

Edgar Filing: SINCLAIR BROADCAST GROUP INC - Form SC 13G/A

SINCLAIR BROADCAST GROUP INC

Form SC 13G/A

February 14, 2017

SCHEDULE 13G

Amendment No. 6

SINCLAIR BROADCAST GRP INC

CLASS A COMMON STOCK

Cusip #829226109

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [x] Rule 13d-1(b)  
[ ] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

Cusip #829226109

Item 1: Reporting Person - FMR LLC

Item 2: (a) [ ]

(b) [ ]

Item 4: Delaware

Item 5: 72,853

Item 6: 0

Item 7: 7,374,074

Item 8: 0

Item 9: 7,374,074

Item 11: 11.396%

Item 12: HC

Cusip #829226109

Item 1: Reporting Person - Abigail P. Johnson

Item 2: (a) [ ]

(b) [ ]

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 7,374,074

Item 8: 0

Item 9: 7,374,074

Item 11: 11.396%

Item 12: IN

Item 1(a). Name of Issuer:

SINCLAIR BROADCAST GRP INC

Item 1(b). Address of Issuer's Principal Executive Offices:

10706 Beaver Dam Road  
Hunt Valley, MD 21030

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

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Item 2(d). Title of Class of Securities:

CLASS A COMMON STOCK

Item 2(e). CUSIP Number:

829226109

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(1)(ii)(G). (Note: See Exhibit A).

Item 4. Ownership

(a) Amount Beneficially Owned: 7,374,074

(b) Percent of Class: 11.396%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:  
72,853

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the  
disposition of: 7,374,074

(iv) shared power to dispose or to direct the  
disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the CLASS A COMMON STOCK of SINCLAIR BROADCAST GRP INC. No one other person's interest in the CLASS A COMMON STOCK of SINCLAIR BROADCAST GRP INC is more than five percent of the total outstanding CLASS A COMMON STOCK.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2017  
Date

/s/ Marc R. Bryant  
Signature

Marc R. Bryant

Duly authorized under Power of Attorney effective as of September 23, 2015, by and on behalf of FMR LLC and its direct and indirect subsidiaries\*

\* This power of attorney is incorporated herein by reference to Exhibit 24 to the Schedule 13G filed by FMR LLC on June 10, 2016, accession number: 0000315066-16-005935

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, the following table lists the identity and Item 3 classification, if applicable, of each relevant entity that beneficially owns shares of the security class being reported on this Schedule 13G.

| Entity  | ITEM 3 Classification |
|---|-----------------------|
| Fidelity Institutional Asset Management Trust Company | BK                    |
| FMR CO., INC *  | IA                    |
| STRATEGIC ADVISERS, INC.                              | IA                    |

\* Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.

Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC.

Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of

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FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act ("Fidelity Funds") advised by Fidelity Management & Research Company ("FMR Co"), a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees.

This filing reflects the securities beneficially owned, or that may be deemed to be beneficially owned, by FMR LLC, certain of its subsidiaries and affiliates, and other companies (collectively, the "FMR Reporters"). This filing does not reflect securities, if any, beneficially owned by certain other companies whose beneficial ownership of securities is disaggregated from that of the FMR Reporters in accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998).

### RULE 13d-1(k)(1) AGREEMENT

The undersigned persons, on February 13, 2017, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the CLASS A COMMON STOCK of SINCLAIR BROADCAST GRP INC at December 30, 2016.

FMR LLC

By /s/ Marc R. Bryant  
Marc R. Bryant

Duly authorized under Power of Attorney effective as of September 23, 2015, by and on behalf of FMR LLC and its direct and indirect subsidiaries\*

Abigail P. Johnson

By /s/ Marc R. Bryant  
Marc R. Bryant

Duly authorized under Power of Attorney effective as of December 16, 2015, by and on behalf of Abigail P. Johnson\*

\* This power of attorney is incorporated herein by reference to Exhibit 24 to the Schedule 13G filed by FMR LLC on June 10, 2016, accession number: 0000315066-16-005935

argin-top: 0pt; margin-right: 0pt; margin-left: 0pt; margin-bottom: 0pt">Corrado DeGasperis  
Chief Executive Officer  
1200 American Flat Road  
Virginia City, NV 89440  
(775) 847-5272

