attainment of goals set by our Chief Executive Officer. In the event of termination upon change of control or for reasons other than cause, or if Mr. Lammers resigns for good reason, as defined in the agreement, Mr. Lammers is eligible to receive his base salary for a period of one year and is eligible to receive continued coverage under the Company's healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

*Matthew E. Devine*

Effective January 23, 2006, Mr. Devine became Chief Financial Officer and Executive Vice President under an employment agreement with us. The term of the agreement expires on January 22, 2011 and automatically renews for successive one-year periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Mr. Devine's base salary was \$350,000 through January 22, 2007 and is \$360,000 from January 23, 2007 through January 22, 2008, \$370,000 through January 22, 2009, \$380,000 through January 22, 2010 and \$400,000 thereafter. In addition to his base salary, Mr. Devine is eligible to earn a targeted annual bonus of \$180,000 for 2007, \$185,000 for 2008, \$190,000 for 2009 and \$200,000 for 2010 and thereafter at the discretion of our Chief Executive Officer, based on Mr. Devine's attainment of goals set by our Chief Executive Officer. In the event of termination upon change of control or for reasons other than cause, or if Mr. Devine resigns for good reason, as defined in the agreement, Mr. Devine is eligible to receive his base salary for a period of one year and is eligible to receive continued coverage under the Company's healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

*Timothy C. Busch*

Mr. Busch is employed as Senior Vice President, Regional Manager under an employment agreement with us. The term of the agreement expires on June 30, 2008 and automatically renews for successive one-year periods

unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Mr. Busch's base salary is \$280,000 from July 1, 2006 through June 30, 2007 and \$290,000 through June 30, 2008 and thereafter. In addition to his base salary, Mr. Busch is eligible to earn a targeted annual bonus of \$120,000 for 2007 and thereafter at the discretion of our Chief Executive Officer, based on Mr. Busch's attainment of goals set by our Chief Executive Officer. In the event of termination upon change of control or for reasons other than cause, or if Mr. Busch resigns for good reason, as defined in the agreement, Mr. Busch is eligible to receive his base salary for a period of one year and is eligible to receive continued coverage under the Company's healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

*Brian Jones*

Mr. Jones is employed as Senior Vice President, Regional Manager under an employment agreement with us. The term of the agreement expires on May 1, 2008 and automatically renews for successive one-year periods unless either party notifies the other of its intention not to renew the agreement. Under the agreement, Mr. Jones' base salary is \$280,000 from May 1, 2006 through April 30, 2007 and \$290,000 through April 30, 2008 and thereafter. In addition to his base salary, Mr. Jones is eligible to earn a targeted annual bonus of \$120,000 for 2007 and thereafter at the discretion of our Chief Executive Officer, based on Mr. Jones' attainment of goals set by our Chief Executive Officer. In the event of termination upon a change of control or for reasons other than cause, or if Mr. Jones resigns for good reason, as defined in the agreement, Mr. Jones is eligible to receive his base salary for a period of one year and is eligible to receive continued coverage under the Company's healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

The Company previously had the following employment agreement in place with a former executive officer:

*G. Robert Thompson*

Mr. Thompson was employed as Chief Financial Officer and Executive Vice President under an employment agreement with us until January 2, 2006, the effective date of his resignation. The term of the agreement was set to expire on May 12, 2007 and automatically renew for successive one-year periods unless either party notified the other of its intention not to renew the agreement. Under the agreement, Mr. Thompson's base salary was \$240,000 from September 1, 2005 through August 31, 2006 and was to be \$250,000 through September 1, 2007 and thereafter. In addition to his base salary, Mr. Thompson was eligible to receive a targeted bonus of \$50,000 for 2006 and thereafter at the discretion of our Chief Executive Officer, based on Mr. Thompson's attainment of goals set by our Chief Executive Officer. Pursuant to his termination agreement, upon Mr. Thompson's departure he received \$240,000, which represented one full year of his base salary, and received continued coverage under the Company's healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.



### COMPENSATION OF NAMED EXECUTIVE OFFICERS

The following table sets forth information that summarizes compensation for the fiscal year ended December 31, 2006 for our Named Executive Officers, including our former Chief Financial Officer.

