

MEDIA GENERAL INC

Form 4

June 20, 2016

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUSE JOHN R

2. Issuer Name **and** Ticker or Trading
Symbol
**MEDIA GENERAL INC [NYSE:
MEG]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**2100 MCKINNEY AVENUE,
SUITE 1600**

3. Date of Earliest Transaction
(Month/Day/Year)
06/16/2016

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

(Street)
DALLAS, TX 75201

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price		
Voting Common Stock	06/16/2016		S ⁽¹⁾		839	D \$ 17.7463 ⁽²⁾	78,726	D
Voting Common Stock	06/16/2016		S ⁽³⁾		3	D \$ 17.7463 ⁽²⁾	10,174,107	I
Voting Common Stock	06/16/2016		S ⁽⁷⁾		23	D \$ 17.7463 ⁽²⁾	10,174,084	I
Voting	06/16/2016		S ⁽⁹⁾		41,660	D \$	10,132,424	I
								See Footnotes (4) (5) (6)
								See Footnotes (6) (8)

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Common Stock					17.7463 (2)				Footnotes (10) (11)
Voting Common Stock	06/16/2016	S(12)	545	D	\$ 17.7463 (2)	10,131,879	I		See Footnotes (11) (13)
Voting Common Stock	06/16/2016	S(14)	10,787	D	\$ 17.7463 (2)	10,121,092	I		See Footnotes (11) (15)
Voting Common Stock	06/16/2016	S(16)	73	D	\$ 17.7463 (2)	10,121,019	I		See Footnotes (11) (17)
Voting Common Stock	06/16/2016	S(18)	167	D	\$ 17.7463 (2)	10,120,852	I		See Footnotes (11) (19)
Voting Common Stock	06/16/2016	S(20)	580	D	\$ 17.7463 (2)	10,120,272	I		See Footnotes (11) (21)
Voting Common Stock	06/16/2016	S(22)	23	D	\$ 17.7463 (2)	10,120,249	I		See Footnotes (11) (23)
Voting Common Stock	06/17/2016	S(24)	557	D	\$ 17.6697 (25)	78,169		D	
Voting Common Stock	06/17/2016	S(26)	3	D	\$ 17.6697 (25)	10,120,246	I		See Footnotes (6) (27)
Voting Common Stock	06/17/2016	S(28)	15	D	\$ 17.6697 (25)	10,120,231	I		See Footnotes (6) (29)
Voting Common Stock	06/17/2016	S(30)	27,625	D	\$ 17.6697 (25)	10,092,606	I		See Footnotes (11) (31)
Voting Common Stock	06/17/2016	S(32)	361	D	\$ 17.6697 (25)	10,092,245	I		See Footnotes (11) (33)
Voting Common Stock	06/17/2016	S(34)	7,153	D	\$ 17.6697 (25)	10,085,092	I		See Footnotes (11) (35)
Voting Common Stock	06/17/2016	S(36)	48	D	\$ 17.6697 (25)	10,085,044	I		See Footnotes (11) (37)
Voting Common Stock	06/17/2016	S(38)	111	D	\$ 17.6697 (25)	10,084,933	I		See Footnotes (11) (39)

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Voting Common Stock	06/17/2016	S ⁽⁴⁰⁾	384	D	\$ 17.6697 (25)	10,084,549	I	See Footnotes (11) (41)
Voting Common Stock	06/17/2016	S ⁽⁴²⁾	15	D	\$ 17.6697 (25)	10,084,534	I	See Footnotes (11) (43)

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

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

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MUSE JOHN R
2100 MCKINNEY AVENUE, SUITE 1600 X
DALLAS, TX 75201

Signatures

/s/ David W. Knickel,
attorney-in-fact 06/20/2016

**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).

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- (1) On June 16, 2016, Mr. Muse sold 839 shares of Voting Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan").

