

WARMENHOVEN DANIEL J  
Form 4  
June 03, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WARMENHOVEN DANIEL J

2. Issuer Name and Ticker or Trading Symbol  
NetApp, Inc. [NTAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
495 EAST JAVA DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2011

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

SUNNYVALE, CA 94089  
(City) (State) (Zip)

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

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	06/01/2011		M	5,000 A \$0	2,178,415	I	by Trust (1)
Common Stock	06/01/2011		F	1,834 D \$53.22	2,176,581	I	by Trust (1)
Common Stock					51,139	D	
Common Stock					170,000	I	by Lmtd Ptnrshp2 (2)
Common Stock					78,962	I	by Trust2 (3)

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 53.22	06/01/2011		A	55,000	(4)	05/31/2018	Common Stock
Restricted Stock Unit	\$ 0	06/01/2011		M	5,000	(5)	(5)	Common Stock
Restricted Stock Unit	\$ 0	06/01/2011		A	17,300	(5)	(5)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089		X		

## Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J. Warmenhoven 06/03/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.
- (2) Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (3) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (4) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
- (5) The restricted stock unit shares vest as to 25% of the shares on the one-year anniversary of the grant date, and 25% of the shares on each annual anniversary thereafter for the next 3 years.

### Remarks:

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 304 shares of Issuer's common stock acquired on

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

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\$  
(615,121  
)

\$  
1,763,693

	As of December 31, 2014		
	Gross Carrying Value	Accumulated Amortization	Net
Amortized intangible assets:			
Network affiliation (a)	\$ 1,396,792	\$(257,526	) \$ 1,139,266
Customer relationships (a)	749,292	(177,453	) 571,839
Other (b)	174,442	(67,284	) 107,158
Total	\$2,320,526	\$(502,263	) \$ 1,818,263

(a) Changes between the gross carrying value from December 31, 2014 to September 30, 2015, relate to the acquisition of stations in 2015 and measurement period adjustments related to 2014 acquisitions as discussed in Note 2. Acquisitions.

(b) The increase in other intangible assets includes \$31.3 million in additions from other operating divisions in 2015, and measurement period adjustments as discussed in Note 2. Acquisitions.

We did not have any indicators of impairment for goodwill, broadcast licenses, definite-lived intangibles, or other long-lived assets in any interim period during the nine months ended September 30, 2015.

### 5. NOTES PAYABLE AND COMMERCIAL BANK FINANCING:

As of September 30, 2015, we had \$321.1 million and \$1,367.4 million outstanding under our term loan A and term loan B, net of \$1.7 million and \$15.8 million deferred financing costs and debt discounts, respectively. As discussed under Recent Accounting Pronouncements in Note 1. Summary of Significant Accounting Policies, we early adopted the FASB issued guidance related to the presentation of debt issuance costs in the balance sheet. The guidance requires costs paid to third parties that are directly attributable to issuing a debt instrument to be presented as a direct deduction from the carrying value of the debt as opposed to an asset.

Effective April 30, 2015, we entered into an amendment and restatement of our bank credit agreement. Pursuant to the Amendment, we raised an additional \$350.0 million of incremental term loan B commitments, which mature in July 2021 and bear interest at LIBOR plus 2.75% with a 0.75% LIBOR floor. The incremental term loan B borrowings were issued under

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substantially the same terms as the existing term loan B agreement. The proceeds, net of issuance costs, from the amendment of term loan B were used to pay down the outstanding balance under our revolving credit facility, and for general corporate purposes.

As of September 30, 2015, we had \$482.9 million borrowing capacity under our revolving credit facility. We incurred \$3.6 million of financing costs in connection with the amendment which are presented net of the carrying value of the debt in the consolidated balance sheet.

6. COMMITMENTS AND CONTINGENCIES:

Litigation

We are a party to lawsuits and claims from time to time in the ordinary course of business. Actions currently pending are in various stages and no material judgments or decisions have been rendered by hearing boards or courts in connection with such actions. After reviewing developments to date with legal counsel, our management is of the opinion that the outcome of our pending and threatened matters will not have a material adverse effect on our consolidated balance sheets, consolidated statements of operations or consolidated statements of cash flows.

Various parties have filed petitions to deny our applications or our LMA partners' applications for the following stations' license renewals: WXLV-TV, Winston-Salem, North Carolina; WMYV-TV, Greensboro, North Carolina; WLFL-TV, Raleigh / Durham, North Carolina; WRDC-TV, Raleigh / Durham, North Carolina; WLOS-TV, Asheville, North Carolina; WCIV-TV, Charleston, South Carolina (formerly WMMP-TV); WMYA-TV, Anderson, South Carolina; WICS-TV Springfield, Illinois; WBFF-TV, Baltimore, Maryland; WTTE-TV, Columbus, Ohio; WRGT-TV, Dayton, Ohio; WVAH-TV, Charleston / Huntington, West Virginia; WCGV-TV, Milwaukee, Wisconsin; and WTTO-TV in Birmingham, AL. The FCC is in the process of considering the renewal applications and we believe the petitions have no merit.

Changes in the Rules of Television Ownership and Joint Sale Agreements

On March 12, 2014, the FCC issued a public notice on the processing of broadcast television applications proposing sharing arrangements and contingent interests. The public notice indicated that the FCC will closely scrutinize any broadcast assignment or transfer application that proposes that two or more stations in the same market will enter into an agreement to share facilities, employees and/or services or to jointly acquire programming or sell advertising including through a JSA, LMA or similar agreement and enter into an option, right of first refusal, put /call arrangement or other similar contingent interest, or a loan guarantee. We cannot now predict what actions the FCC may require in connection with the processing of applications for FCC consent to future transactions. In addition, on April 15, 2014, the FCC issued an order amending its multiple ownership rules to provide that, where two television stations are located in the same market, and a party with an attributable interest in one station sells more than 15% of the ad time per week of the other station, the party selling such ad time shall be treated as if it had an attributable ownership interest in the second station. The imputed ownership interest would be evaluated to determine whether it complies with the FCC's ownership rules that limit the number of stations in which parties may hold attributable interests. The amended rule also requires that every JSA contain certain certifications that the licensee maintains ultimate control of the station subject to such contract, that such JSAs be filed with the Commission and made available for public review, and that JSAs that existed on the effective date of the new rule have two years to be terminated, amended or otherwise come into compliance with the new rules. The new rule is the subject of an appeal to the United States Court of Appeals for the District of Columbia Circuit. Under the Satellite Television Extension and Localism Act Reauthorization (STELAR), which became law on December 4, 2014, Congress extended the period of time for parties to preexisting JSAs to come into compliance with the new rules for an additional six months, until December 19, 2016. A bill has been introduced into Congress proposing to permanently grandfather preexisting JSAs, but we cannot predict its likelihood of enactment. We cannot predict the outcome of that appeal. Among other

things, the new JSA rule could limit our ability to create duopolies or other two-station operations in certain markets. We are currently evaluating whether to seek one or more waivers of the new rules, or to modify or terminate our current JSAs. We cannot predict whether we will be able to terminate or restructure such arrangements on terms that are as advantageous to us as the current arrangements. The revenues of these JSA arrangements we earned were \$11.5 million and \$11.7 million for the three months ended September 30, 2015 and 2014 and \$34.2 million and \$33.8 million for the nine months ended September 30, 2015 and 2014, respectively.

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## 7. EARNINGS PER SHARE

The following table reconciles income (numerator) and shares (denominator) used in our computations of basic and diluted earnings per share for the periods presented (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Income (Numerator)				
Net Income	\$44,034	\$48,768	\$115,269	\$118,026
Net (income) loss attributable to noncontrolling interests	(779 )	(427 )	(1,945 )	(1,192 )
Numerator for diluted earnings per common share available to common shareholders	\$43,255	\$48,341	\$113,324	\$116,834
Shares (Denominator)				
Weighted-average common shares outstanding	95,002	97,154	95,146	97,712
Dilutive effect of stock-settled appreciation rights, restricted stock awards and outstanding stock options	690	742	691	702
Weighted-average common and common equivalent shares outstanding	95,692	97,896	95,837	98,414

There were 0.2 million anti-dilutive shares for the three and nine months ended September 30, 2015, and no anti-dilutive shares for the three and nine months ended September 30, 2014.

## 8. RELATED PERSON TRANSACTIONS

## Transactions with our controlling shareholders

David, Frederick, J. Duncan and Robert Smith (collectively, the controlling shareholders) are brothers and hold substantially all of the Class B Common Stock and some of our Class A Common Stock. We engaged in the following transactions with them and/or entities in which they have substantial interests.

**Leases.** Certain assets used by us and our operating subsidiaries are leased from Cunningham Communications Inc., Keyser Investment Group, Gerstell Development Limited Partnership and Beaver Dam, LLC (entities owned by the controlling shareholders). Lease payments made to these entities were \$1.3 million for both the three months ended September 30, 2015 and 2014, and \$3.9 million and \$4.1 million for the nine months ended September 30, 2015 and 2014, respectively.

In September 2015, we were granted authority by the Federal Communications Commission (FCC) to operate an experimental facility in Washington D.C. and Baltimore markets to implement a Single Frequency Network (SFN) using the base elements of the new ATSC 3.0 transmission standard. In conjunction with this experimental facility, Cunningham Communications, Inc. will be providing tower space without charge.

