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MEDIA GENERAL INC
Form SC 13D/A
April 26, 2002

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 2) (1)

MEDIA GENERAL, INC.

(Name of Issuer)

CLASS A Common Stock

(Title of Class of Securities)

584404107

(CUSIP Number)

George L. Mahoney, Secretary
333 E. Franklin St.
Richmond, VA 23219
(804) 649-6629

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 1, 1999

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original

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and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(SC13D-07/98)

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David Tennant Bryan Revocable Declaration of Trust
54-6440095

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF-00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7 SOLE VOTING POWER

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NUMBER OF SHARES 1,560,121 SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

NONE

9 SOLE DISPOSITIVE POWER

1,560,121 SHARES

10 SHARED DISPOSITIVE POWER

NONE

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,121 SHARES

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.0%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

J. Stewart Bryan III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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PF-00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

7 SOLE VOTING POWER
NUMBER OF 592,628 SHARES
SHARES

8 SHARED VOTING POWER
BENEFICIALLY 480,000 SHARES
OWNED BY

9 SOLE DISPOSITIVE POWER
EACH 592,628 SHARES
REPORTING PERSON

10 SHARED DISPOSITIVE POWER
WITH 480,000 SHARES

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,072,628 SHARES

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.1%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

D. Tennant Bryan Media Trust
54-6253830

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

VIRGINIA

	7	SOLE VOTING POWER
NUMBER OF		373,000 SHARES
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		NONE
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		373,000 SHARES
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		NONE

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

373,000 SHARES

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.4%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 2 amends and supplements, to the extent indicated, Items 2, 3, 5 and 6 of the statement on, and Amendment No. 1 to, Schedule 13D previously filed by D. Tennant Bryan, J. Stewart Bryan III, and the D. Tennant Bryan Media Trust with respect to Class A Common Stock of Media General, Inc. Defined terms herein have the same meaning as in the original statement on, or Amendment No. 1 to, Schedule 13D.

Item 2. Identity and Background.

This Amendment No. 2 reflects changes in the identity of members of the group. D. Tennant Bryan is deceased, and his previously reported directly owned shares are held in the David Tennant Bryan Revocable Declaration of Trust (the "Revocable Trust"). J. Stewart Bryan III, is a co-trustee thereof, along with his two sisters. J. Stewart Bryan III, is also the sole trustee of the D. Tennant Bryan Media Trust, of which D. Tennant Bryan was formerly a trustee. J. Stewart Bryan III, is Chairman and Chief Executive Officer of Media General, Inc.

Item 3. Source and Amount of Funds or Other Consideration.

No shares have been acquired since the filing of Amendment No. 1 to Schedule 13D with the use of borrowed funds. Shares acquired during such period consist of (i) shares which have been distributed to or credited to their respective accounts under employee benefit plans of the Company, including an Employees Thrift Plan and a Employee Restricted Stock Plan, (ii) shares distributed by trustees of certain trusts, (iii) shares of Class B Stock acquired in exchange for an equal number of shares of Class A Stock, (iv) shares acquired or disposed of by gift, and (v) shares of Class A Stock acquired through option exercises.

Item 5. Interest in Securities of the Issuer.

- (a) The aggregate number and percentage of Class A and Class B Common Stock of Media General, Inc. (based on 26,033,754 Class A shares and 556,574 Class B shares outstanding as of August 31, 1999) for Mr. Bryan and each trust are as follows:

Revocable Trust	1,560,121 Class A	6.0%
J. Stewart Bryan III	1,017,592 Class A	3.9%
	55,036 Class B	9.9%
	(includes 43,084 Class A in the Company 401(k) plan as of 12/31/98 and 152,000 Class A subject to	

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exercisable options, but does not include shares held by the Revocable Trust or the Media Trust)