*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

*Copies to:*

**M. Ridgway Barker, Esq.  
Kelley Drye & Warren LLP  
400 Atlantic Street, 13<sup>th</sup> Floor  
Stamford, CT 06901  
(203) 351-8032**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

## Registration No. 333-175006

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer       Accelerated Filer   
 Non-accelerated filer       Smaller reporting company

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price <sup>(1)</sup> | Amount of Registration Fee <sup>(2)</sup> |
|--|--|---|
| Common stock, par value \$0.000666 per share       | \$ 1,550,000   | \$ 211.42                                 |

Based on the public offering price. The Registrant previously registered securities to be sold by the Registrant at an aggregate offering price not to exceed \$25,000,000 on a Registration Statement on Form S-3 (File No. 333-175006), which was declared effective on July 1, 2011 (the First Registration Statement). The First Registration Statement registered an indeterminate number of the securities to be issued at various times at (1) indeterminate prices, with an aggregate public offering price not to exceed \$25,000,000, and the amount of registration fee was calculated pursuant to Rule 457(o) of the rules and regulations under the Securities Act. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of common stock having a proposed maximum aggregate offering price of \$1,550,000 is hereby registered, which includes shares issuable upon exercise of the underwriters' option to purchase additional shares.

Calculated pursuant to Rule 457(o) on the basis of the maximum aggregate offering price of all of the securities to be registered and the number of securities being registered has been omitted. Represents the registration fee only (2) for the additional amount of shares of the Registrant's common stock being registered hereby. The Registrant previously registered securities to be sold by the Registrant pursuant to the First Registration Statement, for which a fee of \$2,903 was paid.

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission (the Commission) in accordance with Rule 462(b) under the Securities Act, as amended.**

## **EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to register an additional \$1,550,000 shares of common stock, par value \$0.000666 per share, of Comstock Mining Inc. (the Company ), as part of the offering registered pursuant to the Company's registration statement, File No. 333-175006 (the Registration Statement ), filed by the Company with the Commission and declared effective by the Commission on July 1, 2011. The contents of the Registration Statement, including each of the documents filed with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto, are hereby incorporated by reference herein.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Virginia City, Nevada, on November 13, 2012.

COMSTOCK MINING INC.

By: /s/ Corrado De Gasperis  
Corrado De Gasperis  
Chief Executive Officer  
(Principal Executive Officer  
and Principal Financial Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Corrado De Gasperis as his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments to this registration statement (which includes any additional registration statement under Rule 462(b)) together with all schedules and exhibits thereto, (ii) act on, sign and file with the Securities and Exchange Commission any and all exhibits to this registration statement and any and all exhibits and schedules thereto, (iii) act on, sign and file any and all such certificates, applications, registration statements, notices, reports, instruments, agreements and other documents necessary or appropriate in connection with the registration or qualification under foreign and state securities laws of the securities described in this registration statement or any amendment thereto, or obtain an exemption therefrom, in connection with the offerings described therein and (iv) take any and all such actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, and hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact, any of them or any of his or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Name   | Title   | Date              |
|--|---|-------------------|
| /s/ John V. Winfield<br>John V. Winfield       | Chairman of the Board of Directors  | November 13, 2012 |
| /s/ Corrado De Gasperis<br>Corrado De Gasperis | President, Chief Executive Officer and Director<br>(Principal Executive Officer and Principal<br>Financial Officer) | November 13, 2012 |
| /s/ Daniel Kappes<br>Daniel Kappes             | Director  | November 13, 2012 |
| /s/ William Nance<br>William Nance             | Director  | November 13, 2012 |
|  | Director  | November 13, 2012 |

/s/ Robert Reseigh

Robert Reseigh

/s/ Mark Jewett

Mark Jewett

Chief Accounting Officer  
(Principal Accounting Officer)

November 13, 2012

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## EXHIBIT INDEX

| Exhibit Number | Description of Exhibit  |
|----------------|---|
| 5.1            | Opinion of McDonald Carano Wilson LLP regarding the validity of the securities registered hereunder.            |
| 23.1           | Consent of McDonald Carano Wilson LLP (included in Exhibit 5.1).  |
| 23.2           | Consent of Deloitte & Touche LLP.   |
| 24.1           | Powers of Attorney of Directors and Certain Officers of the Registrant (included on the signature page hereof). |

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