**Charter Aircraft.** We lease aircraft owned by certain controlling shareholders. We incurred expenses of \$0.4 million and \$0.5 million for the three months ended September 30, 2015 and 2014, and \$1.0 million for both the nine months ended September 30, 2015 and 2014, respectively.

Cunningham Broadcasting Corporation

Explanation of Responses:

As of September 30, 2015, Cunningham was the owner-operator and FCC licensee of WNUV-TV Baltimore, Maryland; WRGT-TV Dayton, Ohio; WVAH-TV Charleston, West Virginia; WMYA-TV Anderson, South Carolina; WTTE-TV Columbus, Ohio; WDBB-TV Birmingham, Alabama; WBSF-TV Flint, Michigan; and WGTU-TV/WGTQ-TV Traverse City/Cadillac, Michigan (collectively, the Cunningham Stations), as well as WTAT-TV Charleston, South Carolina, and WYZZ Peoria/Bloomington, IL.

During the first quarter of 2013, the estate of Carolyn C. Smith, a mother of our controlling shareholders, distributed all of the non-voting stock owned by the estate to our controlling shareholders, and a portion was repurchased by Cunningham for \$1.7 million in the aggregate. During the second quarter of 2014, Cunningham purchased the remaining amount of non-voting stock



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from the controlling shareholders for an aggregate purchase price of \$2.0 million. The estate of Mrs. Smith currently owns all of the voting stock. The sale of the voting stock by the estate to an unrelated party is pending approval of the FCC. We also had options from the trusts, which granted us the right to acquire, subject to applicable FCC rules and regulations, 100% of the voting and nonvoting stock of Cunningham, up until September 30, 2014, when these options were terminated. As discussed under Variable Interest Entities in Note 1. Summary of Significant Accounting Policies, during the third quarter of 2014, we deconsolidated Cunningham Broadcasting Corporation as we determined it was no longer a VIE. We continue to consolidate certain of its subsidiaries with which we continue to have variable interests through various arrangements related to the Cunningham Stations discussed further below.

As of September 30, 2015, certain of our stations provide programming, sales and managerial services pursuant to LMAs to six of the Cunningham stations: WNUV-TV, WRGT-TV, WVAH-TV, WMYA-TV, WTTE-TV, and WDBB-TV (collectively, the Cunningham LMA Stations). Each of these LMAs has a current term that expires on July 1, 2016 and there are three additional 5- year renewal terms remaining with final expiration on July 1, 2031. We also executed purchase agreements to acquire the license related assets of these stations from Cunningham, which grant us the right to acquire, and grant Cunningham the right to require us to acquire, subject to applicable FCC rules and regulations, 100% of the capital stock or the assets of these individual subsidiaries of Cunningham. Our applications to acquire these license related assets are pending FCC approval. The LMA and purchase agreement with WTAT-TV was terminated concurrent with Cunningham's purchase of the non-license assets of this station from us for \$14.0 million effective August 1, 2014. We no longer have any continuing involvement in the operations of this station.

Pursuant to the terms of the LMAs, options and other agreements, beginning on January 1, 2013, we were obligated to pay Cunningham an annual LMA fee for the television stations equal to the greater of (i) 3% of each station's annual net broadcast revenue and (ii) \$5.0 million. The aggregate purchase price of the television stations, which was originally \$78.5 million pursuant to certain acquisition or merger agreements subject to 6% annual increases, was decreased by each payment made by us to Cunningham, through 2012, of \$29.1 million in the aggregate. Additionally, we reimburse these Cunningham LMA Stations for 100% of their operating costs. In July 2014, concurrent with the termination of the LMA with WTAT-TV, the total LMA fee for the remaining Cunningham LMA Stations was reduced by \$4.7 million to remove the fee associated with WTAT-TV. The remaining aggregate purchase price of these stations, excluding WTAT-TV, as of September 30, 2015 was approximately \$53.6 million.

We made payments to Cunningham under our LMAs with these stations of \$2.1 million and \$1.2 million for the three months ended September 30, 2015 and 2014, respectively, and \$7.8 million and \$7.2 million for the nine months ended September 30, 2015 and 2014, respectively. For the three months ended September 30, 2015 and 2014, Cunningham LMA Stations provided us with approximately \$23.8 million and \$26.0 million, respectively, and approximately \$69.1 million and \$82.4 million for the nine months ended September 30, 2015 and 2014, respectively, of total revenue.

Cunningham owns the license related assets of WBSF-TV and WGTU-TV/WGTQ-TV. We provide certain non-programming related sales, operational and administrative services to these stations pursuant to certain outsourcing agreements. The agreements with WBSF-TV and WGTU-TV/WGTQ-TV expire in November 2021 and August 2023, respectively, and each has renewal provisions for successive eight year periods. Additionally, we have provided a guarantee on the bank debt of these licensees of \$2.8 million as of September 30, 2015. Under these arrangements, we earned \$1.5 million and \$0.9 million from the services we performed for these stations for the three months ended September 30, 2015 and 2014, respectively, and \$4.2 million and \$2.8 million for the nine months ended September 30, 2015 and 2014, respectively. As we consolidate the licensees as VIEs, the amounts we earn under the arrangements are eliminated in consolidation and the gross revenues of the stations are reported within our consolidated statement of operations. Our consolidated revenues related to these stations include \$2.0 million and \$2.1 million for the three months ended September 30, 2015 and 2014, respectively, and \$5.7 million and \$5.5 million for

the nine months ended September 30, 2015 and 2014, respectively.

Atlantic Automotive Corporation

We sold advertising time to and purchased vehicles and related vehicle services from Atlantic Automotive Corporation (Atlantic Automotive), a holding company that owns automobile dealerships and an automobile leasing company. David D. Smith, our President and Chief Executive Officer, has a controlling interest in, and is a member of the Board of Directors of Atlantic Automotive. We received payments for advertising totaling \$0.1 million for both the three months ended September 30, 2015 and 2014, and \$0.3 million and \$0.2 million for the nine months ended September 30, 2015 and 2014, respectively. Additionally, in August 2011, Atlantic Automotive entered into an office lease agreement with Towson City Center, LLC (Towson City Center), a subsidiary of one of our real estate ventures. Atlantic Automotive paid \$0.3 million in rent during the both three months ended September 30, 2015 and 2014, and \$0.9 million and \$0.8 million for the nine months ended September 30, 2015 and 2014, respectively.

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## Leased property by real estate ventures

Certain of our real estate ventures have entered into leases with entities owned by David Smith to lease restaurant space. There are leases for three restaurants in a building owned by one of our consolidated real estate ventures in Baltimore, MD. Total rent received under these leases was \$0.2 million and \$0.1 million for the three months ended September 30, 2015 and 2014, and \$0.5 million and \$0.4 million for the nine months ended September 30, 2015 and 2014, respectively. There is also one lease for a restaurant in a building owned by one of our real estate ventures, accounted for under the equity method, in Towson, MD. This investment received \$0.1 million in rent pursuant to the lease for both the three months ended September 30, 2015 and 2014, and \$0.3 million and \$0.2 million for the nine months ended September 30, 2015 and 2014, respectively.

Payments for services provided by these three restaurants to us was less than \$0.1 million for both the three and nine months ended September 30, 2015 and 2014.

## 9. SEGMENT DATA

We measure segment performance based on operating income (loss). Our broadcast segment includes stations in 79 markets located throughout the continental United States. Our other operating divisions primarily consist of sign design and fabrication; regional security alarm operating and bulk acquisitions; manufacturing and service of broadcast antennas; service of broadcast transmitters; real estate ventures; and other private equity investments. All of our other operating divisions are located within the United States. Corporate costs primarily include our costs to operate as a public company and to operate our corporate headquarters location. Other Operating Divisions and Corporate are not reportable segments but are included for reconciliation purposes. We had approximately \$226.0 million and \$172.3 million of intercompany loans between the broadcast segment, other operating divisions and corporate as of September 30, 2015 and 2014, respectively. We had \$6.1 million and \$5.3 million in intercompany interest expense related to intercompany loans between the broadcast segment, other operating divisions and corporate for the three months ended September 30, 2015 and 2014, respectively. We had \$16.9 million and \$15.3 million in intercompany interest expense for the nine months ended September 30, 2015 and 2014, respectively. All other intercompany transactions are immaterial.