#### 2006 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards		Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified	All Other Compensation (\$)	Total (\$)
				(\$) <sup>(3)</sup>	Option Awards (\$) <sup>(4)</sup>		Non-Equity Deferred Compensation Earnings		
Perry A. Sook President, Chief Executive Officer and Director	2006	\$ 674,519	\$ 900,000	\$	\$ 566,656			\$ 18,507	\$ 2,159,682
Matthew E. Devine <sup>(1)</sup> Chief Financial Officer and Executive Vice President	2006	323,077	150,000	128,700	135,298			11,077	748,152
Duane A. Lammers Chief Operating Officer and Executive Vice President	2006	324,808	165,000		114,841			11,520	616,169
Brian Jones Senior Vice President, Regional Manager	2006	276,538	115,000		71,815			15,120	478,473
Timothy C. Busch Senior Vice President, Regional Manager	2006	274,808	115,000		57,438			10,727	457,973
<b>Former Named Executive Officer:</b>									
G. Robert Thompson <sup>(2)</sup>	2006	5,538						253,482	259,020

(1) Mr. Devine joined Nexstar on January 23, 2006.

(2) Mr. Thompson, the former Chief Financial Officer and Executive Vice President, resigned from Nexstar effective on January 2, 2006.

(3) Represents the amount recognized as compensation expense in the Company's financial statements in accordance with SFAS No. 123(R) with respect to shares of restricted stock awarded Mr. Devine in 2006. See the notes to the Company's consolidated financial statements in our 2006 Annual Report on Form 10-K for a discussion of the assumptions made in the valuation of this award. The amount recognized as compensation for financial statement reporting purposes with respect to restricted stock awarded to Mr. Devine in 2006 is recognized ratably over the vesting term of the award. This award vested monthly in increments of 2,500 shares over a twelve-month period until becoming fully vested on January 23, 2007.

(4) Represents the amount recognized as compensation expense in the Company's financial statements in accordance with SFAS No. 123(R) with respect to all non-qualified stock options awarded to our Named Executive Officers. See the notes to the Company's consolidated financial statements in our 2006 Annual Report on Form 10-K for a discussion of the assumptions made in the valuation of these awards. The amount recognized for financial statement reporting purposes with respect to all stock options awarded to our Named Executive Officers in 2003, 2004, 2005 and 2006 is recognized ratably over the vesting term of the awards. For awards made November 28, 2003 50,000 option shares awarded to each of Messrs. Sook and Lammers; and 15,000 option shares awarded to Mr. Busch vested immediately upon grant, and the remaining shares vest in equal amounts until the award is fully vested on the fifth anniversary of the grant date. For all other awards, twenty percent of the shares vest each year until the award is fully vested on the fifth anniversary of the grant date.

(5) All Other Compensation amounts in the Summary Compensation Table consist of the following items:

Name	Year	Perquisites and Other Personal Benefits (\$) <sup>(a)</sup>	Tax Reimbursements (\$)	Insurance Premiums (\$) <sup>(b)</sup>	Company Contributions to Retirement and 401(k) Plans (\$)	Severance Payments / Accruals (\$)	Change in Control Payments / Accruals (\$)	Total (\$)
Perry A. Sook	2006	\$ 9,633		\$ 6,152	\$ 2,722			\$ 18,507
Matthew E. Devine	2006	5,538		5,539				11,077
Duane A. Lammers	2006	2,498		5,522	3,500			11,520
Brian Jones	2006	6,002		5,522	3,596			15,120
Timothy C. Busch	2006	2,825		5,402	2,500			10,727
<b>Former Named Executive Officer:</b>								
G. Robert Thompson	2006	86		13,396		240,000		253,482

(a) Consists of automobile allowance paid by the Company and the value of the personal use of automobiles.

(b) Represents health care insurance premiums paid by the Company and group life insurance coverage paid by the Company.

## 2006 GRANTS OF PLAN-BASED AWARDS

The following table sets forth information concerning grants of plan-based awards made to each of the Named Executive Officers listed in the Summary Compensation Table during the fiscal year ended December 31, 2006:

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards:	All Other Option Awards:	Exercise of Grant Date	
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	Number of Shares of Stock or Units	Number of Securities Underlying Options	Base Price (\$ / Sh) <sup>(1)</sup>	Fair Value of Stock and Option Awards <sup>(2)</sup>
Perry A. Sook	12/19/2006								300,000 <sup>(5)</sup>	4.90	\$ 732,390
Matthew E. Devine	01/23/2006						30,000 <sup>(3)</sup>				140,400
	01/23/2006								300,000 <sup>(4)</sup>	4.68	715,560
	12/19/2006								75,000 <sup>(5)</sup>	4.90	183,098
Duane A. Lammers	12/19/2006								50,000 <sup>(5)</sup>	4.90	122,065
Brian Jones	12/19/2006								30,000 <sup>(5)</sup>	4.90	73,239
Timothy C. Busch	12/19/2006								30,000 <sup>(5)</sup>	4.90	73,239

(1) Stock options were granted at an exercise price equal to the last reported sale price of our Class A Common Stock, as reported on the NASDAQ ( closing market price ) on the date of grant.