Media Trust	373,000 Class A	1.4%
	373,000 Class B	67.0%

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- (b) Mr. Bryan shares the power to vote and dispose of the shares listed for the Revocable Trust with his two sisters, who are also trustees. Mr. Bryan is the sole trustee and has the sole power to vote and dispose of the shares held by the Media Trust. Of the shares listed for Mr. Bryan, he has the sole power to vote and dispose of 482,392 Class A shares (55,200 of which are held in trust) and all of the Class B shares; and shares the power to vote and dispose of 480,000 Class A shares held by two separate trusts, as follows:

Co-Trustee	Shares
-----	-----
Mary Tennant Bryan Perkins	240,000
Florence Bryan Fowlkes	240,000

- (c) In April, 1999, the Revocable Trust sold 292,300 Class A shares in public transactions to raise funds to pay estate taxes. On April 7, 1994, Media General, Inc. (the "Company") and D. Tennant Bryan (the "Shareholder") entered into an Amended and Restated Redemption Agreement, whereby the Shareholder's estate had the right to sell to the Company, and the Company had the right to purchase from the Shareholder's estate, up to fifteen percent of the shares of Class A Stock owned by the Shareholder at his death. On June 1, 1999, the Company purchased, pursuant to this agreement, 326,897 shares of Class A Stock pursuant to an election filed with the Company by the trustees under the Revocable Trust. The proceeds of the sale will pay a portion of the federal estate taxes due as a result of the Shareholder's death.

Item 6. Contracts, Arrangement or Understandings with Respect to Securities of the Issuer.

On August 27, 1999, the David Tennant Bryan Revocable Declaration of Trust (the "Bryan Trust") pledged 1,560,121 shares of Class A Common Stock to Crestar Bank to secure a \$50 million four-year line of credit under a Credit Agreement dated July 14, 1999. Borrowings will be used to pay estate taxes and to cover accrued interest. One-half of the borrowings will bear interest at the London Interbank Offering Rate plus 75 basis points. The remainder of the borrowings will bear interest at 7.235% pursuant to an interest rate swap between the Bryan Trust and SunTrust Bank. The loan and pledge agreements contain customary provisions entitling Crestar Bank to dispose of the pledged shares upon the occurrence of a default.

Under the terms of the Credit Agreement, Crestar Bank has required the Bryan Trust to enter into an agreement with SunTrust Bank pursuant to which, on August 30, 1999, the Bryan Trust, relating to 220,000 shares of Class A Common, bought from Sun Trust Bank a European-style put at \$34.59 per share, subject to adjustment and sold to Sun Trust Bank a European-style call at \$74.62 per share, subject to adjustment. The put and the call are not exercisable until, and are

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scheduled to expire, on or about March 6, 2003, and if one of the two is in the money at the close of trading on that date, the option shall be deemed to be automatically exercised.

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Settlement will be made in cash only. To secure its obligations under the zero-cost collar, the Bryan Trust granted Sun Trust Bank a security interest in the shares of the Class A Common Stock pledged to Crestar Bank. The Bryan Trust has pledged all of its rights under the zero-cost collar to Crestar Bank as security for the line of credit.

Item 7. Material to be Filed as Exhibits.

Zero Cost Collar Agreement

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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.

Dated: September 24, 1999

/s/ J. Stewart Bryan III

J. Stewart Bryan III

D. TENNANT BRYAN MEDIA TRUST

By: /s/ J. Stewart Bryan III

J. Stewart Bryan III, Trustee

DAVID TENNANT BRYAN
REVOCABLE DECLARATION OF
TRUST

By: /s/ J. Stewart Bryan III

J. Stewart Bryan III, Trustee

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

1,370.17 * Nick Calamos

\$9,000 * 224.21 * Nick Calamos

Oakwood Healthcare Inc. Funded Depreciation

\$95,000 * 2,366.65 * Nick Calamos

Oakwood Healthcare Inc. OHP

\$11,000 * 274.03 * Nick Calamos

Oakwood Healthcare Inc. Pension

\$175,000 * 4,359.62 * Nick Calamos

Pebble Limited Partnership

\$1,000,000 * 24,912.10 * Louise Morwick and Bryn Joynt

Plexus Fund Limited

\$2,000,000 1.11 % 49,284.20 * Dermot Keane and Michael Whitehouse

Polaris Vega Fund L.P.