Segment financial information is included in the following tables for the periods presented (in thousands):

For the three months ended September 30, 2015	Broadcast	Other Operating Divisions	Corporate	Consolidated
Revenue	\$525,970	\$22,434	\$—	\$548,404
Depreciation of property and equipment	24,531	666	279	25,476
Amortization of definite-lived intangible assets and other assets	37,601	2,413	—	40,014
Amortization of program contract costs and net realizable value adjustments	29,841	—	—	29,841
General and administrative overhead expenses	13,880	943	1,386	16,209
Operating income (loss)	105,353	720	(6,467)	99,606
Interest expense	—	1,305	47,261	48,566
Income from equity and cost method investments	—	252	—	252
Assets	4,918,943	399,546	161,958	5,480,447



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		Other		
For the three months ended September 30, 2014	Broadcast	Operating	Corporate	Consolidated
		Divisions		
Revenue	\$476,538	\$18,418	\$—	\$494,956
Depreciation of property and equipment	24,516	559	267	25,342
Amortization of definite-lived intangible assets and other assets	32,724	1,754	—	34,478
Amortization of program contract costs and net realizable value adjustments	28,622	—	—	28,622
General and administrative overhead expenses	13,790	68	1,360	15,218
Operating income (loss)	104,776	897	(4,010	) 101,663
Interest expense	—	1,036	46,914	47,950
Income from equity and cost method investments	—	1,928	—	1,928
		Other		
For the nine months ended September 30, 2015	Broadcast	Operating	Corporate	Consolidated
		Divisions		
Revenue	\$1,543,804	\$63,542	\$—	\$1,607,346
Depreciation of property and equipment	73,056	2,045	837	75,938
Amortization of definite-lived intangible assets and other assets	112,724	6,715	—	119,439
Amortization of program contract costs and net realizable value adjustments	90,014	—	—	90,014
General and administrative overhead expenses	40,036	2,468	3,875	46,379
Operating income (loss)	312,726	2,105	(16,338	) 298,493
Interest expense	—	3,541	139,337	142,878
Income from equity and cost method investments	—	5,405	—	5,405
		Other		
For the nine months ended September 30, 2014	Broadcast	Operating	Corporate	Consolidated
		Divisions		
Revenue	\$1,311,931	\$50,809	\$—	\$1,362,740
Depreciation of property and equipment	72,455	1,716	801	74,972
Amortization of definite-lived intangible assets and other assets	79,238	4,957	—	84,195
Amortization of program contract costs and net realizable value adjustments	76,137	—	—	76,137
General and administrative overhead expenses	41,189	736	4,948	46,873
Operating income (loss)	293,942	1,476	(9,716	) 285,702
Interest expense	—	2,986	124,623	127,609
Income from equity and cost method investments	—	2,768	—	2,768

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## 10. FAIR VALUE MEASUREMENTS:

Accounting guidance provides for valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). A fair value hierarchy using three broad levels prioritizes the inputs to valuation techniques used to measure fair value. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The carrying value and fair value of our notes and debentures for the periods presented (in thousands):

	As of September 30, 2015		As of December 31, 2014	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Level 2:				
6.375% Senior Unsecured Notes due 2021	\$ 350,000	\$ 351,792	\$ 350,000	\$ 355,800
6.125% Senior Unsecured Notes due 2022	500,000	500,510	500,000	503,475
5.625% Senior Unsecured Notes due 2024	550,000	511,500	550,000	532,813
5.375% Senior Unsecured Notes due 2021	600,000	576,066	600,000	595,068
Term Loan A	322,808	320,387	348,073	341,982
Term Loan B	1,379,299	1,365,467	1,035,883	1,029,997
Revolving credit facility	—	—	338,000	338,000
Debt of variable interest entities	27,553	27,553	30,167	30,167
Debt of other operating divisions	147,773	147,773	118,822	118,822

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11. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS:

Sinclair Television Group, Inc. (STG), a wholly-owned subsidiary and the television operating subsidiary of Sinclair Broadcast Group, Inc. (SBG), is the primary obligor under the Bank Credit Agreement, the 5.375% Notes, the 5.625% Notes, 6.125% Notes, and 6.375% Notes. Our Class A Common Stock and Class B Common Stock as of September 30, 2015, were obligations or securities of SBG and not obligations or securities of STG. SBG is a guarantor under the Bank Credit Agreement, the 5.375% Notes, 5.625% Notes, 6.125% Notes, and 6.375% Notes. As of September 30, 2015, our consolidated total debt, net of deferred financing costs and debt discounts, of \$3,891.0 million included \$3,739.6 million related to STG and its subsidiaries of which SBG guaranteed \$3,689.8 million.

SBG, KDSM, LLC, a wholly-owned subsidiary of SBG, and STG's wholly-owned subsidiaries (guarantor subsidiaries), have fully and unconditionally guaranteed, subject to certain customary automatic release provisions, all of STG's obligations. Those guarantees are joint and several. There are certain contractual restrictions on the ability of SBG, STG or KDSM, LLC to obtain funds from their subsidiaries in the form of dividends or loans.

The following condensed consolidating financial statements present the consolidated balance sheets, consolidated statements of operations and consolidated statements of cash flows of SBG, STG, KDSM, LLC and the guarantor subsidiaries, the direct and indirect non-guarantor subsidiaries of SBG and the eliminations necessary to arrive at our information on a consolidated basis.

These statements are presented in accordance with the disclosure requirements under SEC Regulation S-X, Rule 3-10.

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## CONDENSED CONSOLIDATING BALANCE SHEET

AS OF SEPTEMBER 30, 2015

(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Cash	\$—	\$97,996	\$259	\$21,134	\$—	\$119,389
Accounts and other receivables	—	—	358,831	30,119	(1,840 )	387,110
Other current assets	3,389	4,427	133,404	29,021	(4,491 )	165,750
Total current assets	3,389	102,423	492,494	80,274	(6,331 )	672,249
Property and equipment, net	3,168	21,815	558,045	171,961	(8,327 )	746,662
Investment in consolidated subsidiaries	445,261	3,448,508	4,179	—	(3,897,948 )	—
Goodwill	—	—	1,947,153	4,275	—	1,951,428
Broadcast licenses	—	—	116,239	16,935	—	133,174
Definite-lived intangible assets	—	—	1,618,218	206,671	(61,196 )	1,763,693
Other long-term assets	57,036	641,820	113,984	155,148	(754,747 )	213,241
Total assets	\$508,854	\$4,214,566	\$4,850,312	\$635,264	\$(4,728,549)	\$5,480,447
Accounts payable and accrued liabilities	\$165	\$56,461	\$192,444	\$28,131	\$(4,731 )	\$272,470
Current portion of long-term debt	55	55,344	1,525	10,298	—	67,222
Current portion of affiliate long-term debt	1,603	—	1,238	1,320	(1,125 )	3,036
Other current liabilities	1,208	—	133,383	16,086	(1,485 )	149,192
Total current liabilities	3,031	111,805	328,590	55,835	(7,341 )	491,920
Long-term debt	—	3,607,345	33,179	164,353	—	3,804,877
Affiliate long-term debt	2,284	—	11,779	360,036	(358,229 )	15,870
Other liabilities	26,760	30,122	1,043,471	173,657	(557,491 )	716,519
Total liabilities	32,075	3,749,272	1,417,019	753,881	(923,061 )	5,029,186
Total Sinclair Broadcast Group equity (deficit)	476,779	465,294	3,433,293	(88,965 )	(3,809,622 )	476,779
Noncontrolling interests in consolidated subsidiaries	—	—	—	(29,652 )	4,134	(25,518 )
Total liabilities and equity (deficit)	\$508,854	\$4,214,566	\$4,850,312	\$635,264	\$(4,728,549)	\$5,480,447



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## CONDENSED CONSOLIDATING BALANCE SHEET

AS OF DECEMBER 31, 2014

(in thousands)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Cash	\$—	\$3,394	\$1,749	\$12,539	\$—	\$17,682
Accounts and other receivables	—	164	359,486	25,111	(1,258 )	383,503
Other current assets	5,741	12,996	98,751	19,225	(11,733 )	124,980
Total current assets	5,741	16,554	459,986	56,875	(12,991 )	526,165
Property and equipment, net	3,949	17,554	569,372	168,762	(7,099 )	752,538
Investment in consolidated subsidiaries	395,225	3,585,037	3,978	—	(3,984,240 )	—
Goodwill	—	—	1,963,254	1,299	—	1,964,553
Broadcast Licenses	—	—	118,115	16,960	—	135,075
Definite-lived intangible assets	—	—	1,698,919	184,441	(65,097 )	1,818,263
Other long-term assets	65,988	555,877	134,454	128,247	(670,832 )	213,734
Total assets	\$470,903	\$4,175,022	\$4,948,078	\$556,584	\$(4,740,259)	\$5,410,328
Accounts payable and accrued liabilities	\$541	\$46,083	\$201,102	\$26,802	\$(13,680 )	\$260,848
Current portion of long-term debt	529	42,953	1,302	68,332	—	113,116
Current portion of affiliate long-term debt	1,464	—	1,182	1,026	(1,047 )	2,625
Other current liabilities	1,208	—	107,867	9,749	(1,407 )	117,417
Total current liabilities	3,742	89,036	311,453	105,909	(16,134 )	494,006
Long-term debt	—	3,638,286	34,338	82,198	—	3,754,822
Affiliate long-term debt	3,508	—	12,802	319,901	(319,902 )	16,309
Other liabilities	35,771	28,856	1,003,213	169,935	(497,927 )	739,848
Total liabilities	43,021	3,756,178	1,361,806	677,943	(833,963 )	5,004,985
Total Sinclair Broadcast Group equity (deficit)	427,882	418,844	3,586,272	(94,632 )	(3,910,484 )	427,882
Noncontrolling interests in consolidated subsidiaries	—	—	—	(26,727 )	4,188	(22,539 )
Total liabilities and equity (deficit)	\$470,903	\$4,175,022	\$4,948,078	\$556,584	\$(4,740,259)	\$5,410,328

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FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015

