

LIN Media LLC
Form 4
August 05, 2013

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 *
MUSE JOHN R

(Last) (First) (Middle)

C/O HICKS, MUSE, TATE & FURST INCORP., 200 CRESCENT COURT, SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIN Media LLC [LIN]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2013

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | 08/01/2013 | | S ⁽¹⁾ | 588 D | \$ 15.85 1,291,792 | I ⁽²⁾ ⁽³⁾ ⁽⁴⁾ | See footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ |
| Class A Common Stock | 08/01/2013 | | S ⁽⁵⁾ | 13 D | \$ 15.85 1,291,779 | I ⁽⁴⁾ ⁽⁶⁾ | See footnotes ⁽⁴⁾ ⁽⁶⁾ |
| Class A Common Stock | 08/01/2013 | | S ⁽⁷⁾ | 92 D | \$ 15.85 1,291,687 | I ⁽⁴⁾ ⁽⁸⁾ | See footnotes ⁽⁴⁾ ⁽⁸⁾ |
| Class A Common Stock | 08/01/2013 | | S ⁽⁹⁾ | 214,907 D | \$ 1,076,780 | I ⁽⁴⁾ ⁽¹⁰⁾ | See |

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| | | | | | | | | | |
|----------------------|------------|-------------------|---------|---|----------|-----------|---|----------|------------------------|
| Common Stock | | | | | | 15.85 | | | footnotes (4) (10) |
| Class A Common Stock | 08/02/2013 | S ⁽¹¹⁾ | 372 | D | \$ 15.54 | 1,076,408 | I | (4) (12) | See footnotes (4) (12) |
| Class A Common Stock | 08/02/2013 | S ⁽¹³⁾ | 8 | D | \$ 15.54 | 1,076,400 | I | (4) (14) | See footnotes (4) (14) |
| Class A Common Stock | 08/02/2013 | S ⁽¹⁵⁾ | 59 | D | \$ 15.54 | 1,076,341 | I | (4) (16) | See footnotes (4) (16) |
| Class A Common Stock | 08/02/2013 | S ⁽¹⁷⁾ | 136,161 | D | \$ 15.54 | 940,180 | I | (4) (18) | See footnotes (4) (18) |

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

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(9-02)

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. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| MUSE JOHN R C/O HICKS, MUSE, TATE & FURST INCORP. 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201 | X |

Signatures

/s/ William G. Neisel, attorney-in-fact for John R.
Muse

08/05/2013

__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 August 1, 2013, Mr. Muse sold 588 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "Exchange Act").
- Of the 1,291,792 shares of Class A Common Stock, (a) 2,935 shares are directly owned by Mr. Muse, (b) 75 shares are directly owned by Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), (c) 552 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (d) 995,912 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (e) 13,024 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (f) 1,734 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (Continued in Footnote 3)
- (2) (g) 257,867 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (h) 4,000 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), and (i) 15,693 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."). Except for the 2,935 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (3) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co. In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive powers over the LIN TV securities held by the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co.
- (4) On August 1, 2013, MFE sold 13 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (5) Of the 1,291,779 shares of Class A Common Stock, (a) 2,935 shares are directly owned by Mr. Muse, (b) 62 shares are directly owned by MFE, (c) 552 shares are directly owned by JRM, (d) 995,912 shares are directly owned by Fund III, (e) 13,024 shares are directly owned by HM3 Coinvestors, (f) 1,734 shares are directly owned by Private Fund IV, (g) 257,867 shares are directly owned by Fund IV, (h) 4,000 shares are directly owned by HM4-EQ Coinvestors, and (i) 15,693 shares are directly owned by HM&Co. Except for the 2,935 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (6) On August 1, 2013, JRM sold 92 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (7) Of the 1,291,687 shares of Class A Common Stock, (a) 2,935 shares are directly owned by Mr. Muse, (b) 62 shares are directly owned by MFE, (c) 460 shares are directly owned by JRM, (d) 995,912 shares are directly owned by Fund III, (e) 13,024 shares are directly owned by HM3 Coinvestors, (f) 1,734 shares are directly owned by Private Fund IV, (g) 257,867 shares are directly owned by Fund IV, (h) 4,000 shares are directly owned by HM4-EQ Coinvestors, and (i) 15,693 shares are directly owned by HM&Co. Except for the 2,935 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (8) On August 1, 2013, (a) Fund III sold 166,140 shares of Class A Common Stock, (b) HM3 Coinvestors sold 2,173 shares of Class A Common Stock, (c) Private Fund IV sold 289 shares of Class A Common Stock, (d) Fund IV sold 43,019 shares of Class A Common Stock, (e) HM4-EQ Coinvestors sold 668 shares of Class A Common Stock, and (f) HM&Co. sold 2,618 shares of Class A Common Stock, in each case, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (9) Of the 1,076,780 shares of Class A Common Stock, (a) 2,935 shares are directly owned by Mr. Muse, (b) 62 shares are directly owned by MFE, (c) 460 shares are directly owned by JRM, (d) 829,772 shares are directly owned by Fund III, (e) 10,851 shares are directly owned by HM3 Coinvestors, (f) 1,445 shares are directly owned by Private Fund IV, (g) 214,848 shares are directly owned by Fund IV, (h) 3,332 shares are directly owned by HM4-EQ Coinvestors, and (i) 13,075 shares are directly owned by HM&Co. Except for the 2,935 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial

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ownership of all such shares of Class A Common Stock.

- (11) On August 2, 2013, Mr. Muse sold 372 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act.

(12) Of the 1,076,408 shares of Class A Common Stock, (a) 2,563 shares are directly owned by Mr. Muse, (b) 62 shares are directly owned by MFE, (c) 460 shares are directly owned by JRM, (d) 829,772 shares are directly owned by Fund III, (e) 10,851 shares are directly owned by HM3 Coinvestors, (f) 1,445 shares are directly owned by Private Fund IV, (g) 214,848 shares are directly owned by Fund IV, (h) 3,332 shares are directly owned by HM4-EQ Coinvestors, and (i) 13,075 shares are directly owned by HM&Co. Except for the 2,563 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (13) On August 2, 2013, MFE sold 8 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(14) Of the 1,076,400 shares of Class A Common Stock, (a) 2,563 shares are directly owned by Mr. Muse, (b) 54 shares are directly owned by MFE, (c) 460 shares are directly owned by JRM, (d) 829,772 shares are directly owned by Fund III, (e) 10,851 shares are directly owned by HM3 Coinvestors, (f) 1,445 shares are directly owned by Private Fund IV, (g) 214,848 shares are directly owned by Fund IV, (h) 3,332 shares are directly owned by HM4-EQ Coinvestors, and (i) 13,075 shares are directly owned by HM&Co. Except for the 2,563 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (15) On August 2, 2013, JRM sold 59 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(16) Of the 1,076,341 shares of Class A Common Stock, (a) 2,563 shares are directly owned by Mr. Muse, (b) 54 shares are directly owned by MFE, (c) 401 shares are directly owned by JRM, (d) 829,772 shares are directly owned by Fund III, (e) 10,851 shares are directly owned by HM3 Coinvestors, (f) 1,445 shares are directly owned by Private Fund IV, (g) 214,848 shares are directly owned by Fund IV, (h) 3,332 shares are directly owned by HM4-EQ Coinvestors, and (i) 13,075 shares are directly owned by HM&Co. Except for the 2,563 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (17) On August 2, 2013, (a) Fund III sold 105,264 shares of Class A Common Stock, (b) HM3 Coinvestors sold 1,377 shares of Class A Common Stock, (c) Private Fund IV sold 183 shares of Class A Common Stock, (d) Fund IV sold 27,256 shares of Class A Common Stock, (e) HM4-EQ Coinvestors sold 423 shares of Class A Common Stock, and (f) HM&Co. sold 1,658 shares of Class A Common Stock, in each case, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(18) Of the 940,180 shares of Class A Common Stock, (a) 2,563 shares are directly owned by Mr. Muse, (b) 54 shares are directly owned by MFE, (c) 401 shares are directly owned by JRM, (d) 724,508 shares are directly owned by Fund III, (e) 9,474 shares are directly owned by HM3 Coinvestors, (f) 1,262 shares are directly owned by Private Fund IV, (g) 187,592 shares are directly owned by Fund IV, (h) 2,909 shares are directly owned by HM4-EQ Coinvestors, and (i) 11,417 shares are directly owned by HM&Co. Except for the 2,563 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

Remarks:

On July 31, 2013, LIN Media LLC became the successor to LIN TV Corp. pursuant to a merger. The merger resulted in LIN I

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