

MEDIA GENERAL INC
Form 3
December 29, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MUSE JOHN R | | (Month/Day/Year) | MEDIA GENERAL INC [NYSE: MEG] | |
| (Last) | (First) | 12/19/2014 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2100 MCKINNEY AVENUE, SUITE 1600 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| DALLAS,Â TXÂ 75201 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Voting Common Stock | 56,635 | D | Â |
| Voting Common Stock | 685 | I | See Footnotes (1) (2) |
| Voting Common Stock | 4,927 | I | See Footnotes (2) (3) |
| Voting Common Stock | 8,855,759 | I | See Footnotes (4) (5) (6) |
| Voting Common Stock | 115,804 | I | See Footnotes (5) (6) (7) |
| Voting Common Stock | 2,293,007 | I | See Footnotes (5) (6) (8) |
| Voting Common Stock | 15,423 | I | See Footnotes (5) (6) (9) |
| Voting Common Stock | 35,584 | I | See Footnotes (5) (6) (10) |
| Voting Common Stock | 62,655 | I | See Footnotes (5) (6) (11) |
| Voting Common Stock | 60,543 | I | See Footnotes (5) (6) (12) |
| Voting Common Stock | 4,829 | I | See Footnotes (5) (6) (13) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
|---|--|--|--|--|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Voting Common Stock Option | 09/18/2015 | 09/18/2022 | Voting Common Stock | 73,570 | \$ 2.88 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MUSE JOHN R 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201 | Â X | Â | Â | Â |

Signatures

/s/ David W. Knickel, attorney-in-fact for John R.
Muse

12/29/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Held of record by Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE").
MFE and JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), are both indirectly beneficially owned by Mr. Muse.
- (2) 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.
- (3) Held of record by JRM.
- (4) Held of record by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III").
- (5) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), and HM Capital Partners I LP, a Delaware limited partnership ("HMCP I LP"). In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive powers over the issuer's securities held by the ultimate general partner of each of Fund III, HM3

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Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co and HMCP I LP.

- (Continued from footnote 5) 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 LP. 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 LP except to the extent of his pecuniary interest therein.
- (6) Held of record by HM3 Coinvestors.
 - (7) Held of record by Fund IV.
 - (8) Held of record by Private Fund IV.
 - (9) Held of record by HM4-EQ Coinvestors.
 - (10) Held of record by HM&Co.
 - (11) Held of record by a former partner of HM&Co as nominee for HM&Co.
 - (12) Held of record by a former partner of HMCP I LP as nominee for HMCP I LP.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24

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.