(in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$—	\$—	\$515,097	\$53,845	\$(20,538 )	\$548,404
Program and production	—	—	185,371	19,548	(18,470 )	186,449
Selling, general and administrative	930	14,386	102,730	3,392	(33 )	121,405
Depreciation, amortization and other operating expenses	266	1,040	105,681	35,487	(1,530 )	140,944
Total operating expenses	1,196	15,426	393,782	58,427	(20,033 )	448,798
Operating (loss) income	(1,196 )	(15,426 )	121,315	(4,582 )	(505 )	99,606
Equity in earnings of consolidated subsidiaries	43,480	88,687	100	—	(132,267 )	—
Interest expense	(93 )	(45,784 )	(1,140 )	(7,721 )	6,172	(48,566 )
Other income (expense)	957	(407 )	3	(349 )	—	204
Total other income (expense)	44,344	42,496	(1,037 )	(8,070 )	(126,095 )	(48,362 )
Income tax benefit (provision)	107	20,235	(30,126 )	2,574	—	(7,210 )
Net income (loss)	43,255	47,305	90,152	(10,078 )	(126,600 )	44,034
Net income attributable to the noncontrolling interests	—	—	—	(799 )	20	(779 )
Net income (loss) attributable to Sinclair Broadcast Group	\$43,255	\$47,305	\$90,152	\$(10,877 )	\$(126,580 )	\$43,255
Comprehensive income (loss)	\$44,044	\$47,315	\$90,152	\$(10,078 )	\$(127,389 )	\$44,044

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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME  
 FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2014  
 (in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$—	\$—	\$466,786	\$47,747	\$(19,577 )	\$494,956
Program and production	—	84	149,488	19,095	(18,404 )	150,263
Selling, general and administrative	1,129	13,474	94,829	3,589	(500 )	112,521
Depreciation, amortization and other operating expenses	267	1,187	103,969	25,393	(307 )	130,509
Total operating expenses	1,396	14,745	348,286	48,077	(19,211 )	393,293
Operating (loss) income	(1,396 )	(14,745 )	118,500	(330 )	(366 )	101,663
Equity in earnings of consolidated subsidiaries	47,744	84,122	—	—	(131,866 )	—
Interest expense	(138 )	(44,986 )	(1,209 )	(7,119 )	5,502	(47,950 )
Other income (expense)	2,449	(100 )	5	248	(23 )	2,579
Total other income (expense)	50,055	39,036	(1,204 )	(6,871 )	(126,387 )	(45,371 )
Income tax benefit (provision)	(318 )	21,961	(31,678 )	2,511	—	(7,524 )
Net income (loss)	48,341	46,252	85,618	(4,690 )	(126,753 )	48,768
Net income attributable to the noncontrolling interests	—	—	—	(447 )	20	(427 )
Net income (loss) attributable to Sinclair Broadcast Group	\$48,341	\$46,252	\$85,618	\$(5,137 )	\$(126,733 )	\$48,341
Comprehensive income (loss)	\$48,490	\$46,293	\$85,618	\$(5,456 )	\$(126,455 )	\$48,490

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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015  
 (in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$—	\$—	\$1,514,173	\$153,757	\$(60,584 )	\$1,607,346
Program and production	—	—	535,098	59,947	(56,493 )	538,552
Selling, general and administrative	3,432	40,598	302,656	9,715	(138 )	356,263
Depreciation, amortization and other operating expenses	799	2,624	317,240	95,873	(2,498 )	414,038
Total operating expenses	4,231	43,222	1,154,994	165,535	(59,129 )	1,308,853
Operating (loss) income	(4,231 )	(43,222 )	359,179	(11,778 )	(1,455 )	298,493
Equity in earnings of consolidated subsidiaries	114,176	238,635	—	—	(352,811 )	—
Interest expense	(301 )	(134,626 )	(3,481 )	(21,898 )	17,428	(142,878 )
Other income (expense)	3,250	(116 )	269	3,222	—	6,625
Total other income (expense)	117,125	103,893	(3,212 )	(18,676 )	(335,383 )	(136,253 )
Income tax benefit (provision)	430	60,435	(113,403 )	5,567	—	(46,971 )
Net income (loss)	113,324	121,106	242,564	(24,887 )	(336,838 )	115,269
Net income attributable to the noncontrolling interests	—	—	—	(1,999 )	54	(1,945 )
Net income (loss) attributable to Sinclair Broadcast Group	\$113,324	\$121,106	\$242,564	\$(26,886 )	\$(336,784 )	\$113,324
Comprehensive income (loss)	\$115,447	\$121,132	\$242,713	\$(24,885 )	\$(338,960 )	\$115,447



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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014  
 (in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$—	\$—	\$1,287,200	\$136,701	\$(61,161 )	\$1,362,740
Program and production	—	274	409,661	58,998	(57,328 )	411,605
Selling, general and administrative	3,169	42,019	255,655	9,500	(1,647 )	308,696
Depreciation, amortization and other operating expenses	801	3,432	284,248	69,358	(1,102 )	356,737
Total operating expenses	3,970	45,725	949,564	137,856	(60,077 )	1,077,038
Operating (loss) income	(3,970 )	(45,725 )	337,636	(1,155 )	(1,084 )	285,702
Equity in earnings of consolidated subsidiaries	117,093	221,774	—	—	(338,867 )	—
Interest expense	(446 )	(118,816 )	(3,675 )	(20,646 )	15,974	(127,609 )
Other income (expense)	4,036	282	563	533	(63 )	5,351
Total other income (expense)	120,683	103,240	(3,112 )	(20,113 )	(322,956 )	(122,258 )
Income tax benefit (provision)	121	58,437	(108,411 )	4,435	—	(45,418 )
Net income (loss)	116,834	115,952	226,113	(16,833 )	(324,040 )	118,026
Net income attributable to the noncontrolling interests	—	—	—	(1,245 )	53	(1,192 )
Net income (loss) attributable to Sinclair Broadcast Group	\$116,834	\$115,952	\$226,113	\$(18,078 )	\$(323,987 )	\$116,834
Comprehensive income (loss)	\$118,432	\$116,073	\$226,113	\$(17,793 )	\$(324,393 )	\$118,432

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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015  
 (in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
NET CASH FLOWS (USED IN) FROM OPERATING ACTIVITIES	\$(8,709 )	\$(66,929 )	\$390,101	\$(21,156 )	\$18,181	\$311,488
CASH FLOWS (USED IN) FROM INVESTING ACTIVITIES:						
Acquisition of property and equipment	—	(7,687 )	(64,693 )	(1,603 )	1,507	(72,476 )
Payments for acquisition of television stations	—	—	(15,514 )	—	—	(15,514 )
Purchase of alarm monitoring contracts	—	—	—	(31,340 )	—	(31,340 )
Proceeds from sale of broadcast assets	—	—	23,650	—	—	23,650
Investments in equity and cost method investees	—	(7,486 )	(27 )	(35,555 )	—	(43,068 )
Other, net	3,776	539	530	6,370	—	11,215
Net cash flows (used in) from investing activities	3,776	(14,634 )	(56,054 )	(62,128 )	1,507	(127,533 )
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:						
Proceeds from notes payable, commercial bank financing and capital leases	—	349,559	—	29,922	—	379,481
Repayments of notes payable, commercial bank financing and capital leases	(473 )	(370,011 )	(937 )	(3,683 )	—	(375,104 )
Dividends paid on Class A and Class B Common Stock	(47,104 )	—	—	—	—	(47,104 )
Payments for deferred financing cost	—	(3,604 )	—	(243 )	—	(3,847 )
Repurchase of outstanding Class A Common Stock	(28,823 )	—	—	—	—	(28,823 )
Increase (decrease) in intercompany payables	82,410	200,108	(335,447 )	72,757	(19,828 )	—
Noncontrolling interests distributions	—	—	—	(6,655 )	—	(6,655 )
Other, net	(1,077 )	113	847	(219 )	140	(196 )
Net cash flows (used in) from financing activities	4,933	176,165	(335,537 )	91,879	(19,688 )	(82,248 )

Explanation of Responses:

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	—	94,602	(1,490	) 8,595	—	101,707
CASH AND CASH EQUIVALENTS, beginning of period	—	3,394	1,749	12,539	—	17,682
CASH AND CASH EQUIVALENTS, end of period	\$—	\$97,996	\$259	\$21,134	\$—	\$119,389



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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014  
 (in thousands) (unaudited)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
NET CASH FLOWS (USED IN) FROM OPERATING ACTIVITIES	\$(27,282 )	\$(77,257 )	\$426,702	\$22,125	\$14,109	\$358,397
CASH FLOWS (USED IN) FROM INVESTING ACTIVITIES:						
Acquisition of property and equipment	—	(8,482 )	(47,961 )	(1,708 )	—	(58,151 )
Payments for acquisition of television stations	—	—	(1,071,428 )	—	—	(1,071,428 )
Purchase of alarm monitoring contracts	—	—	—	(15,647 )	—	(15,647 )
Proceeds from sale of broadcast assets	—	—	83,200	—	—	83,200
Decrease in restricted cash	—	(9,600 )	(82,983 )	—	—	(92,583 )
Investments in equity and cost method investees	—	—	—	(7,958 )	—	(7,958 )
Payments for acquisition of assets in other operating divisions	—	—	—	(8,273 )	—	(8,273 )
Proceeds from termination of life insurance policies	—	17,042	—	—	—	17,042
Other, net	1,000	—	5,000	936	—	6,936
Net cash flows (used in) from investing activities	1,000	(1,040 )	(1,114,172 )	(32,650 )	—	(1,146,862 )
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:						
Proceeds from notes payable, commercial bank financing and capital leases	—	1,040,796	—	20,694	—	1,061,490
Repayments of notes payable, commercial bank financing and capital leases	(408 )	(280,121 )	(743 )	(5,145 )	—	(286,417 )
Dividends paid on Class A and Class B Common Stock	(45,322 )	—	—	—	—	(45,322 )
Repurchase of outstanding Class A Common Stock	(108,438 )	—	—	—	—	(108,438 )
Increase (decrease) in intercompany payables	178,331	(821,116 )	663,350	(6,456 )	(14,109 )	—
Other, net	2,119	(15,010 )	(784 )	73	—	(13,602 )