(2) Represents the grant date fair value computed in accordance with SFAS No. 123(R). For restricted stock, grant-date fair value was computed based on the closing market price of our common stock on the date of grant. For stock options, grant-date fair value was computed using the Black-Scholes option-pricing model. Assumptions used in the Black-Scholes calculation were (a) for options granted on January 23, 2006 expected volatility of 44.77%, 6.5 year expected term, 4.31% risk-free interest rate and no annual dividend; and (b) for options granted on December 19, 2006 expected volatility of 45.23%, 6 year expected term and 4.57% risk-free interest rate and no annual dividend.

(3) Represents shares of restricted stock awarded to Mr. Devine as of his first date of employment, granted under the Nexstar 2003 Long-Term Equity Incentive Plan. This award vested monthly in increments of 2,500 shares over a twelve-month period until becoming fully vested on January 23, 2007.

(4) Represents non-qualified stock options awarded to Mr. Devine as of his first date of employment, granted under the Nexstar 2003 Long-Term Equity Incentive Plan. Twenty percent of the option shares vest each year until the award is fully vested on the fifth anniversary of the grant date and expire ten years from the date of grant.

(5) Represents annual grant of non-qualified stock options awarded to our Named Executive Officers under the Nexstar 2006 Long-Term Equity Incentive Plan. Twenty percent of the option shares vest each year until the award is fully vested on the fifth anniversary of the grant date and expire ten years from the date of grant.

## 2006 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information as of December 31, 2006 concerning outstanding equity awards held by the Named Executive Officers listed in the Summary Compensation Table.

Name	Number of Securities Underlying Unexercised Options (#)	Option Awards			Stock Awards		
		Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date <sup>(2)</sup>	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(3)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)
Perry A. Sook	200,000 <sup>(4)</sup>	100,000		\$ 14.00	11/28/2013		
	120,000	180,000		\$ 8.63	12/15/2014		
	60,000	240,000		\$ 4.37	12/15/2015		
		300,000		\$ 4.90	12/19/2016		
Matthew E. Devine						2,500 <sup>(6)</sup>	11,625
		300,000		\$ 4.68	01/23/2016		
		75,000		\$ 4.90	12/19/2016		
Duane A. Lammers	80,000 <sup>(4)</sup>	20,000		\$ 14.00	11/28/2013		
	16,000	24,000		\$ 8.63	12/15/2014		
	20,000	80,000		\$ 4.37	12/15/2015		
		50,000		\$ 4.90	12/19/2016		
Brian Jones	30,000	20,000		\$ 14.00	11/28/2013		
	8,000	12,000		\$ 8.63	12/15/2014		
	5,000	20,000		\$ 4.37	12/15/2015		
		30,000		\$ 4.90	12/19/2016		
Timothy C. Busch	36,000 <sup>(5)</sup>	14,000		\$ 14.00	11/28/2013		
	8,000	12,000		\$ 8.63	12/15/2014		
	5,000	20,000		\$ 4.37	12/15/2015		
		30,000		\$ 4.90	12/19/2016		

(1) Unless otherwise noted, stock options vest at a rate of twenty percent each year until the award is fully vested on the fifth anniversary of the grant date.

(2) Stock options expire ten years from the date of grant.

(3) Based on December 29, 2006 closing market price of \$4.65.

(4) Stock options granted November 28, 2003 50,000 option shares awarded to each of Messrs. Sook and Lammers vested immediately upon grant and the remaining shares vest in equal amounts until the award is fully vested on the fifth anniversary of the grant date.

(5) Stock options granted November 28, 2003 15,000 option shares awarded to Mr. Busch vested immediately upon grant and the remaining shares vest in equal amounts until the award is fully vested on the fifth anniversary of the grant date.

(6) Shares of restricted stock granted on January 23, 2006 vested monthly in increments of 2,500 shares over a twelve-month period until becoming fully vested on January 23, 2007.

