

HEMISPHERE MEDIA GROUP, INC.

Form 4

May 13, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**HICKS, MUSE, TATE & FURST
EQUITY FUND III, L.P.**

(Last) (First) (Middle)

2100 MCKINNEY AVENUE,
SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**HEMISPHERE MEDIA GROUP,
INC. [HMTV]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2015

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 ____X____ Other (specify
below) below)
Former 10% Owner

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	05/13/2015		S	2,884,231	D (3) 0	D (1) (2)	
Class A Common Stock	05/13/2015		S	88,351	D (3) 0	I	See Footnotes (1) (2)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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. 10)
				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
HICKS, MUSE, TATE & FURST EQUITY FUND III, L.P. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	Former 10% Owner
MUSE JOHN R 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	Former 10% Owner
Rosen Andrew S. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	Former 10% Owner
HM3/GP PARTNERS, L.P. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	Former 10% Owner
HM3 COINVESTORS, L.P. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	Former 10% Owner
HICKS MUSE GP PARTNERS III, L.P. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	Former 10% Owner
HICKS MUSE FUND III INC 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	Former 10% Owner

Signatures

SEE

ATTACHMENTS

05/13/2015

 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) HM3/GP Partners, L.P., a Texas limited partnership ("HM3/GP Partners"), is the sole general partner of Fund III. HM3/GP Partners may be deemed to beneficially own any shares of Class A Common Stock of the issuer that are held directly and of record by Fund III. Hicks Muse GP Partners III, L.P., a Texas limited partnership ("GP Partners III"), is the sole general partner of HM3/GP Partners and the sole general partner of HM3 Coinvestors. GP Partners III may be deemed to beneficially own any shares of Class A Common Stock of the issuer that may be deemed to be owned beneficially by HM3/GP Partners and any shares of Class A Common Stock of the issuer that are held directly and of record by HM3 Coinvestors. Hicks, Muse Fund III Incorporated, a Texas corporation ("Fund III Incorporated"), is the sole general partner of GP Partners III.

(2) (Continued from footnote 3) Fund III Incorporated may be deemed to beneficially own any shares of Class A Common Stock of the Issuer that may be deemed to be owned beneficially by GP Partners III. John R. Muse and Andrew S. Rosen are executive officers of Fund III Incorporated, the ultimate general partner of each of Fund III and HM3 Coinvestors. In addition, Messrs. Muse and Rosen comprise a two-person committee that exercises voting and dispositive powers over the issuer's securities held by Fund III Incorporated. Accordingly, Messrs. Muse and Rosen may be deemed to beneficially own any shares of Class A Common Stock of the issuer that may be deemed to be owned beneficially by Fund III Incorporated. Each of Mr. Muse, Mr. Rosen, HM3/GP Partners, GP Partners III and Fund III Incorporated (the "reporting persons") disclaim beneficial ownership of the issuer's securities except to the extent of any of their respective pecuniary interest therein.

(3) Each share of Class A Common Stock was disposed of at a price of \$11.28 per share pursuant to an underwriting agreement dated May 7, 2015 (the "Underwriting Agreement") between Hemisphere Media Group, Inc., a Delaware corporation, Fund III, HM3 Coinvestors, Azteca Acquisition Holdings, LLC, a Delaware limited liability company, Luxor Spectrum Offshore Master Fund, LP, a limited partnership organized under the laws of the Cayman Islands, and RBC Capital Markets, LLC, a Minnesota limited liability company, as representative of the several underwriters listed in Schedule II of the Underwriting Agreement.

Remarks:

The reporting persons may be deemed to be members of a group with other affiliated entities that collectively were 10% owned

Exhibit List:

Exhibit 24.1 (incorporated by reference to Exhibit 24.1 to the Form 3 of Fund III, filed with the Commission on December 29, 2014)
Exhibit 24.2 (incorporated by reference to Exhibit 24.2 to the Form 3 of Fund III, filed with the Commission on December 29, 2014)

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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