Explanation of Responses:

Net cash flows (used in) from financing activities	26,282	(75,451 )	661,823	9,166	(14,109 )	607,711
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	—	(153,748 )	(25,647 )	(1,359 )	—	(180,754 )
CASH AND CASH EQUIVALENTS, beginning of period	—	237,974	28,594	13,536	—	280,104
CASH AND CASH EQUIVALENTS, end of period	\$—	\$84,226	\$2,947	\$12,177	\$—	\$99,350

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report includes or incorporates forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act) and the U.S. Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about us, including, among other things, the following risks:

General risks

- the impact of changes in national and regional economies and credit and capital markets;
- consumer confidence;
- the potential impact of changes in tax law;
- the activities of our competitors;
- terrorist acts of violence or war and other geopolitical events;
- natural disasters that impact our advertisers and our stations;

Industry risks

- the business conditions of our advertisers particularly in the automotive and service industries;
- competition with other broadcast television stations, radio stations, multi-channel video programming distributors (MVPDs), internet and broadband content providers and other print and media outlets serving in the same markets;
- the performance of networks and syndicators that provide us with programming content;
- the availability and cost of programming from networks and syndicators, as well as the cost of internally originated programming;
- our relationships with networks and their strategies to distribute their programming via means other than their local television affiliates, such as over-the-top content;
- the effects of the Federal Communications Commission's (FCC's) National Broadband Plan and incentive auction and the potential repacking of our broadcasting spectrum within a limited timeframe;
- the potential of additional governmental regulation of broadcasting or changes in those regulations and court actions interpreting those regulations, including ownership regulations limiting over-the-air television's ability to compete effectively (including regulations relating to Joints Sales Agreements (JSA) and Shared Services Agreements (SSA), and the national ownership cap), arbitrary enforcement of indecency regulations, retransmission consent regulations and political or other advertising restrictions;
- labor disputes and legislation and other union activity associated with film, acting, writing and other guilds and professional sports leagues;
- the broadcasting community's ability to develop and adopt a viable mobile digital broadcast television (mobile DTV) strategy and platform, such as the adoption of ATSC 3.0 broadcast standard, and the consumer's appetite for mobile television;
- the impact of programming payments charged by networks pursuant to their affiliation agreements with broadcasters requiring compensation for network programming;
- the effects of declining live/appointment viewership as reported through rating systems and local television efforts to adopt and receive credit for same day viewing plus viewing on-demand thereafter;
- the ability of local MVPD's to coordinate and determine local advertising rates as a consortium;
- the impact of new FCC rules requiring broadcast stations to publish, among other information, political advertising rates online;
- changes in the makeup of the population in the areas where stations are located;
- the operation of low power devices in the broadcast spectrum, which could interfere with our broadcast signals;

Explanation of Responses:

the impact of FCC and Congressional efforts to limit the ability of a television station to negotiate retransmission consent agreements for the same-market stations it does not own and other FCC efforts which may restrict a television station's retransmission consent negotiations;

Over-the-top (OTT) technologies and their potential impact on cord-cutting

Risks specific to us

the effectiveness of our management;

our ability to attract and maintain local and national advertising and successfully participate in new sales channels such as programmatic advertising through business partnership ventures and the development of technology;

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- our ability to service our debt obligations and operate our business under restrictions contained in our financing agreements;
- our ability to successfully implement and monetize our own content management system (CMS) designed to provide our viewers significantly improved content via the internet and other digital platforms;
- our ability to successfully renegotiate retransmission consent agreements;
- our ability to renew our FCC licenses;
- our limited ability to obtain FCC approval for any future acquisitions, as well as, in certain cases, customary antitrust clearance for any future acquisitions;
  - our ability to identify digital media business investment opportunities and to successfully integrate any acquired businesses, as well as the success of our digital initiatives in a competitive environment;
- our ability to maintain our affiliation and programming service agreements with our networks and program service providers and at renewal, to successfully negotiate these agreements with favorable terms;
- our ability to effectively respond to technology affecting our industry and to increasing competition from other media providers;
- the popularity of syndicated programming we purchase, original programming that we internally develop and produce, and network programming that we air;
- the strength of ratings for our local news broadcasts including our news sharing arrangements;
- the successful execution of our program development and multi-channel broadcasting initiatives including American Sports Network (ASN) and other original programming, and mobile DTV; and
- the results of prior year tax audits by taxing authorities.

Other matters set forth in this report and other reports filed with the Securities and Exchange Commission, including the Risk Factors set forth in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014 may also cause actual results in the future to differ materially from those described in the forward-looking statements. However, additional factors and risks not currently known to us or that we currently deem immaterial may also cause actual results in the future to differ materially from those described in the forward-looking statements. You are cautioned not to place undue reliance on any forward-looking statements, which speaks only as of the date on which it is made. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this report might not occur.

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The following table sets forth certain operating data for the periods presented:

## STATEMENTS OF OPERATIONS DATA

(in thousands, except for per share data) (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Statement of Operations Data:				
Net broadcast revenues (a)	\$497,353	\$448,056	\$1,463,854	\$1,226,088
Revenues realized from station barter arrangements	28,618	28,482	79,950	85,843
Other operating divisions revenues	22,433	18,418	63,542	50,809
Total revenues	548,404	494,956	1,607,346	1,362,740
Station production expenses	186,449	150,263	538,552	411,605
Station selling, general and administrative expenses	105,196	97,303	309,884	261,823
Expenses recognized from station barter arrangements	23,105	24,764	66,898	75,769
Amortization of program contract costs and net realizable value adjustments	29,841	28,622	90,014	76,137
Depreciation and amortization expenses (b)	65,490	59,820	195,377	159,167
Other operating divisions expenses	17,705	14,919	50,194	41,697
Corporate general and administrative expenses	16,209	15,218	46,379	46,873
Research and development expenses	4,803	2,384	11,555	3,967
Operating income	99,606	101,663	298,493	285,702
Interest expense and amortization of debt discount and deferred financing costs	(48,566)	(47,950)	(142,878)	(127,609)
Income from equity and cost method investees	252	1,928	5,405	2,768
Other income, net	(48)	651	1,220	2,583
Income before income taxes	51,244	56,292	162,240	163,444
Income tax provision	(7,210)	(7,524)	(46,971)	(45,418)
Net income	44,034	48,768	115,269	118,026
Net income attributable to the noncontrolling interests	(779)	(427)	(1,945)	(1,192)
Net income attributable to Sinclair Broadcast Group	\$43,255	\$48,341	\$113,324	\$116,834
Basic and Diluted Earnings Per Common Share				
Attributable to Sinclair Broadcast Group:				
Basic earnings per share	\$0.46	\$0.50	\$1.19	\$1.20
Diluted earnings per share	\$0.45	\$0.49	\$1.18	\$1.19
Balance Sheet Data:			September 30, 2015	December 31, 2014
Cash and cash equivalents			\$119,389	\$17,682
Total assets			\$5,480,447	\$5,410,328
Total debt (c)			\$3,891,005	\$3,886,872
Total equity			\$451,261	\$405,343

(a) Net broadcast revenues are defined as broadcast revenues, net of agency commissions.

(b) Depreciation and amortization includes depreciation and amortization of property and equipment and amortization of definite-lived intangible assets and other assets.

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(c) Total debt is defined as notes payable, capital leases and commercial bank financing, including the current and long-term portions.

The following Management's Discussion and Analysis provides qualitative and quantitative information about our financial performance and condition and should be read in conjunction with our consolidated financial statements and the accompanying notes to those statements. This discussion consists of the following sections:

Executive Overview — financial events during the three months ended September 30, 2015 and through the date of this Report on Form 10-Q is filed.

Results of Operations — an analysis of our revenues and expenses for the three and nine months ended September 30, 2015 and 2014, including comparisons between quarters and expectations for the three months ended December 31, 2015.

Liquidity and Capital Resources — a discussion of our primary sources of liquidity, an analysis of our cash flows from or used in operating activities, investing activities and financing activities and an update of our debt refinancings during the three and nine months ended September 30, 2015.

EXECUTIVE OVERVIEW

Third Quarter 2015 Events

In July 2015, American Sports Network (ASN) announced an agreement with Millennium Dancesport Championships to televise "The Dancesport League" on ASN.

In July 2015, we renewed affiliation agreements with the CBS Network covering 16 markets. The new agreements are effective in 2015 and 2016 as current affiliation agreements expire and run for five years to 2020 and 2021.

In July 2015, we renewed affiliation agreements with the CW Network covering 23 owned markets. At the same time, the CW renewed affiliation agreements with another 9 markets for which Sinclair provides sales and other services. These agreements are effective August 2016 and expire in 2021.

