

MEDIA GENERAL INC
 Form 4
 January 18, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Woodward James F

(Last) (First) (Middle)
 333 EAST FRANKLIN STREET
 (Street)

RICHMOND, VA 23219

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/17/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Voting Common Stock (no par value) | 01/17/2017 | | D | 32,014 | D $\frac{(1)}{(2)}$ 0 | D | |

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

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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 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 20.3 | 01/17/2017 | | D | 2,400 | <u>(3)</u> | 01/29/2018 | Voting Common Stock (no par value) |
| Employee Stock Option (right to buy) | \$ 2.16 | 01/17/2017 | | D | 5,000 | <u>(3)</u> | 01/29/2019 | Voting Common Stock (no par value) |
| Employee Stock Option (right to buy) | \$ 8.9 | 01/17/2017 | | D | 5,000 | <u>(3)</u> | 01/28/2020 | Voting Common Stock (no par value) |
| Employee Stock Option (right to buy) | \$ 5.2 | 01/17/2017 | | D | 4,900 | <u>(3)</u> | 01/27/2021 | Voting Common Stock (no par value) |
| Employee Stock Option (right to buy) | \$ 4.98 | 01/17/2017 | | D | 11,100 | <u>(3)</u> | 01/26/2022 | Voting Common Stock (no par value) |
| Employee Stock Option (right to buy) | \$ 4.26 | 01/17/2017 | | D | 16,000 | <u>(3)</u> | 01/31/2023 | Voting Common Stock (no par value) |
| Performance-Based Restricted Stock Units | \$ 0 | 01/17/2017 | | D | 16,812 | <u>(4)</u> | <u>(4)</u> | Voting Common Stock (no par value) |
| Time-Based Restricted Stock Units | \$ 0 | 01/17/2017 | | D | 5,604 | <u>(5)</u> | <u>(5)</u> | Voting Common Stock (no par value) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Woodward James F 333 EAST FRANKLIN STREET RICHMOND, VA 23219 | | | Senior VP and CFO | |

Signatures

/s/ James F. Woodward, by Timothy J. Mulvaney, 01/17/2017
 Attorney-in-fact

**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).
- (1) On January 17, 2017, Media General, Inc. ("Media General") and Nexstar Broadcasting Group, Inc. ("Nexstar") consummated a business transaction (the "Merger") which resulted in Media General merging with a wholly owned subsidiary of Nexstar and Media General ultimately surviving as a wholly owned subsidiary of Nexstar. Pursuant to the Merger, each outstanding share of voting common stock, no par value per share, of Media General (the "Voting Common Stock"), was converted into the right to receive (x) \$10.55 in cash, without interest, (y) one contractual contingent value right to be issued by Nexstar (a "CVR") and (z) 0.1249 of a share of Nexstar Class A common stock (together, the "Merger Consideration").
- (2) Each equity and equity-based award (other than stock options) granted pursuant to Media General's plans that was outstanding immediately prior to the Merger was cancelled and converted into the right to receive the Merger Consideration with respect to each share of Voting Common Stock underlying such award. Each stock option granted pursuant to Media General's plans that was outstanding immediately prior to the Merger was converted into the right to receive, with respect to each share of Voting Common Stock underlying such option, (i) an option to acquire shares of Nexstar Class A common stock (with the number of shares and the per-share exercise price being determined in accordance with the exchange ratio set forth in the merger agreement) and (ii) a CVR.
- (3) These options were granted under the Media General Amended and Restated Long-Term Incentive Plan and were fully exercisable.
- (4) Of these 16,812 Performance-Based Restricted Stock Units granted under the Media General Amended and Restated Long-Term Incentive Plan, 5,603 and 11,209 were scheduled to vest on February 26, 2017 and February 26, 2018, respectively, contingent upon achievement of performance metrics designated by the Compensation Committee of the Board of Directors at the beginning of each year.
- (5) Of these 5,604 Time-Based Restricted Stock Units granted under the Media General Amended and Restated Long-Term Incentive Plan, 1,868 and 3,736 were scheduled to vest on February 26, 2017 and February 26, 2018, respectively.

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.