Ascent Capital Group, Inc.

Form 4

January 05, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* FITZGERALD WILLIAM R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Ascent Capital Group, Inc.

[ASCMA]

(Check all applicable)

Chairman & CEO

(Last) (First) (Middle)

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

12/31/2015

\_X\_\_ Director X\_\_ 10% Owner X\_ Officer (give title Other (specify below)

ASCENT CAPITAL GROUP. INC., 5251 DTC PARKWAY,

**SUITE 1000** 

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

**GREENWOOD** VILLLAGE, CO 80111

> (City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

7. Nature of 6. Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

or (D)

(A)

Code V Amount Price

\$

130,471

(Instr. 4)

Series A Common

Stock

12/31/2015

D F 2.216 16.755 (1) (1)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Tit		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(221012
					4, and 5)						
					+, and <i>∃</i> )						
									Amount		
						ъ.	<b>.</b>		or		
							Expiration		Number		
							Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
FITZGERALD WILLIAM R ASCENT CAPITAL GROUP, INC. 5251 DTC PARKWAY, SUITE 1000 GREENWOOD VILLLAGE, CO 80111	X	X	Chairman & CEO				

# **Signatures**

/s/ William E. Niles, attorney-in-fact

01/05/2016

\*\*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).
- The shares disposed of in this transaction were withheld by the Issuer in connection with the payment of withholding taxes on certain (1) restricted shares that vested on December 31, 2015. The price is based on an average of the high and low trading prices on December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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