In July 2015, we announced the launch of our Sunday morning national news show "Full Measure with Sharyl Attkisson" which debuted on October 4, 2015. The broadcast will air on Sinclair's affiliates nationwide and be available on their websites. The 30-minute program, which is based in Washington, D.C., focuses on investigative journalism and target accountability in the public and private sectors.

In August 2015, our Board of Directors declared a quarterly dividend of \$0.165 per share, payable on September 15, 2015 to the holders of record at the close of business on September 1, 2015.

In September 2015, we were granted authority by the Federal Communications Commission (FCC) to operate an experimental facility in Washington D.C. and Baltimore markets to implement a Single Frequency Network (SFN) using the base elements of the new ATSC 3.0 transmission standard.

In September 2015, ASN entered into a sublicense agreement with ESPN to televise college football and basketball games for the Mid-American Conference (MAC) and college basketball games for the American Athletic Conference (The American), both beginning in the 2015 academic year.

In September 2015, ASN entered into agreements with several top collegiate hockey conferences to broadcast as many as 30 total games per year.

In September 2015, Ring of Honor Wrestling (ROH) signed a six month international broadcast deal with L'Equipe 21, a sports-based television channel in France.

In September 2015, we announced the creation of a news segment called, "Connect to Congress", a multimedia initiative that enables Members of Congress in our news markets to communicate with their constituents on a regular basis.

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In September 2015, we closed on the acquisition of certain non-license assets of WDSI (FOX) and WFLI (CW) in Chattanooga, Tennessee, from New Age Media.

Other Events

In October 2015, we entered into a definitive agreement to purchase the broadcast assets of WBST (CBS) in South Bend-Elkhart, Indiana, owned by Schurz Communications, Inc., and to sell the broadcast assets of WLUC (NBC and FOX) in Marquette, Michigan to Gray Television, Inc. We anticipate that the swap will close at the end of 2015 or beginning of 2016, subject to the satisfaction of standard closing conditions.

In October 2015, we premiered, together with Metro-Goldwyn-Mayer (MGM), COMET-TV, the first-ever 24 hour/7 day per week science fiction multi-channel network.

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In October 2015, we entered into a definitive agreement to acquire KUQI (FOX), KTOV-LP (MNT) and KXPX-LP (Retro TV) in Corpus Christi, Texas from High Maintenance, LLC for \$9.3 million. The transaction is expected to close at the end of 2015 or beginning of 2016, subject to receipt of regulatory approvals and the satisfaction of standard closing conditions.

In October, the Company entered into a definitive agreement to acquire KFXL (FOX) and KHGI, KHGI-LD, KWNB and KWNB-LD (ABC), in Lincoln, Nebraska for \$31.25 million. The transaction, subject to bankruptcy court and FCC approval and subject to standard closing conditions, is expected to close at the end of 2015 or beginning of 2016. The Company expects to fund the purchase price at closing, through cash on hand.

In November 2015, our Board of Directors declared a quarterly dividend of \$0.165 per share, payable on December 15, 2015 to the holders of record at the close of business on December 1, 2015.

RESULTS OF OPERATIONS

The results of the acquired stations during the nine months ended September 30, 2015 and year ended December 31, 2014 are included in our results of operations from their respective dates of acquisition. See Note 2. Acquisitions in our consolidated financial statements for further discussion of stations acquired. Additionally, the results of certain television stations that were sold are not included in our results for the period. See Dispositions related to station acquisitions under Note 3. Disposition of Assets in our consolidated financial statements for further discussion of excluded stations. Unless otherwise indicated, references in this discussion and analysis are to the three and nine months ended September 30, 2015 and 2014, respectively. Additionally, any references to the first, second or fourth quarters are to the three months ended March 31, June 30 and December 31, respectively, for the year being discussed. We have one reportable segment, "broadcast" that is disclosed separately from our other operating division and corporate activities.

SEASONALITY/CYCLICALITY

Our operating results are usually subject to seasonal fluctuations. Usually, the second and fourth quarter operating results are higher than first and third quarters' because advertising expenditures are increased in anticipation of certain seasonal and holiday spending by consumers.

Our operating results are usually subject to fluctuations from political advertising. In even numbered years, political spending is usually significantly higher than in odd numbered years due to advertising expenditures preceding local and national elections. Additionally, every four years, political spending is usually elevated further due to advertising expenditures preceding the presidential election.

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## BROADCAST SEGMENT

## Broadcast Revenue

The following table presents our revenues, net of agency commissions, for the periods presented (in millions):

	Three Months Ended September 30,			Nine Months Ended September 30,			
	2015	2014	Percent Change	2015	2014	Percent Change	
Local revenues:							
Non-political	\$404.3	\$337.9	19.7	% \$1,193.4	\$958.1	24.6	%
Political	3.2	4.0	(b)	5.4	6.8	(b)	
Total local	407.5	341.9	19.2	% 1,198.8	964.9	24.2	%
National revenues (a):							
Non-political	85.2	76.4	11.5	% 256.4	216.5	18.4	%
Political	4.7	29.8	(b)	8.7	44.7	(b)	
Total national	89.9	106.2	(15.3)	)% 265.1	261.2	1.5	%
Total net broadcast revenues	\$497.4	\$448.1	11.0	% \$1,463.9	\$1,226.1	19.4	%

(a) National revenue relates to advertising sales sourced from national advertising agencies.

(b) Political revenue is not comparable from year to year due to cyclicity of elections. See Political Revenues below for more information.

Net broadcast revenues. Net broadcast revenues increased \$49.3 million when comparing the third quarter 2015 to the same period in 2014, of which \$53.3 million was related to stations not included in the same period in 2014, net of dispositions. The residual decrease is primarily the result of lower advertising revenues in the political, food-grocery/other and internet sectors. These decreases were offset by higher retransmission revenues from MVPDs and increases in advertising revenues in the services, direct response and furniture sectors. Excluding the stations acquired or disposed after the third quarter of 2014, automotive, which typically is our largest category, represented 25.9% of net time sales for the three months ended September 30, 2015. Net broadcast revenues increased \$237.8 million when comparing the nine months ended September 30, 2015 to the same period in 2014, of which \$234.3 million was related to acquired stations not included in the same period in 2014. The remaining increase for the nine month period is primarily the result of higher retransmission revenues from MVPDs and increases in advertising revenues in the services, pharmaceutical/cosmetics and furniture sectors. These increases were partially offset by a decrease in advertising revenues in the political, automotive and telecommunications sectors. Excluding the stations acquired or disposed after the third quarter of 2014, automotive, which typically is our largest category, represented 24.9% of net time sales for the nine months ended September 30, 2015.

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From a network affiliation or program service arrangement perspective, the following table sets forth our affiliate percentages of net time sales for the periods presented:

	# of channels (a)	Percent of Net Time Sales for the Net Time Sales			Percent of Net Time Sales for the Net Time Sales		
		Three months ended September 30,		Percent Change	Nine months ended September 30,		Percent Change
		2015	2014		2015	2014	
ABC	32	28.1%	28.2%	(0.8)%	28.6%	23.4%	39.6%
FOX	47	26.1%	25.3%	2.6%	25.8%	28.3%	(0.6)%
CBS	29	17.6%	19.3%	(20.7)%	17.5%	19.8%	(9.3)%
NBC	22	11.7%	8.9%	31.1%	11.8%	9.3%	38.5%
The CW	44	8.1%	7.7%	1.4%	8.1%	8.5%	1.5%
MyNetworkTV	34	6.7%	8.2%	(19.3)%	6.7%	8.3%	(12.4)%
Other (b)	176	1.7%	2.4%	(96.6)%	1.5%	2.5%	(97.8)%
Total	384						

(a) We acquired television stations during 2014 and 2015 with a variety of network affiliations. This acquisition activity affects the year-over year comparability of revenue by affiliation. See Note 2. Acquisitions in our consolidated financial statements for further discussion of stations acquired.

(b) We broadcast other programming from providers on our channels, including Univision, Telemundo, Estrella TV, Azteca, MundoFox, Get TV, Grit, This TV, ME TV, Antenna TV, Bounce Network, Decades, Retro TV, Zuus Country, Heartland, Live Well Network, 24/7 Weather, and Weather Nation.

**Political Revenues.** Political revenues decreased by \$25.9 million to \$7.9 million for the third quarter 2015 when compared to the same period in 2014. For the nine months ended September 30, 2015, political revenues decreased by \$37.4 million to \$14.1 million when compared to the same period in 2014. Political revenues are typically higher in election years such as 2014.

**Local Revenues.** Excluding political revenues, our local broadcast revenues, which include local times sales, retransmission revenues and other local revenues, were up \$66.4 million for the third quarter 2015 when compared to the same period in 2014, of which \$42.4 million was related to the stations acquired after the third quarter of 2014, net of dispositions. The remaining increase, for the three month period, is primarily due to an increase in advertising revenues from the services, direct response and paid programming sectors as well as an increase in retransmission revenues from MVPDs. These increases were partially offset by a decrease in advertising revenues from the automotive, schools and internet sectors. Excluding political revenues, our local broadcast revenues, which include local times sales, retransmission revenues and other local revenues, were up \$235.3 million for the nine months ended September 30, 2015 compared to the same period in 2014, of which \$187.4 million was related to the stations acquired after the third quarter of 2014, net of dispositions. The remaining increase is primarily due to an increase in advertising revenues from the home products, services and medical sectors as well as an increase in retransmission revenues from MVPDs. These increases were partially offset by a decrease in advertising revenues from the schools, automotive and internet sectors.