\$7,700,000 4.28 % 191,823.17 * Gregory R. Levinson

Port Authority of Allegheny County Consolidated Trust Fund

\$60,000 * 1,494.73 * Nick Calamos

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Name	Principal Amount of Notes Beneficially Owned That May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock That May Be Sold(1)	Percentage of Common Stock Outstanding(2)	Natural Person(s) with dispositive voting or investment control
Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union	\$ 750,000	*	18,684.08	*	Nick Calamos
Prisma Foundation	\$ 190,000	*	4,733.30	*	Nick Calamos
Pyramid Equity Strategies Fund	\$ 150,000	*	3,736.82	*	Eric Lobben
Radcliffe SPC, for and on behalf of the Class A Convertible Crossover Segregated Portfolio	\$ 1,750,000	*	43,596.18	*	(6)
Ramius Master Fund, Ltd (3)	\$ 3,150,000	1.75%	78,473.12	*	Alex Adair
RCG Latitude Master Fund, Ltd (3)	\$ 2,100,000	1.17%	52,315.41	*	Alex Adair
RCG Multi Strategy Master Fund, Ltd (3)	\$ 750,000	*	18,684.08	*	Alex Adair
Royal Bank of Canada (Norshield) (3)	\$ 400,000	*	9,964.84	*	Michael Rosen and Bill Fertig
Sage Capital Management, LLC	\$ 2,000,000	1.11%	49,824.20	*	Peter deLisser
SCI Endowment Care Common Trust Fund National Fiduciary Services	\$ 180,000	*	4,484.18	*	Nick Calamos
SCI Endowment Care Common Trust Fund Suntrust Bank	\$ 100,000	*	2,491.21	*	Nick Calamos
SCI Endowment Care Common Trust Fund Wachovia	\$ 45,000	*	1,121.04	*	Nick Calamos
Silvercreek II Limited	\$ 1,330,000	*	33,133.09	*	Louise Morwick and Bryn Joynt
Silvercreek Limited Partnership	\$ 1,670,000	*	41,603.21	*	Louise Morwick and Bryn Joynt
Singlehedge US Convertible Arbitrage Fund	\$ 75,000	*	1,868.41	*	Christian Menestrier
SOCS Ltd.	\$ 3,500,000	1.94%	87,192.35	*	Dan Baldwin, Stephen Alfieri, Kevin Murphy, Sarah E. Street and Christopher V. Greetham(8)

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Name	Principal Amount of Notes Beneficially Owned That May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock That May Be Sold(1)	Percentage of Common Stock Outstanding(2)	Natural Person(s) with dispositive voting or investment control
Sphinx Convertible Arb Fund SPC c/o SSI Investment Management	\$ 582,000	*	14,498.84	*	George Douglas, and Amy Jo Gottfurcht
SPT	\$ 2,150,000	1.19%	53,561.02	*	Nick Calamos
SSI Hedged Convertible Market Neutral L.P.	\$ 390,000	*	9,715.72	*	John Gottfurcht, George Douglas, and Amy Jo Gottfurcht
Sturgeon Limited	\$ 88,000	*	2,192.26	*	Christian Menestrier
Sunrise Partners Limited Partnership (3) (7)	\$ 1,500,000	*	37,368.15	*	S. Donald Sussman
The California Wellness Foundation	\$ 500,000	*	12,456.05	*	Nick Calamos
The City of Southfield Fire & Police Retirement System	\$ 22,000	*	548.07	*	John Gottfurcht, George Douglas, and Amy Jo Gottfurcht
The Cockrell Foundation	\$ 85,000	*	2,117.53	*	Nick Calamos
The Consulting Group Capital Markets Fund c/o SSI Investment Management	\$ 150,000	*	3,736.82	*	John Gottfurcht, George Douglas, and Amy Jo Gottfurcht
The Dow Chemical Company Employees Retirement Plan	\$ 2,500,000	1.39%	62,280.25	*	Nick Calamos
The Estate of James Campbell 03394	\$ 56,000	*	1,395.08	*	John Gottfurcht, George Douglas, and Amy Jo Gottfurcht
The Estate of James Campbell 08968	\$ 34,000	*	847.01	*	John Gottfurcht, George Douglas, and Amy Jo Gottfurcht
The Estate of James Campbell 11222	\$ 457,000	*	11,384.83	*	John Gottfurcht, George Douglas, and Amy Jo Gottfurcht
The Fondren Foundation	\$ 80,000	*	1,992.97	*	Nick Calamos
UBS Securities LLC(4)	\$ 7,000,000	3.89%	174,384.70	*	UBS AG Parent Co.
Union Carbide Retirement Account	\$ 1,300,000	*	32,385.73	*	Nick Calamos

