

MEDIA GENERAL INC  
Form S-8 POS  
February 03, 2015

As filed with the Securities and Exchange Commission on February 3, 2015

Registration No. 333-201200

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

*Under*

*THE SECURITIES ACT OF 1933*

MEDIA GENERAL, INC.

(Exact name of registrant as specified in its charter)

Virginia  
(State of

46-5188184  
(I.R.S. Employer

incorporation)

Identification No.)

333 East Franklin Street

Richmond, Virginia  
(Address of Principal Executive Offices)

23129  
(Zip Code)

Media General, Inc. 1995 Long-Term Incentive Plan

MG Advantage 401(k) Plan

Media General, Inc. Directors Deferred Compensation Plan

Media General, Inc. 1987 Non-Qualified Stock Option Plan

Lin Media LLC Amended and Restated 2002 Stock Plan

Lin Media LLC Third Amended and Restated 2002 Non-Employee Director Stock Plan

(Full title of the plans)

Andrew C. Carington, Esquire

General Counsel and Secretary

Media General, Inc.

333 East Franklin Street

Richmond, Virginia 23219

(Name and address of agent for service)

(804) 887-5000

(Telephone number, including area code, of agent for service)

Mercury New Holdco, Inc.

(Former name or former address, if changed since last report)

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

Large accelerated filer

Accelerated filer

x

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

Media General, Inc. (the Registrant ) hereby amends the Registration Statement on Form S-8 (Registration No. 333-201200) originally filed on December 22, 2014 (the Original Registration Statement ) by filing this Post-Effective Amendment No. 1 to the Original Registration Statement (the Post-Effective Amendment ). The sole purpose of this Post-Effective Amendment is to correct a typographical error in the number of shares of Media General, Inc. Voting Common Stock, no par value, that may be issued pursuant to the Media General, Inc. 1995 Long-Term Incentive Plan (the MG LTIP ), as indicated in footnote (1) to the Calculation of Registration Fee table in the Original Registration Statement and the opinion and consent of Troutman Sanders LLP filed as exhibits to the Original Registration Statement. Pursuant to this Post-Effective Amendment, the number of shares that may be issued pursuant to the MG LTIP is 2,866,602.

Included as Exhibit 5.1 and Exhibit 23.1 to this Post-Effective Amendment, respectively, is the corrected version of the opinion and consent of Troutman Sanders LLP reflecting the corrected number of shares that may be issued pursuant to the MG LTIP.

**Item 8. Exhibits**

**Exhibit**

<b>No.</b>	<b>Description of Exhibit</b>
5.1*	Opinion of Troutman Sanders LLP as to the validity of the securities being registered.
23.1*	Consent of Troutman Sanders LLP (included in Exhibit 5.1).
24.1**	Power of Attorney.

\* Filed herewith.

\*\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Richmond, Commonwealth of Virginia, on February 3, 2015.

MEDIA GENERAL, INC.

By: /s/ Andrew C. Carington  
Name: Andrew C. Carington  
Title: Vice President, General Counsel  
and Secretary

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**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Vincent L. Sadusky	President and Chief Executive Officer	February 3, 2015
* James F. Woodward	Senior Vice President and Chief Financial Officer	February 3, 2015
* J. Stewart Bryan III	Chairman	February 3, 2015
* Diana F. Cantor	Director	February 3, 2015
* Royal W. Carson III	Director	February 3, 2015
* H.C. Charles Diao	Director	February 3, 2015
* Dennis J. FitzSimons	Director	February 3, 2015
* Soohyung Kim	Director	February 3, 2015
* Douglas W. McCormick	Director	February 3, 2015
* John R. Muse	Director	February 3, 2015
* Wyndham Robertson	Director	February 3, 2015
* Thomas J. Sullivan	Director	February 3, 2015

\*By: /s/ Andrew C. Carington  
Andrew C. Carington  
Attorney-in-Fact

**INDEX TO EXHIBITS**

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