**National Revenues.** Excluding political revenues, our national broadcast revenues, which relates to time sales sourced from national advertising agencies, were up \$8.8 million for the third quarter 2015 when compared to the same period in 2014, of which \$9.7 million was related to the stations acquired after the third quarter of 2014, net of dispositions. The residual decrease was due to a decline in advertising revenues in the retail/department stores, food-grocery/other and internet sectors. Excluding political revenues, our national broadcast revenues, were up \$39.9 million for the nine months ended September 30, 2015 compared to the same period in 2014, of which \$44.4 million related to the

acquired stations not included in the same period in 2014, net of dispositions. The remaining decrease is primarily due to a decline in advertising revenues in the food-grocery/other, telecommunications and travel/leisure sectors.

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## Broadcast Expenses

The following table presents our significant expense categories in our broadcast segment for the periods presented (in millions):

	Three months ended		Percent Change		Nine months ended		Percent Change	
	September 30, 2015	2014	(Increase/(Decrease))		September 30, 2015	2014	(Increase/(Decrease))	
Station production expenses	\$ 186.4	\$ 150.3	24.0	%	\$ 538.6	\$ 411.6	30.9	%
Station selling, general and administrative expenses	\$ 105.2	\$ 97.3	8.1	%	\$ 309.9	\$ 261.8	18.4	%
Amortization of program contract costs and net realizable value adjustments	\$ 29.8	\$ 28.6	4.2	%	\$ 90.0	\$ 76.1	18.3	%
Corporate general and administrative expenses	\$ 13.9	\$ 13.8	0.7	%	\$ 40.0	\$ 41.2	(2.9)	)%
Depreciation and amortization expenses	\$ 62.1	\$ 57.2	8.6	%	\$ 185.8	\$ 151.7	22.5	%

**Station production expenses.** Station production expenses increased \$36.1 million during the third quarter of 2015 compared to the same period in 2014, of which \$20.0 million related to acquired stations not included in the same period of 2014, net of dispositions. Station production expenses increased \$127.0 million during the nine months ended September 30, 2015 as compared to the same period in 2014, of which \$86.5 million related to acquired stations not included in the same period of 2014, net of dispositions. The remaining increase for the three and nine month periods month period is primarily due to an increase in compensation expense, further investment in programming content, including production costs related to sports programming content and expansion of news, and an increase in fees pursuant to network affiliation agreements mainly as a result of higher retransmission revenue. This increase is partially offset by a decrease in music license fees.

**Station selling, general and administrative expense.** Station selling, general and administrative expenses increased \$7.9 million during the third quarter of 2015 compared to the same period in 2014, of which \$7.5 million related to acquired stations not included in the same period of 2014, net of dispositions. The remaining increase for the three month period is primarily due to an increase in compensation expense, an increase in digital interactive costs, and an increase in information technology infrastructure costs. Station selling, general and administrative expenses increased \$48.1 million for the nine months ended September 30, 2015 compared to the same period in 2014, of which \$39.3 million related to acquired stations not included in the same period of 2014, net of dispositions. The remaining increase for the nine month period is primarily due to an increase in compensation expense, increased insurance cost, an increase in digital interactive costs, and an increase in information technology infrastructure costs.

**Amortization of program contract costs and net realizable value adjustments.** The amortization of program contract costs increased \$1.2 million during the third quarter of 2015 compared to the same period in 2014, of which \$1.1 million related to acquired stations not included in the same period of 2014, net of dispositions. The amortization of program contract costs increased \$13.9 million during the nine months ended September 30, 2015 compared to the same period in 2014, of which \$5.4 million related to acquired stations not included in the same period of 2014, net of dispositions. The remaining increase for the three and nine month periods is primarily due to higher programming costs.

**Corporate general and administrative expenses.** See explanation under Corporate and Unallocated Expenses.

Depreciation and Amortization expenses. Depreciation of property and equipment and amortization of definite-lived intangibles and other assets increased \$4.9 million during the third quarter of 2015 compared to the same period in 2014, of which \$8.4 million related to acquired stations not included in the same period of 2014, net of dispositions. Depreciation of property and equipment and amortization of definite-lived intangibles and other assets increased \$34.1 million during the nine months ended September 30, 2015 compared to the same period in 2014, of which \$37.7 million related to acquired stations not included in the same period of 2014, net of dispositions. The remaining decrease on stations owned prior to 2014, for both the three and nine month periods is primarily due to assets becoming fully depreciated and amortized.

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## OTHER OPERATING DIVISIONS

Triangle Sign & Service, LLC (Triangle), a sign designer / fabricator, Alarm Funding Associates, LLC (Alarm Funding), a regional security alarm operating and bulk acquisition company, Dielectric, LLC, a manufacturer of broadcast equipment, real estate ventures and other nominal businesses make up our other operating divisions. Revenues for our other operating divisions increased \$4.0 million to \$22.4 million during the third quarter 2015 compared to \$18.4 million during the same period in 2014. For the nine months ended September 30, 2015, revenues for our other operating divisions increased \$12.7 million to \$63.5 million compared to \$50.8 million during the same period in 2014. Expenses of our other operating divisions including operating expenses, depreciation and amortization and applicable other income (expense) items such as interest expense, increased \$4.7 million to \$23.0 million during the third quarter 2015 compared to \$18.3 million during the same period in 2014. For the nine months ended September 30, 2015, expenses including other operating divisions expense, depreciation and amortization and applicable other income (expense) items, such as interest expense, increased \$13.6 million to \$65.0 million compared to \$51.4 million in 2014. The increases in both revenue and expenses for both the three and nine months ended September 30, 2015 relate primarily to the increase in alarm monitoring revenue from purchases of recurring monthly revenue, an increase in residential lot sales of certain of our real estate ventures, and an increase in Dielectric sales volume.

Income from Equity and Cost Method Investments. Results of our equity and cost method investments in private investment funds and real estate ventures are included in income from equity and cost method investments in our consolidated statements of operations, within other operating divisions. During the three months ended September 30, 2015, we recorded a loss of \$0.5 million related to our real estate ventures and income of \$0.8 million related to certain private investment funds. For the nine months ended September 30, 2015, we recorded income of \$3.0 million related to our real estate ventures and income of \$2.3 million related to certain private investment funds. During the three months ended September 30, 2014, we recorded a loss of less than \$0.2 million related to our real estate ventures and income of \$2.1 million related to certain private investment funds. During the nine months ended September 30, 2014, we recorded a loss of \$0.5 million related to our real estate ventures and income of \$3.1 million related to certain private investment funds.

## CORPORATE AND UNALLOCATED EXPENSES

	Three months ended September 30,		Percent Change		Nine months ended September 30,		Percent Change	
	2015	2014	(Increase/(Decrease))		2015	2014	(Increase/(Decrease))	
Corporate general and administrative expenses	\$1.4	\$1.4	—	%	\$3.9	\$4.9	(20.4	)%
Interest expense	\$47.3	\$46.9	0.9	%	\$139.3	\$124.6	11.8	%
Income tax provision	\$(7.2	) \$(7.5	) (4.0	)%	\$(47.0	) \$(45.4	) 3.5	%
Research and development	\$4.8	\$2.3	108.7	%	\$11.6	\$4.0	190.0	%

Corporate general and administrative expenses. We allocate most of our corporate general and administrative expenses to the broadcast segment. The explanation that follows combines the corporate general and administrative expenses found in the Broadcast Segment section with the corporate general and administrative expenses found in this section, Corporate and Unallocated Expenses. These results exclude general and administrative costs from our other operating divisions which are included in our discussion of expenses in the Other Operating Divisions section.

Corporate general and administrative expenses combined increased by \$0.1 million and decreased by \$2.2 million for the three and nine months ended September 30, 2015, respectively, when compared to the same period in 2014. We expect corporate general and administrative expenses to decrease in the fourth quarter of 2015 compared to third



quarter of 2015.

Interest expense. Interest expense increased during the three and nine months ended September 30, 2015, compared to the same period in 2014 primarily due to the issuance of \$550.0 million of 5.625% Notes and incremental borrowings under our Bank Credit Agreement. The increase in interest expense was partially offset by a decrease in interest expense due to the redemption of 8.375% Notes during 2014. See Liquidity and Capital Resources for more information.

Income tax (provision) benefit. The effective tax rate for the three and nine months ended September 30, 2015 including the effects of the noncontrolling interest was a provision of 14.3% and 29.3%, respectively, as compared to a provision of 13.4% and 28.0% during the same periods in 2014, respectively.

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The increase in the effective tax rate for the three and nine months ended September 30, 2015, as compared to the same periods in 2014, is primarily due to smaller reduction in liability for unrecognized tax benefits as a result of statute of limitations expiring in 2015.

