

Ascent Capital Group, Inc.
 Form 4
 November 28, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Okumus Fund Management Ltd.

2. Issuer Name and Ticker or Trading Symbol
 Ascent Capital Group, Inc.
 [ASCMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/23/2016

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

767 THIRD AVENUE, 35TH FLOOR

(Street)

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Series A Common Stock	11/23/2016		S		2,466 D \$ 19.9173	1,239,459	D <u>(1)</u>
Series A Common Stock	11/23/2016		S		2,466 D \$ 19.9173	1,239,459	I See Footnote <u>(2)</u>
Series A Common Stock	11/23/2016		S		2,466 D \$ 19.9173	1,239,459	I See Footnote <u>(2)</u>
Series A Common Stock	11/25/2016		S		2,000 D \$	1,237,459	D <u>(1)</u>

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Common Stock						19.8875			
Series A Common Stock	11/25/2016		S	2,000	D	\$ 19.8875	1,237,459	I	See Footnote (2)
Series A Common Stock	11/25/2016		S	2,000	D	\$ 19.8875	1,237,459	I	See Footnote (2)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Okumus Fund Management Ltd. 767 THIRD AVENUE 35TH FLOOR NEW YORK, NY 10017		X		
Okumus Opportunistic Value Fund Ltd. CRAIGMUIR CHAMBERS P.O. BOX 71, ROAD TOWN TORTOLA, D8 VG 1110		X		
OKUMUS AHMET H C/O OKUMUS FUND MANAGEMENT LTD.		X		

767 THIRD AVENUE, 35TH FLOOR
NEW YORK, NY 10017

Signatures

Okumus Fund Management Ltd., By: /s/ Ahmet H. Okumus, President	11/28/2016
__Signature of Reporting Person	Date
Okumus Opportunistic Value Fund, Ltd., By: /s/ Ahmet H. Okumus, Director	11/28/2016
__Signature of Reporting Person	Date
/s/ Ahmet H. Okumus	11/28/2016
__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) The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd.

The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd., a British Virgin Islands business company managed by Okumus Fund Management Ltd., and may be deemed indirectly beneficially owned by Okumus Fund Management Ltd. as the investment manager of Okumus Opportunistic Value Fund, Ltd. The reported securities may also be deemed indirectly beneficially

(2) owned by Ahmet H. Okumus as President of Okumus Fund Management Ltd. and Director of Okumus Opportunistic Value Fund, Ltd. Each of Okumus Fund Management Ltd. and Ahmet H. Okumus disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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