

HEMISPHERE MEDIA GROUP, INC.

Form 4

October 25, 2016

FORM 4

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

OMB APPROVAL

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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 *
Zinterhofer Eric Louis

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2016

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

745 FIFTH AVENUE, 27TH 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
 Form filed by More than One Reporting Person

NEW YORK, NY 10151

(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	(D)	Price		
CLASS A COMMON STOCK	10/21/2016		A ⁽¹⁾		8,197	A	\$ 0 8,197	D	
CLASS A COMMON STOCK	10/21/2016		J ⁽²⁾		8,197	D	\$ 0 0	D	
CLASS A COMMON STOCK	10/21/2016		J ⁽²⁾		8,197	A	\$ 0 8,197	I	by Searchlight Capital Partners, LP ⁽³⁾

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 (Instr. 3 and 4)
				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
Zinterhofer Eric Louis 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151	X			

Signatures

/s/ Eric L.
Zinterhofer 10/25/2016

**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) Represents restricted shares of Class A common stock, par value \$0.0001 per share ("Common Stock"), of Hemisphere Media Group, Inc., a Delaware corporation (the "Company"), granted to Mr. Zinterhofer in connection with his service on the Company's Board of Directors pursuant to the Hemisphere Media Group, Inc. Amended and Restated 2013 Equity Incentive Plan. The number of restricted shares was calculated by dividing \$100,000 by the closing share price of the Common Stock on October 21, 2016, the date of grant. The restricted stock will vest on the day preceding the Company's 2017 annual meeting, subject to Mr. Zinterhofer's continued service as a director on such vesting date.
- (2) All restricted shares referred to in the preceding note 1 were transferred by Mr. Zinterhofer and are owned by Searchlight Capital Partners, LP, a Delaware limited partnership ("SCP LP"). See Remarks below.

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- (3) The restricted shares are owned by SCP LP. Searchlight Capital Partners, LLC, a Delaware limited liability company ("SCP LLC"), is the general partner of SCP LP. Mr. Zinterhofer is a manager of SCP LLC. By reason of the provisions of Rule 16a-1, Mr. Zinterhofer and SCP LLC may be deemed to be the beneficial owners of the securities beneficially owned by SCP LP. Mr. Zinterhofer does not alone have dispositive or voting power with respect to any securities owned, directly or indirectly, by SCP LLC or by SCP LP. Mr. Zinterhofer and SCP LLC hereby disclaim beneficial ownership of all securities of the Company, except to the extent of any indirect pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Mr. Zinterhofer, a manager of Searchlight II HMT GP, LLC ("SCP HMT GP"), a Delaware limited liability company and an a

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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