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Name	Principal Amount of Notes Beneficially Owned That May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock That May Be Sold(1)	Percentage of Common Stock Outstanding(2)	Natural Person(s) with dispositive voting or investment control
United Food and Commercial Workers Local 1262 and Employees Pension Fund	\$ 760,000	*	18,933.20	*	Nick Calamos
Univar USA Inc. Retirement Plan	\$ 415,000	*	10,338.52	*	Nick Calamos
Univest Convertible Arbitrage Fund II Ltd (Norshield)	\$ 250,000	*	6,228.03	*	Michael Rosen and Bill Fertig
Viacom Inc. Pension Plan Master Trust	\$ 15,000	*	373.68	*	John Gottfurcht, George Douglas, and Amy Jo Gottfurcht
Wachovia Capital Markets LLC (4)	\$ 2,425,000	1.35%	60,411.84	*	Wachovia Corporation
Waterstone Market Neutral MAC 51, Ltd.	\$ 194,000	*	4,832.95	*	Shawn Bergerson
Waterstone Market Neutral Master Fund, Ltd.	\$ 2,656,000	1.48%	66,166.54	*	Shawn Bergerson
Whitebox Diversified Convertible Arbitrage Partners LP	\$ 2,000,000	1.11%	49,894.20	*	Andrew Redleaf
Xavex Convertible Arbitrage 5 Fund	\$ 500,000	*	12,456.05	*	Alex Adair

* Less than 1%.

- (1) Assumes conversion of all of the holder's notes at a conversion rate of 24.9121 shares of common stock per \$1,000 principal amount of notes. Because securityholders will, upon conversion, receive cash and not shares up to the full principal amount of the notes, the share numbers in this column are indicative of value only and not actual shares issuable. We have, nevertheless, registered the maximum number of shares issuable upon conversion as well as, pursuant to Rule 416 under the Securities Act of 1933, any additional shares issuable pursuant to the terms of the notes to prevent dilution upon a stock split, stock dividend, recapitalization or similar event.
- (2) Calculated in accordance with Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended, using 21,140,351 shares of common stock outstanding as of June 7, 2005. In calculating this amount for each holder, we treated as outstanding the maximum number of shares of our common stock issuable upon conversion of all of that holder's notes (without giving effect to the net share settlement feature), but we did not assume conversion of any other holder's notes.
- (3) This selling securityholder has advised us that it is an affiliate of a registered broker-dealer; it purchased the securities to be resold in the ordinary course of business; and at the time of the purchase of the securities to be resold, it had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (4) This selling securityholder has advised us that it is a registered broker-dealer and accordingly is an underwriter with respect to the securities. Please see Plan of Distribution for required disclosure regarding

