

HEMISPHERE MEDIA GROUP, INC.

Form 424B3

August 14, 2013

FILED PURSUANT TO RULE 424(B)(3)

File No. 333-186210

HEMISPHERE MEDIA GROUP, INC.

SUPPLEMENT NO. 4 TO

PROSPECTUS DATED MARCH 25, 2013

THE DATE OF THIS SUPPLEMENT IS AUGUST 14, 2013

This prospectus supplement (this Supplement No. 4) is part of the prospectus of Hemisphere Media Group, Inc. (the Company), dated March 25, 2013 (File No. 333-186210) (the Prospectus) as supplemented by Supplement No. 1, dated May 15, 2013 (Supplement No. 1), Supplement No. 2, dated May 15, 2013 (Supplement No. 2) and Supplement No. 3, dated July 31, 2013 (Supplement No. 3). This Supplement No. 4 supplements, modifies or supersedes certain information contained in the Prospectus, Supplement No. 1, Supplement No. 2 and Supplement No. 3. Any statement in the Prospectus, Supplement No. 1, Supplement No. 2 or Supplement No. 3 that is modified or superseded is not deemed to constitute a part of the Prospectus, Supplement No. 1, Supplement No. 2 or Supplement No. 3, except as modified or superseded by this Supplement No. 4. Except to the extent that the information in this Supplement No. 4 modifies or supersedes the information contained in the Prospectus, as previously supplemented, this Supplement No. 4 should be read, and will be delivered, with the Prospectus, Supplement No. 1, Supplement No. 2 and Supplement No. 3.

The purpose of this Supplement No. 4 is to update and supplement the information in the Prospectus, as previously supplemented, with the information contained in the Company's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on August 14, 2013, and which is attached hereto.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2013

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-35886

**HEMISPHERE MEDIA GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**80-0885255**  
(I.R.S. Employer Identification No.)

**Hemisphere Media Group, Inc.**

**2000 Ponce de Leon Boulevard**

**Suite 500**

**Coral Gables, FL**  
(Address of principal executive offices)

**33134**  
(Zip Code)

**(305) 421-6364**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

<b>Class of Stock</b>	<b>Shares Outstanding</b>	<b>as of August 10, 2013</b>
Class A common stock, par value \$0.0001 per share		12,060,553 shares
Class B common stock, par value \$0.0001 per share		33,000,000 shares



**HEMISPHERE MEDIA GROUP, INC. AND SUBSIDIARIES**

**INDEX TO FORM 10-Q**

**June 30, 2013**

**(Unaudited)**

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## STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Statements in this Form 10-Q, including the exhibits attached hereto, may contain certain statements about Hemisphere Media Group, Inc. (the Company ) that are forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995.

These forward-looking statements are necessarily estimates reflecting the best judgment and current expectations of our senior management and involve a number of risks and uncertainties, some of which may be beyond our control that could cause actual results to differ materially from those those expressed or implied in such forward-looking statements. Without limitation, any statements preceded or followed by or that include the words targets, plans, believes, expects, intends, will, likely, may, anticipates, estimates, projects, should, would, future, or words, phrases or terms of similar substance or the negative thereof, are forward-looking statements. In addition, these statements are based on a number of assumptions that are subject to change. Factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements are discussed in Item 1A Risk Factors in this report and under the heading Risk Factors and Forward-Looking Statements in our Registration Statement on Form S-4, as amended (File No. 333-186210) (the Registration Statement ) and Post-Effective Amendment No. 1 to the Registration Statement, filed with the SEC, as they may be updated in any future reports filed with the Securities and Exchange Commission ( SEC ). If one or more of these factors materialize, or if any underlying assumptions prove incorrect, our actual results, performance, or achievements may vary materially from any future results, performance or achievements expressed or implied by these forward-looking statements. In addition to the risk factors described in Item 1A Risk Factors in this report and our Registration Statement and Post-Effective Amendment No. 1, those factors include:

- the reaction by advertisers, programming providers, strategic partners, the Federal Communications Commission (the FCC ) or other government regulators to the consummation of the mergers described in the Registration Statement (the Transaction );
- the potential for viewership of our cable networks and broadcast businesses programming to decline;
- the risk that we may fail to secure sufficient or additional advertising and/or subscription revenue;
- the benefits of the combination of WAPA Holdings, LLC ( WAPA ) and Cine Latino, Inc. ( Cinelatino ), including the prospects of the combined businesses;
- the ability to realize anticipated growth and growth strategies of the combined company since the completion of the Transaction;
- our ability to obtain additional financing in the future;
- our ability to successfully manage relationships with customers, distributors and other important relationships;

- the loss of key personnel and/or talent or expenditure of a greater amount of resources attracting, retaining and motivating key personnel than in the past;
- changes in technology;
- changes in pricing and availability of products and services;
- the ability to realize the anticipated benefits of the Transaction, which may be affected by, among other things, competition in the industry in which we operate;
- the deterioration of general economic conditions, either nationally or in the local markets in which we operate; and
- legislative or regulatory changes that may adversely affect our businesses.

