

NEXSTAR MEDIA GROUP, INC.

Form 3

January 25, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Davis Douglas

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/17/2017

3. Issuer Name **and** Ticker or Trading Symbol
NEXSTAR MEDIA GROUP, INC. [NXST]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

SEE REMARKS

C/O NEXSTAR MEDIA
GROUP, INC.,Â 545 E. JOHN
CARPENTER FREEWAY,
SUITE 700

(Street)

IRVING,Â TXÂ IRVING

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

683 (1) (2)

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative
					Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Douglas C/O NEXSTAR MEDIA GROUP, INC. 545 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX IRVING	Â	Â	Â SEE REMARKS	Â

Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Douglas Davis 01/25/2017

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the Agreement and Plan of Merger, dated as of January 27, 2016 (the "Merger Agreement"), by and among Nexstar Media Group, Inc. (formerly known as Nexstar Broadcasting Group, Inc.) ("Nexstar"), Media General, Inc. ("Media General"), and Neptune

- (1) Merger Sub, Inc., upon the consummation of the merger contemplated by the Merger Agreement (the "Merger") on January 17, 2017: (x) each share of Media General's voting common stock, no par value ("Media General Common Stock"), held by the reporting person prior to the effective time of the Merger (the "Effective Time") was converted into

(continued) the right to receive (i) \$10.55 in cash, without interest, (ii) 0.1249 of a share of Nexstar's Class A common stock, par value \$0.01 per share ("Class A Common Stock"), and (iii) potential additional consideration in the form of a contingent value right; and (y)

- (2) each share of restricted Media General Common Stock, whether vested or unvested, held immediately prior to the Effective Time became fully vested at such time and all restrictions on such restricted Media General Common Stock lapsed, with such shares of Media General Common Stock converting into the right to receive 0.1249 of a share of Class A Common Stock.

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Remarks:

SVPÂ andÂ RegionalÂ Manager,Â NexstarÂ Broadcasting,Â Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.