**2006 OPTION EXERCISES AND STOCK VESTED**

The following table sets forth information concerning option exercises and stock vested for each of the Named Executive Officers listed in the Summary Compensation Table during the fiscal year ended December 31, 2006:

Name	Option Awards		Stock Awards	
	Number of Shares	Value Realized	Number of Shares	Value Realized
	Acquired on Exercise	on Exercise	Acquired on Vesting	On Vesting
(#)	(\$)	(#)	(\$) <sup>(1)</sup>	
Perry A. Sook				
Matthew E. Devine			27,500 <sup>(2)</sup>	120,525
Duane A. Lammers				
Brian Jones				
Timothy C. Busch				

<sup>(1)</sup> The value realized is calculated based on the closing market price as of the vesting date of the award multiplied by the number of shares of stock vesting.

<sup>(2)</sup> Shares of restricted stock granted on January 23, 2006 vested monthly in increments of 2,500 shares over a twelve-month period until becoming fully vested on January 23, 2007.

**POST-EMPLOYMENT COMPENSATION*****Pension Benefits***

SEC regulations require disclosure of information in the proxy statement, in tabular format, of any plans that provide for retirement payments or benefits other than defined contribution plans. We do not have any plan for our executives or employees that provides for payments or other benefits at, following, or in connection with, retirement. As a result, we have omitted presentation of this table.

***Non-Qualified Deferred Compensation***

SEC regulations require disclosure of information in this proxy statement, in tabular format, of any defined contribution or other plans that provide for deferral of compensation on a basis that is not tax-qualified. We do not have any plan that provides for such deferral of compensation in connection with retirement. As a result, we have omitted presentation of this table.

### POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Each of our Named Executive Officers has entered into an employment agreement with the Company (see "Employment Agreements" in this Proxy Statement). Included in each employment agreement are provisions regarding termination of employment, including a change in control of the Company. The circumstances that would result in the payment of severance compensation and other benefits under the employment agreements are identical for each of the Named Executive Officers.

As defined in the employment agreements, there are three different circumstances that would result in the payment of severance compensation as follows: (1) change in control of the Company; (2) termination by the Company for reasons other than cause; and (3) resignation by the Named Executive Officer with good reason.

In the event of termination for any of the above reasons, as defined in the employment agreements, each Named Executive Officer is eligible to receive his base salary for a period of one year and is eligible to receive continued coverage under the Company's healthcare insurance plan in accordance with the continuation requirements of COBRA for one year with premiums paid by Nexstar.

The following table sets forth potential payments to our Named Executive Officers under their employment agreements, for various circumstances involving the termination of employment of our Named Executive Officers or change in control of the Company, assuming a December 31, 2006 termination date. Mr. Thompson, our former Chief Financial Officer and Executive Vice President who resigned effective January 2, 2006, was not party to any agreement at fiscal year-end that would require a payment upon a change in control.

Name	Executive Benefits and Payments Upon Termination	Death (\$)	Disability (\$)	Change			Voluntary Termination With	Voluntary Termination Without
				In Control (\$)	Involuntary for Cause Termination (\$)	Involuntary Not for Cause Termination (\$)	Good Reason (\$)	Good Reason (\$)
Perry A. Sook	Severance payments Healthcare benefits continuation			\$ 700,000 12,996		\$ 700,000 12,996	\$ 700,000 12,996	
Matthew E. Devine	Severance payments Healthcare benefits continuation			359,397 12,996		359,397 12,996	359,397 12,996	
Duane A. Lammers	Severance payments Healthcare benefits continuation			335,000 12,996		335,000 12,996	335,000 12,996	
Brian Jones	Severance payments Healthcare benefits continuation			286,667 12,996		286,667 12,996	286,667 12,996	
Timothy C. Busch	Severance payments Healthcare benefits continuation			285,000 12,996		285,000 12,996	285,000 12,996	

**AUDIT COMMITTEE REPORT**

The financial statements of Nexstar Broadcasting Group, Inc. are prepared by management, which is responsible for their objectivity and integrity. The Audit Committee has reviewed and discussed with management the audited financial statements and management's assessment and effectiveness of internal controls of the Company for the year ended December 31, 2006.

The Audit Committee has discussed with PricewaterhouseCoopers LLP, the independent registered public accounting firm who audited the Company's December 31, 2006 financial statements and management's assessment and effectiveness of internal controls, the matters required to be discussed in Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended. Additionally, the Audit Committee has received the written disclosures and the letter from PricewaterhouseCoopers LLP required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees. The Audit Committee has discussed with PricewaterhouseCoopers LLP its independence from the Company and has also considered the compatibility with its independence of non-audit services it provided.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements and management's assessment and effectiveness of internal controls be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 for filing with the Securities and Exchange Commission.