The list of factors above is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. All subsequent written and oral forward-looking statements concerning the matters addressed in this Quarterly Report on Form 10-Q and attributable to us or any person acting on our behalf are qualified by these cautionary statements.

The forward-looking statements are based on current expectations about future events and are not guarantees of future performance, and are subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking statements are reasonable, these expectations may not be achieved. We may change our intentions, beliefs or expectations at any time and without notice, based upon any change in our assumptions or otherwise. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



**PART I - FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****HEMISPHERE MEDIA GROUP, INC. AND SUBSIDIARIES****Condensed Consolidated Balance Sheets****(unaudited)**

	<b>June 30, 2013</b>	<b>December 31, 2012</b>
<b>Assets</b>		
Current Assets		
Cash	\$ 81,020,220	\$ 10,084,434
Accounts receivable, net of allowance for doubtful accounts of \$206,406 and \$179,568, respectively	14,151,304	10,510,978
Due from related parties, net of allowance for doubtful accounts of \$376,039 and \$0, respectively	1,455,027	
Programming rights	5,857,196	4,403,029
Deferred taxes	6,149,075	3,049,047
Prepaid expenses and other current assets	5,335,864	1,362,002
<b>Total current assets</b>	<b>113,968,686</b>	<b>29,409,490</b>
Programming Rights	7,823,078	2,664,100
Property and Equipment, net	25,604,327	26,861,359
Deferred Taxes	4,822,984	863,252
Broadcast License	41,355,700	41,355,700
Goodwill	124,803,456	10,982,586
Other Intangibles, net	24,416,071	1,677,500
Other Assets	2,712,432	2,043,703
<b>Total Assets</b>	<b>\$ 345,506,734</b>	<b>\$ 115,857,690</b>
<b>Liabilities and Stockholder's Equity</b>		
Current Liabilities		
Accounts payable	\$ 3,881,108	\$ 912,007
Accrued expenses	8,961,866	12,042,165
Programming rights payable	4,751,730	3,207,719
Current portion of long-term debt	9,761,102	4,608,000
<b>Total current liabilities</b>	<b>27,355,806</b>	<b>20,769,891</b>
Programming Rights Payable	1,455,563	926,984
Long-Term Debt, net of current portion	75,548,368	52,404,000
Other Liabilities	2,178,406	2,098,886
<b>Total Liabilities</b>	<b>106,538,143</b>	<b>76,199,761</b>

**Commitments and Contingencies****Stockholder's Equity**

Preferred Stock, \$0.0001 par value; 50,000,000 shares authorized; 0 shares issued and outstanding as of June 30, 2013 and December 31, 2012

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Class A Common Stock, \$0.0001 par value; 100,000,000 shares authorized; 11,241,000 and 0 shares issued and outstanding as of June 30, 2013 and December 31, 2012, respectively	1,124	
Class B Common Stock, \$0.0001 par value; 33,000,000 shares authorized; 33,000,000 and 0 shares issued and outstanding as of June 30, 2013 and December 31, 2012, respectively	3,300	
Additional Paid In Capital	241,316,389	34,608,586
Fair Value of Contingent Consideration	(2,030,333)	
Treasury Stock, at cost; 65,549 shares	(938,016)	
Accumulated Earnings	1,392,603	5,837,331
Accumulated Comprehensive Loss	(776,476)	(787,988)
<b>Total Stockholder s Equity</b>	238,968,591	39,657,929
<b>Total Liabilities and Stockholder s Equity</b>	\$ 345,506,734	\$ 115,857,690

See Notes to Condensed Consolidated Financial Statements.

## HEMISPHERE MEDIA GROUP, INC. AND SUBSIDIARIES

## Condensed Consolidated Statements of Operations

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net Revenues	\$ 22,929,281	\$ 17,227,640	\$ 36,424,175	\$ 30,733,059
<b>Operating Expenses:</b>				
Cost of revenues	7,671,847	7,439,854	13,527,389	14,023,949
Selling, general and administrative	11,644,388	3,325,613	15,073,633	6,605,990
Depreciation and amortization	1,848,472	921,228	2,859,037	1,822,389
Other expenses	1,380,353	85,613	4,672,388	85,613
Loss (gain) on disposition of assets	43,042	(1,500)	67,577	(50,000)
<b>Total operating expenses</b>	<b>22,588,102</b>	<b>11,770,808</b>	<b>36,200,024</b>	<b>22,487,941</b>
<b>Operating income</b>	<b>341,179</b>	<b>5,456,832</b>	<b>224,151</b>	<b>8,245,118</b>
<b>Other Expenses:</b>				
Interest expense, net	(1,154,775)	(771,009)	(1,913,338)	(1,906,404)
Other (expense) income, net	(12,500)	(12,499)	(25,000)	8,060
	(1,167,275)	(783,508)	(1,938,338)	(1,898,344)
<b>(Loss) income before income taxes</b>	<b>(826,096)</b>	<b>4,673,324</b>	<b>(1,714,187)</b>	<b>6,346,774</b>
Income tax (expense) benefit	(357,011)	(2,022,287)	6,136	(2,822,544)
<b>Net (loss) income</b>	<b>\$ (1,183,107)</b>	<b>\$ 2,651,037</b>	<b>\$ (1,708,051)</b>	<b>\$ 3,524,230</b>
<b>(Loss) earnings per share:</b>				
Basic	\$ (0.03)	\$ 2,651,037	\$ (0.08)	\$ 3,524,230
Diluted	\$ (0.03)	\$ 2,651,037	\$ (0.08)	\$ 3,524,230
<b>Weighted average shares outstanding:</b>				
Basic	40,710,542	1	20,467,732	1
Diluted	40,710,542	1	20,467,732	1

