

HEMISPHERE MEDIA GROUP, INC.

Form SC 13G/A

February 14, 2017

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

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)*

Hemisphere
Media Group,
Inc.
(Name of Issuer)

Class A Common
Stock, par value
\$0.0001 par
value
(Title of Class of
Securities)

42365Q103
(CUSIP Number)

December 31,
2016
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the

rule pursuant to
which this
Schedule 13G is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 5
Pages)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

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1	NAMES OF REPORTING PERSONS
2	Highbridge International LLC
3	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
5	Cayman Islands, British West Indies SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	392,400 shares of Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	392,400 shares of Common Stock issuable upon exercise of warrants

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

392,400 shares of
Common Stock
issuable upon
exercise of warrants

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
11 BY AMOUNT IN
ROW (9)

1.78%
12 TYPE OF
REPORTING
PERSON

OO

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1 NAMES OF REPORTING PERSONS

2 Highbridge Capital Management, LLC

3 CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP

4 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 State of Delaware SOLE VOTING POWER

6 0 SHARED VOTING POWER

6 392,400 shares of Common Stock issuable upon exercise of warrants

7 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

392,400 shares of Common Stock issuable upon exercise

of warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

392,400 shares of
Common Stock
issuable upon
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CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
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ROW (9)

10

11

1.78%
TYPE OF
REPORTING
PERSON

12

OO

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This Amendment No. 1 (this "Amendment No. 1") amends the statement on Schedule 13G filed with the Securities and Exchange Commission (the "SEC") on February 14, 2014 (the "Original Schedule 13G" and together with this Amendment No. 1 the "Schedule 13G"), with respect to the shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of Hemisphere Media Group, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment No. 1 amends and restates Items 1(b), 4 and 5 in their entirety as set forth below.

**Item
1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 4000 Ponce de Leon Boulevard, Suite 650, Coral Gables, Florida 33146.

**Item
4. OWNERSHIP.**

(a) Amount beneficially owned:

As of December 31, 2016, (i) Highbridge International LLC may be deemed to beneficially own 392,400 shares of Common Stock issuable upon exercise of warrants and (ii) Highbridge Capital Management, LLC, as the trading manager of Highbridge International LLC may be deemed to be the beneficial owner of the 392,400 shares of Common Stock issuable upon exercise of warrants held by Highbridge International LLC.

(b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 21,607,230 shares of Common Stock reported to be outstanding as of November 7, 2016 in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 filed with the SEC on November 8, 2016 and assumes the exercise of the warrants held by Highbridge International LLC. Therefore, as of December 31, 2016, based on the Company's outstanding shares of Common Stock and assuming the exercise of the warrants held by Highbridge International LLC, (i) Highbridge International LLC may be deemed to beneficially own approximately 1.78% of the outstanding shares of Common Stock of the Company and (ii) Highbridge Capital Management, LLC may be deemed to beneficially own approximately 1.78% of the outstanding shares of Common Stock of the Company.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of Common Stock held by Highbridge International LLC.

**Item
5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

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SIGNATURES

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

DATED: February 14, 2017

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management, LLC

its Trading Manager

By: /s/ John Oliva

Name: John Oliva

Title: Managing Director

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ John Oliva

Name: John Oliva

Title: Managing Director