Respectfully submitted,

Geoff Armstrong, Chair

I. Martin Pompadur

Lisbeth McNabb

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND OTHER MATTERS**

In addition to having retained PricewaterhouseCoopers LLP to audit the financial statements of Nexstar Broadcasting Group, Inc. and its direct and indirect subsidiaries (including Nexstar, collectively, Nexstar Entities ) for the fiscal year ended December 31, 2006 and 2005, and review the financial statements included in each of Nexstar Entity's Quarterly Reports on Form 10-Q during such fiscal years, Nexstar Broadcasting Group, Inc. retained PricewaterhouseCoopers LLP to assist with the preparation of filings in connection with our public debt offering, provide due diligence services, audit certain acquired stations and give advice on tax compliance matters. The aggregate fees, including expenses, billed for professional services incurred by Nexstar Broadcasting Group, Inc. and rendered by PricewaterhouseCoopers LLP in fiscal years 2006 and 2005 for these various services were:

Type of Fees	Fiscal Year Ended	
	December 31, 2006	December 31, 2005
Audit Fees <sup>(1)</sup>	\$ 1,295,550	\$ 1,326,000
Audit Related Fees <sup>(2)</sup>	33,700	
Tax Fees <sup>(3)</sup>	151,351	98,000
All Other Fees <sup>(4)</sup>	1,600	2,000
<b>Total</b>	<b>\$ 1,482,201</b>	<b>\$ 1,426,000</b>

(1) Audit Fees are fees billed by PricewaterhouseCoopers LLP for professional services for the audit of our consolidated financial statements included in our Annual Report on Form 10-K and review of our financial statements included in our Quarterly Reports on Form 10-Q, or for services that are normally provided by the auditors in connection with statutory and regulatory filings or engagements. Included in 2005 was \$132,000 of fees related to the public registering of Nexstar Broadcasting, Inc.'s 7% senior subordinated notes.

(2) Audit Related Fees are fees billed by PricewaterhouseCoopers LLP for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. In 2006, the fees paid were related to due diligence and consultation services in connection with potential acquisitions.

(3) Tax Fees are fees billed by PricewaterhouseCoopers LLP for tax compliance, tax advice and tax planning.

(4) All Other Fees are fees billed by PricewaterhouseCoopers LLP for any professional services not included in the first three categories.

The Audit Committee has established policies and procedures for the approval and pre-approval of audit services and permitted non-audit services. Commencing with the 2003 audit fees, the Audit Committee pre-approves all services relating to PricewaterhouseCoopers LLP. All other audit related tax and other fees will be approved by the Audit Committee prospectively.

**CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS**

It is our policy to review all relationships and transactions in which the Company and our employees, directors and officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. Based on all the relevant facts and circumstances, our Audit Committee will decide whether the related-party transaction is appropriate and will approve only those transactions that are in the best interests of the Company.

All employees sign a conflict of interest statement annually, and we require our directors and executive officers to complete annually a directors and officers questionnaire which requires disclosure of any related-party transactions. As required under SEC rules, transactions that are determined to be directly or indirectly material to the Company or a related person are disclosed in our periodic filings as appropriate.



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**OTHER INFORMATION**

**Other Matters**

As of the date of this Proxy Statement, the Board of Directors does not intend to present any matter for action at the Annual Meeting other than as set forth in the Notice and Proxy Statement for the Annual Meeting. If any other matters properly come before the meeting, it is intended that the holders of the proxies will act in accordance with their best judgment.

**Stockholder Proposals for the 2008 Annual Meeting**

Proposals of stockholders intended to be presented at the 2008 Annual Meeting pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, must be received by us no later than the close of business on December 12, 2007 in order that they may be included in the proxy statement and form of proxy relating to that meeting. Proposals should be addressed to Shirley E. Green, Secretary, Nexstar Broadcasting Group, Inc., 909 Lake Carolyn Parkway, Suite 1450, Irving, TX 75039.

