

Zinterhofer Eric Louis
 Form 4
 May 24, 2018

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 *
 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)
 05/22/2018

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	05/22/2018		A ⁽¹⁾		8,439	A	\$ 0 8,439	D	
CLASS A COMMON STOCK	05/22/2018		J ⁽²⁾		8,439	D	\$ 0 0	D	
CLASS A COMMON STOCK	05/22/2018		J ⁽²⁾		8,439	A	\$ 0 42,851	I	by Searchlight Capital Partners, LP (3)

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- 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
- (3) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.