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- this selling securityholder. The notes were originally issued by us and sold to UBS Securities LLC and Wachovia Capital Markets, LLC who acted as joint book-runners and initial purchasers in the offering.
- (5) MLQA Convertible Securities Arbitrage Ltd. is controlled by MLIM LLC, a Delaware limited liability company whose sole member is Merrill Lynch Investment Managers, L.P., which is ultimately owned and controlled by Merrill Lynch Co., Inc.
 - (6) Pursuant to an investment management agreement, RG Capital Management, L.P. (RG Capital) serves as the investment manager of Radcliffe, SPC, Ltd. s Class A Convertible Crossover Segregated Portfolio. RGC Management Company, LLC (Management) is the general partner of RG Capital. Steve Katznelson and Gerald Stahlecker serve as the managing members of Management. Each of RG Capital, Management and Messrs. Katznelson and Stahlecker disclaims beneficial ownership of the securities owned by Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio.
 - (7) Sunrise Partners Limited Partnership is also a beneficial owner of 95 shares of common stock.
 - (8) The named persons serve on the management committee of Stanfield Capital Partners LLC, the investment advisor to SOCS Ltd, with sole voting or dispositive power. Each of Dan Baldwin, Stephen Alfieri, Kevin Murphy, Sarah E. Street and Christopher V. Greetham disclaims beneficial ownership of the securities owned by SOCS Ltd.
 - (9) Managers Convertible Securities Fund has advised us that it is a mutual fund and is affiliated with Managers Distributors, Inc., a registered broker dealer whose limited purpose is to underwrite shares in Managers Convertible Securities Fund. Each of Mangers Convertible Securities Fund and Managers Distributors, Inc. is controlled by Affiliated Managers Group, Inc.

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PLAN OF DISTRIBUTION

We are registering the notes and the common stock covered by this prospectus to permit holders to conduct public secondary trading of these securities from time to time after the date of this prospectus. Under the Registration Rights Agreement we entered into with the initial purchasers, we agreed to, among other things, bear all expenses, other than underwriting discounts, selling commissions and transfer taxes, in connection with the registration and sale of the notes and the common stock covered by this prospectus. We will not receive any of the proceeds of the sale of the notes and the common stock offered by this prospectus. The aggregate proceeds to the selling securityholders from the sale of the notes or common stock will be the purchase price of the notes or common stock less any discounts and commissions. A selling securityholder reserves the right to accept and, together with their agents, to reject, any proposed purchases of notes or common stock to be made directly or through agents.

The notes and the common stock offered by this prospectus may be sold from time to time to purchasers:

directly by the selling securityholders and their successors, which includes their donees, pledgees or transferees or their successors-in-interest, or

through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, commissions or agent's commissions from the selling securityholders or the purchasers of the notes and the common stock. These discounts, concessions or commissions may be in excess of those customary in the types of transactions involved.

The selling securityholders and any underwriters, broker-dealers or agents who participate in the sale or distribution of the notes and the underlying common stock may be deemed to be underwriters within the meaning of the Securities Act of 1933. The selling securityholders identified as registered broker-dealers in the selling securityholders table above (under "Selling Securityholders") are deemed to be underwriters. As a result, any profits on the sale of the notes and the underlying common stock by such selling securityholders and any discounts, commissions or agent's commissions or concessions received by any such broker-dealers or agents may be deemed to be underwriting discounts and commissions under the Securities Act of 1933. Selling securityholders who are deemed to be underwriters within the meaning of Section 2(11) of the Securities Act of 1933 will be subject to prospectus delivery requirements of the Securities Act of 1933. Underwriters are subject to certain statutory liabilities, including, but not limited to, Sections 11, 12 and 17 of the Securities Act of 1933.

The notes and the common stock may be sold in one or more transactions at:

fixed prices,

prevailing market prices at the time of sale,

prices related to such prevailing market prices,

varying prices determined at the time of sale, or

negotiated prices.

These sales may be effected in one or more transactions:

on any national securities exchange or quotation service on which the notes and common stock may be listed or quoted at the time of the sale,

in the over-the-counter market,

in transactions otherwise than on such exchanges or services or in the over-the-counter market,

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through the writing of options (including the issuance by the selling securityholders of derivative securities), whether the options or such other derivative securities are listed on an options exchange or otherwise,

through the settlement of short sales, or

through any combination of the foregoing.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

In connection with the sales of the notes and the common stock issuable upon conversion thereof or otherwise, the selling securityholders may enter into hedging transactions with broker-dealers or other financial institutions which in turn may:

engage in short sales of the notes or the common stock in the course of hedging their positions,

sell the notes and common stock short and deliver the notes and common stock to close out short positions,

loan or pledge notes or the common stock to broker-dealers or other financial institutions that in turn may sell the notes and the common stock,

enter into option or other transactions with broker-dealers or other financial institutions that require the delivery to the broker-dealer or other financial institution of the notes or the common stock, which the broker-dealer or other financial institution may resell under the prospectus, or

enter into transactions in which a broker-dealer makes purchases as a principal for resale for its own account or through other types of transactions.