In addition, our By-laws require that we be given advance notice of other business that stockholders wish to present for action at an Annual Meeting of Stockholders (other than matters included in our proxy statement in accordance with Rule 14a-8), including stockholder nominations for the election to our Board of Directors. Such proposals and nominations for the 2008 Annual Meeting, other than those made by or on behalf of the Board of Directors, shall be made by notice in writing delivered or mailed by first class United States mail, postage prepaid, to our executive offices, and received not less than 60 days nor more than 90 days prior to the Annual Meeting. In the event that less than 70 days notice or prior public announcement of the date of the meeting is given or made to stockholders, notice by the stockholder must be received not later than the close of business on the 10<sup>th</sup> day following the date on which such notice of the date of the Annual Meeting was mailed or such public announcement was made. Our By-laws require that such notice contain certain additional information. Copies of the By-laws can be obtained without charge by writing our Corporate Secretary at the address shown on the cover of this proxy statement.

**Cost of Proxy Solicitation and Annual Meeting**

The cost of the solicitation of proxies will be borne by us. In addition to the solicitation of proxies by mail, certain of our officers and employees, without extra remuneration, may solicit proxies personally, by telephone, mail or facsimile. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and we will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials.

**Householding of Annual Meeting Materials**

Some banks, brokers and other nominee record holders may be participating in the practice of householding proxy statements and annual reports. This means that only one copy of our proxy statement or annual report may have been sent to multiple stockholders in a stockholder's household. We will promptly deliver a separate copy of either document to any stockholder upon written or oral request to Nexstar Broadcasting Group, Inc., 909 Lake Carolyn Parkway, Suite 1450, Irving, TX 75039, Attention: Matt Devine, Chief Financial Officer, (972) 373-8800. If any stockholder wants to receive separate copies of the annual report and proxy statement in the future, or if any stockholder is receiving multiple copies and would like to receive only one copy for his or her household, such stockholder should contact his or her bank, broker, or other nominee record holder, or such stockholder may contact us at the above address and telephone number.

By Order of the Board of Directors,

/s/ Shirley E. Green

Shirley E. Green  
*Secretary*

April 27, 2007

**Nexstar Broadcasting Group, Inc.**

**909 Lake Carolyn Parkway, Suite 1450**

**Irving, TX 75039**

**2007 Annual Meeting of Stockholders**

**This Proxy is solicited on the behalf of the Board of Directors**

The undersigned, revoking all prior proxies, hereby appoints Perry A. Sook, Shirley E. Green and Matthew E. Devine, and each of them, each with the power to appoint his or her substitute, as proxy or proxies to represent and to vote, as designated on the reverse side, all shares of common stock of Nexstar Broadcasting Group, Inc. (the Company) which the undersigned would be entitled to vote if present in person at the Annual Meeting of Stockholders of the Company to be held at 9:00 a.m., Central Daylight Time, on May 30, 2007 or at any adjournment(s) or postponement(s) thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN WITH RESPECT TO A PARTICULAR PROPOSAL, THIS PROXY WILL BE VOTED FOR SUCH PROPOSAL.

(Continued and to be signed on the reverse side)

COMMENTS:

ANNUAL MEETING OF STOCKHOLDERS OF

**NEXSTAR BROADCASTING GROUP, INC.**

May 30, 2007

**Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.**

↓ Please detach along perforated line and mail in the envelope provided. ↓

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• Please Sign, Date and Return Promptly in the Enclosed Envelope.

x Please mark your vote in Blue or Black ink as shown here.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS (1) AND (2).**

1. To elect the following nominees to the Board of Directors (except as marked below), each to serve until the next Annual Meeting of Stockholders.

• FOR ALL NOMINEES      • WITHHOLD AUTHORITY FOR ALL NOMINEES      • FOR ALL EXCEPT (See instructions below)

Nominees: • Perry A. Sook, • Blake R. Battaglia, • Erik Brooks, • Jay M. Grossman, • Brent Stone, • Royce Yudkoff, • Geoff Armstrong, • Michael Donovan, • I. Martin Pompadur, • Lisbeth McNabb

**Instruction: To withhold authority to vote for any individual nominee(s), mark FOR ALL EXCEPT and fill in the circle next to each nominee you wish to withhold, as shown here: x**

2. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2007.

• FOR      • AGAINST      • ABSTAIN

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3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment(s) or postponement(s) thereof.

To change the address on your account, please check the box at right and indicate new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

To include any comments, use the comments box on the reverse side of this card.

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.  
Signature of Stockholder \_\_\_\_\_ Date: \_\_\_\_\_ Signature of Stockholder \_\_\_\_\_ Date: \_\_\_\_\_

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