The shares were sold in multiple trades at prices ranging from \$17.62 to \$18.06. The price reported above reflects the weighted average sale price. Mr. Muse hereby undertakes to provide to the Securities and Exchange Commission staff (the "Staff"), the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (2) On June 16, 2016, Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), sold 3 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 10,174,107 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,378 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (c) 7,869,489 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (d) 102,908 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (e) 2,037,634 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (f) 13,705 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), (h) 109,478 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), (Continued in footnote 5)
- (3) and (i) 4,291 shares are directly owned by HM Capital Partners I LP, a Delaware limited partnership ("HMCP I").
- (4) MFE and JRM are both indirectly beneficially owned by Mr. Muse. However, Mr. Muse disclaims beneficial ownership of the issuer's securities held of record by MFE and JRM except to the extent of his pecuniary interest therein.
- (5) On June 16, 2016, JRM sold 23 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 10,174,084 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,869,489 shares are directly owned by Fund III, (d) 102,908 shares are directly owned by HM3 Coinvestors, (e) 2,037,634 shares are directly owned by Fund IV, (f) 13,705 shares are directly owned by Private Fund IV, (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, (h) 109,478 shares are directly owned by HM&Co. and (i) 4,291 shares are directly owned by HMCP I.
- (6) On June 16, 2016, Fund III sold 41,660 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 10,132,424 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,908 shares are directly owned by HM3 Coinvestors, (e) 2,037,634 shares are directly owned by Fund IV, (f) 13,705 shares are directly owned by Private Fund IV, (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, (h) 109,478 shares are directly owned by HM&Co. and (i) 4,291 shares are directly owned by HMCP I.
- (7) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I. In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive power over the issuer's securities held by the ultimate general partner of each of Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I. Accordingly, Mr. Muse may be deemed to beneficially own all of the issuer's securities held directly by Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I. However, Mr. Muse disclaims beneficial ownership of the issuer's securities held by Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I except to the extent of his pecuniary interest therein.
- (8) On June 16, 2016, HM3 Coinvestors sold 545 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 10,131,879 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,037,634 shares are directly owned by Fund IV, (f) 13,705 shares are directly owned by Private Fund IV, (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, (h) 109,478 shares are directly owned by HM&Co. and (i) 4,291 shares are directly owned by HMCP I.
- (9) On June 16, 2016, Fund IV sold 10,787 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 10,121,092 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,705 shares are directly owned by Private Fund IV, (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, (h) 109,478 shares are directly owned by HM&Co. and (i) 4,291 shares are directly owned by HMCP I.
- (10) On June 16, 2016, Private Fund IV sold 73 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 10,121,019 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,620 shares are directly owned by HM4-EQ Coinvestors, (h) 109,478 shares are directly owned by HM&Co. and (i) 4,291 shares are directly owned by HMCP I.
- (11) On June 16, 2016, HM4-EQ Coinvestors sold 167 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

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- (19) Of the 10,120,852 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 109,478 shares are directly owned by HM&Co. and (i) 4,291 shares are directly owned by HMCP I.
- (20) On June 16, 2016, HM&Co. sold 580 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (21) Of the 10,120,272 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,291 shares are directly owned by HMCP I.
- (22) On June 16, 2016, HMCP I sold 23 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (23) Of the 10,120,249 shares of Voting Common Stock, (a) 604 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.
- (24) On June 17, 2016, Mr. Muse sold 557 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (25) The shares were sold in multiple trades at prices ranging from \$17.50 to \$17.89. The price reported above reflects the weighted average sale price. Mr. Muse hereby undertakes to provide to the Staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (26) On June 17, 2016, MFE sold 3 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (27) Of the 10,120,246 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,355 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.
- (28) On June 17, 2016, JRM sold 15 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (29) Of the 10,120,231 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM, (c) 7,827,829 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.
- (30) On June 17, 2016, Fund III sold 27,625 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (31) Of the 10,092,606 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM, (c) 7,800,204 shares are directly owned by Fund III, (d) 102,363 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.
- (32) On June 17, 2016, HM3 Coinvestors sold 361 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (33) Of the 10,092,245 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM, (c) 7,800,204 shares are directly owned by Fund III, (d) 102,002 shares are directly owned by HM3 Coinvestors, (e) 2,026,847 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.
- (34) On June 17, 2016, Fund IV sold 7,153 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (35) Of the 10,085,092 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM, (c) 7,800,204 shares are directly owned by Fund III, (d) 102,002 shares are directly owned by HM3 Coinvestors, (e) 2,019,694 shares are directly owned by Fund IV, (f) 13,632 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.
- (36) On June 17, 2016, Private Fund IV sold 48 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (37) Of the 10,085,044 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM, (c) 7,800,204 shares are directly owned by Fund III, (d) 102,002 shares are directly owned by HM3 Coinvestors, (e) 2,019,694 shares are directly owned by Fund IV, (f) 13,584 shares are directly owned by Private Fund IV, (g) 31,453 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.
- (38) On June 17, 2016, HM4-EQ Coinvestors sold 111 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (39)

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Of the 10,084,933 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM, (c) 7,800,204 shares are directly owned by Fund III, (d) 102,002 shares are directly owned by HM3 Coinvestors, (e) 2,019,694 shares are directly owned by Fund IV, (f) 13,584 shares are directly owned by Private Fund IV, (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, (h) 108,898 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.

(40) On June 17, 2016, HM&Co. sold 384 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(41) Of the 10,084,549 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM, (c) 7,800,204 shares are directly owned by Fund III, (d) 102,002 shares are directly owned by HM3 Coinvestors, (e) 2,019,694 shares are directly owned by Fund IV, (f) 13,584 shares are directly owned by Private Fund IV, (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, (h) 108,514 shares are directly owned by HM&Co. and (i) 4,268 shares are directly owned by HMCP I.

(42) On June 17, 2016, HMCP I sold 15 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(43) Of the 10,084,534 shares of Voting Common Stock, (a) 601 shares are directly owned by MFE, (b) 4,340 shares are directly owned by JRM, (c) 7,800,204 shares are directly owned by Fund III, (d) 102,002 shares are directly owned by HM3 Coinvestors, (e) 2,019,694 shares are directly owned by Fund IV, (f) 13,584 shares are directly owned by Private Fund IV, (g) 31,342 shares are directly owned by HM4-EQ Coinvestors, (h) 108,514 shares are directly owned by HM&Co. and (i) 4,253 shares are directly owned by HMCP I.

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.