To our knowledge, there are currently no plans, arrangements or understandings between any selling securityholders and any underwriter, broker-dealer or agent regarding the sale of the notes and the common stock by the selling securityholders.

Our common stock trades on the New York Stock Exchange under the symbol NCS. We do not intend to apply for listing of the notes on any securities exchange or for inclusion of the notes in any automated quotation system. Accordingly, no assurances can be given as to the development of liquidity or any trading market for the notes. Please read Risk Factors Risks Related to the Notes and our Common Stock An active trading market for the notes may not develop.

There can be no assurance that any selling securityholder will sell any or all of the notes or the common stock under this prospectus. Further, we cannot assure you that any such selling securityholder will not transfer, devise or gift the notes and the common stock by other means not described in this prospectus. In addition, any notes or common stock covered by this prospectus that qualify for sale under Rule 144 or Rule 144A of the Securities Act of 1933 may be sold under Rule 144 or Rule 144A rather than under this prospectus. The notes or common stock

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covered by this prospectus may also be sold to non-U.S. persons outside the United States in accordance with Regulation S under the Securities Act of 1933 rather than under this prospectus. The notes and the common stock may be sold in some states only through registered or licensed brokers or dealers. In addition, in some states the notes and common stock may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification is available and complied with.

The selling securityholders and any other person participating in the sale of notes or the common stock will be subject to the Securities Exchange Act of 1934. The Securities Exchange Act of 1934 rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the notes and the common stock by the selling securityholders and any other such person. In addition, Regulation M may restrict the ability

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of any person engaged in the distribution of the notes and the common stock to engage in market-making activities with respect to the particular notes and the common stock being distributed. This may affect the marketability of the notes and the common stock and the ability of any person or entity to engage in market-making activities with respect to the notes and the common stock.

We have agreed to indemnify the selling securityholders against certain liabilities, including liabilities under the Securities Act of 1933.

The notes were issued and sold in November 2004 in transactions exempt from the registration requirements of the Securities Act of 1933 to persons reasonably believed by the initial purchasers to be qualified institutional buyers, as defined by Rule 144A under the Securities Act of 1933.

Prior to the private placement, there was no trading market for the notes. Although the broker-dealers that acted as initial purchasers when the notes were originally issued have advised us that they currently intend to make a market in the notes, they are not obligated to do so and may discontinue market-making activities at any time without notice. In addition, their market-making activities will be subject to limits imposed by the Securities Act of 1933 and the Securities Exchange Act of 1934 and may be limited during the pendency of this shelf registration statement. Although the notes issued in the private placement are eligible for trading on the PORTAL MarketSM, notes resold using this prospectus will no longer be eligible for trading on the PORTAL MarketSM. We have not listed, and do not intend to list, the notes on any securities exchange or automated quotation system. We cannot assure you that any active market for the notes will develop or be sustained. If an active market is not developed or sustained, the market price and liquidity of the notes may be adversely affected.

We have agreed to pay substantially all of the expenses incidental to the registration, offering and sale of the notes and common stock to the public other than commissions, fees and discounts of underwriters, brokers, dealers and agents.

EXPERTS

The consolidated financial statements and the related financial statement schedule of NCI Building Systems, Inc. at October 30, 2004 and November 1, 2003 and for each of the three years in the period ended October 30, 2004 incorporated in this prospectus by reference from our Annual Report on Form 10-K have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report, which is incorporated herein by reference, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

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PROSPECTUS

\$180,000,000

Senior Subordinated Convertible Notes due 2024

PROSPECTUS

July 11, 2005