Research and development expenses. In 2014, in response to the Advanced Television Systems Committee's request for proposal for a "physical layer" of the next-generation broadcast TV standard that could in future years replace the current digital broadcasting systems used in the United States and around the world, we launched ONE Media LLC to develop a Next Generation Broadcast Platform ("NGBP") to provide convergence of broadcasting with wireless broadband services. Research and development costs related to ONE Media, LLC were \$4.8 million and \$2.3 million for the three months ended September 30, 2015 and 2014, and \$11.6 million and \$4.0 million for the nine months ended September 30, 2015 and 2014, respectively.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2015, we had \$119.4 million in cash and cash equivalent balances and net working capital of approximately \$180.3 million. Cash generated by our operations and borrowing capacity under the Bank Credit Agreement are used as our primary sources of liquidity. As of September 30, 2015, we had \$482.9 million of borrowing capacity available on our revolving credit facility.

Effective April 30, 2015, we amended our Bank Credit Agreement to raise an additional \$350.0 million in incremental term loan B commitments. The proceeds were used to pay down the outstanding balance on our revolving credit facility, and for general corporate purposes. See Note 5. Notes Payable and Commercial Bank Financing in our consolidated financial statements for further discussion.

During 2015, we repurchased 1.1 million shares of Class A Common Stock for \$28.8 million. The repurchase was completed using cash on hand. As of September 30, 2015, we had \$105.5 million remaining under our existing \$300.0 million repurchase authorization.

We anticipate that existing cash and cash equivalents, cash flow from our operations and borrowing capacity under the Bank Credit Agreement will be sufficient to satisfy our debt service obligations, capital expenditure requirements, and working capital needs for the next twelve months. For our long-term liquidity needs, in addition to the sources described above, we may rely upon the issuance of long-term debt, the issuance of equity or other instruments convertible into or exchangeable for equity, or the sale of non-core assets. However, there can be no assurance that additional financing or capital or buyers of our non-core assets will be available, or that the terms of any transactions will be acceptable or advantageous to us.

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## Sources and Uses of Cash

The following table sets forth our cash flows for the periods presented (in millions):

	For the three months ended September 30,		For the nine months ended September 30,	
	2015	2014	2015	2014
Net cash flows from operating activities	\$ 133.5	\$ 178.4	\$ 311.5	\$ 358.4
Cash flows (used in) from investing activities:				
Acquisition of property and equipment	\$(25.4)	\$(31.6)	\$(72.5)	\$(58.2)
Payments for acquisition of television stations	(15.5)	(1,071.4)	(15.5)	(1,071.4)
Investment in other operating divisions	(14.7)	(7.8)	(31.3)	(23.9)
Proceeds from sale of broadcast assets	18.8	83.2	23.7	83.2
Investments in equity and costs method investees	(5.3)	83.2	(43.1)	(8.0)
Proceeds from the termination of life insurance policies	—	—	—	17.1
Increase in restricted cash	1.5	(91.9)	—	(92.6)
Other	2.9	3.9	11.2	6.9
Net cash flows used in investing activities	\$(37.7)	\$(1,032.4)	\$(127.5)	\$(1,146.9)
Cash flows from (used in) financing activities:				
Proceeds from notes payable, commercial bank financing and capital leases	\$ 14.6	\$ 958.8	\$ 379.5	\$ 1,061.5
Repayments of notes payable, commercial bank financing and capital leases	(14.6)	(265.3)	(375.1)	(286.4)
Dividends paid on Class A and Class B Common Stock	(15.6)	(16.0)	(47.1)	(45.3)
Repurchase of outstanding Class A Common Stock	(21.0)	(26.0)	(28.8)	(108.4)
Other	(4.4)	(10.6)	(10.7)	(13.7)
Net cash flows from (used) in financing activities	\$(41.0)	\$ 640.9	\$(82.2)	\$ 607.7

## Operating Activities

Net cash flows from operating activities decreased during the three and nine months ended September 30, 2015 compared to the same period in 2014. This change is primarily due to higher program payments and income taxes paid, compared to the same period in 2014, offset by an increase in cash received from customers. The increase in cash received from customers and higher program payments is primarily related to stations acquired in the second half of 2014.

## Investing Activities

Net cash flows used in investing activities decreased during the three months ended September 30, 2015 compared to the same period in 2014. This decrease is primarily due to fewer acquisitions of broadcast assets, lower capital expenditures, partially offset by a decrease in proceeds from the sale of broadcast assets, increase in the purchase of alarm contracts, and an increase in equity and cost method investments.

Net cash flows used in investing activities decreased during the nine months ended September 30, 2015 compared to the same period in 2014. This decrease is primarily due to fewer acquisitions of broadcast assets, partially offset by a decrease in proceeds from the sale of broadcast assets, an increase in capital expenditures, an increase in the purchase of alarm contracts, and an increase in equity and cost method investments.

## Explanation of Responses:

In the fourth quarter of 2015, we anticipate capital expenditures to decrease from the third quarter of 2015.

Financing Activities

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Net cash flows from financing activities decreased for the three months ended September 30, 2015, compared to the same period in 2014, due primarily to a decrease in proceeds from notes payable, partially offset by a decrease in the repayment of notes payable, payments for financing costs related to the issuance of debt, and Class A Common Stock repurchased.

Net cash flows from financing activities increased for the nine months ended September 30, 2015, compared to the same period in 2014, due primarily to a decrease in proceeds from notes payable and increase in repayment on notes payable, partially offset by a decrease in payments for financing costs related to the issuance of debt, and Class A Common Stock repurchased.

In November 2015, our Board of Directors declared a quarterly dividend of \$0.165 per share. Future dividends on our common shares, if any, will be at the discretion of our Board of Directors and will depend on several factors including our results of operations, cash requirements and surplus, financial condition, covenant restrictions and other factors that the Board of Directors may deem relevant.

### CONTRACTUAL CASH OBLIGATIONS

As of September 30, 2015, there were no material changes to our contractual cash obligations.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Other than the foregoing, there have been no material changes from the quantitative and qualitative discussion about market risk previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014.

### ITEM 4. CONTROLS AND PROCEDURES

#### Evaluation of Disclosure Controls and Procedures and Internal Control over Financial Reporting

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the design and effectiveness of our disclosure controls and procedures and our internal control over financial reporting as of September 30, 2015.

The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The term “internal control over financial reporting,” as defined in Rules 13a-15d-15(f) under the Exchange Act, means a process designed by, or under the supervision of our Chief Executive and Chief Financial Officers and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

accepted accounting principles (GAAP) and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and disposition of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP and that our receipts and expenditures are being made in accordance with authorizations of management or our Board of Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material adverse effect on our financial statements.

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### Assessment of Effectiveness of Disclosure Controls and Procedures

Based on the evaluation of our disclosure controls and procedures as of September 30, 2015, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

### Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### Limitations on the Effectiveness of Controls

Management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management's override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are party to lawsuits and claims from time to time in the ordinary course of business. Actions currently pending are in various preliminary stages and no judgments or decisions have been rendered by hearing boards or courts in connection with such actions. After reviewing developments to date with legal counsel, our management is of the opinion that the outcome of our pending and threatened matters will not have a material adverse effect on our consolidated balance sheets, consolidated statements of operations or consolidated statements of cash flows.

### ITEM 1A. RISK FACTORS

There have been no material changes to the Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2014.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table summarizes repurchases of our stock in the quarter ended and year to date September 30, 2015:

Explanation of Responses:





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Period	Total Number of Shares Purchased (1)	Average Price Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program (in millions)
Class A Common Stock : (2)				
07/01/15 – 07/31/15	—	—	—	\$ 126.6
08/01/15 – 08/31/15	803,100	26.19	803,100	\$ 105.5
09/01/15 – 09/30/15	—	—	—	\$ 105.5

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(1) All repurchases were made in open-market transactions.

(2) On October 28, 1999, we announced a \$150.0 million share repurchase program, which was renewed on February 6, 2008. On March 20, 2014, the Board of Directors authorized a new \$150.0 million share repurchase authorization. There is no expiration date and currently, management has no plans to terminate this program. As of September 30, 2015, the total remaining authorization was \$105.5 million.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

## ITEM 4. MINE SAFETY DISCLOSURES

None.

## ITEM 5. OTHER INFORMATION

None.

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## ITEM 6. EXHIBITS

Exhibit Number	Description
10.1	Amended and Restated Employment Agreement by and between Sinclair Broadcast Group, Inc. and Barry M. Faber, Executive Vice President & General Counsel, dated August 31, 2015.
31.1	Certification by David D. Smith, as Chairman and Chief Executive Officer of Sinclair Broadcast Group, Inc., pursuant to Rule 13a-14(a) of the Exchange Act (15 U.S.C. § 7241).
31.2	Certification by Christopher S. Ripley, as Chief Financial Officer of Sinclair Broadcast Group, Inc., pursuant to Rule 13a-14(a) of the Exchange Act (15 U.S.C. § 7241).
32.1	Certification by David D. Smith, as Chairman and Chief Executive Officer of Sinclair Broadcast Group, Inc., pursuant to Rule 13a-14(b) of the Exchange Act and § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C § 1350).
32.2	Certification by Christopher S. Ripley, as Chief Financial Officer of Sinclair Broadcast Group, Inc., pursuant to Rule 13a-14(b) of the Exchange Act and § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C § 1350).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized on the 6th day of November 2015.

SINCLAIR BROADCAST GROUP, INC.

By: /s/ David R. Bochenek  
David R. Bochenek  
Senior Vice President/Chief Accounting Officer  
(Authorized Officer and Chief Accounting Officer)

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