See Notes to Condensed Consolidated Financial Statements.

**HEMISPHERE MEDIA GROUP, INC. AND SUBSIDIARIES**

**Condensed Consolidated Statements of Comprehensive (Loss) Income**

**(unaudited)**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Net (loss) income:	\$ (1,183,107)	\$ 2,651,037	\$ (1,708,051)	\$ 3,524,230
Other comprehensive income:				
Net unrealized gain on interest rate swap agreement	38,434		38,434	
Comprehensive (loss) income	\$ (1,144,673)	\$ 2,651,037	\$ (1,669,617)	\$ 3,524,230

See Notes to Condensed Consolidated Financial Statements.

## HEMISPHERE MEDIA GROUP, INC. AND SUBSIDIARIES

## Condensed Consolidated Statements of Changes in Stockholders' Equity

Six Months Ended June 30, 2013

(unaudited)

	Preferred Stock	Class A Common Stock	Class B Common Stock	Class A Treasury Stock	Additional Paid In Capital	Accumulated Earnings (Deficit)	Accumulated Comprehensive (Loss) Income	Total
Balance as of December 31, 2012	\$	\$	\$		\$ 34,608,586	\$ 5,837,331	\$ (787,988)	\$ 39,657,929
Consummation of the Transaction (April 4, 2013)		1,099	3,300		201,388,964	(2,736,677)	(26,922)	198,629,764
Net loss						(1,708,051)		(1,708,051)
Comprehensive income							38,434	38,434
Issuance of Restricted Stock		25			2,030,000			2,030,025
Excess of tax benefits related to the issuance of restricted stock					182,000			182,000
Stock-based compensation					1,076,506			1,076,506
Repurchases of Class A Common Stock				(938,016)				(938,016)
Balance as of June 30, 2013	\$	\$ 1,124	\$ 3,300	\$ (938,016)	\$ 239,286,056	\$ 1,392,603	\$ (776,476)	\$ 238,968,591

See Notes to Condensed Consolidated Financial Statements.

## HEMISPHERE MEDIA GROUP, INC. AND SUBSIDIARIES

## Condensed Consolidated Statements of Cash Flows

(unaudited)

	Six Months Ended June 30,	
	2013	2012
Reconciliation of Net (Loss) Income to Net Cash Used In		
Operating Activities:		
Net (loss) income	\$ (1,708,051)	\$ 3,524,230
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	2,859,037	1,822,389
Program amortization	4,364,607	3,574,031
Amortization of deferred financing costs	437,523	438,109
Stock-based compensation	3,106,531	
Provision for bad debts	61,497	60,000
Loss (gain) on disposition of assets	67,577	(50,000)
Deferred tax (expense) benefit	(698,967)	1,037,516
Changes in assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	350,768	454,495
Due from related parties	(913,403)	
Programming rights	(6,518,201)	(6,738,826)
Prepaid expenses and other current assets	(1,589,738)	(3,063,669)
Increase (decrease) in:		
Accounts payable	2,877,064	509,552
Accrued expenses	(8,372,821)	(3,232,976)
Programming rights payable	1,575,162	2,345,041
Income tax payable	(2,055,332)	102,000
Other liabilities	79,520	(41,435)
Net cash (used in) provided by operating activities	(6,077,227)	740,457
Cash Flows From Investing Activities		
Transaction proceeds, net	82,437,465	
Proceeds from sale of assets		50,000
Capital expenditures	(686,739)	(2,269,799)
Net cash provided by (used in) investing activities	81,750,726	(2,219,799)
Cash Flows From Financing Activities		
Repayments of long-term debt	(3,799,697)	(4,038,000)
Purchase of treasury stock	(938,016)	
Net cash used in financing activities	(4,737,713)	(4,038,000)
Net increase (decrease) in cash	70,935,786	(5,517,342)
Cash:		
Beginning	10,084,434	10,182,539
Ending	\$ 81,020,220	\$ 4,665,197

(Continued)



**HEMISPHERE MEDIA GROUP, INC. AND SUBSIDIARIES**

**Condensed Consolidated Statements of Cash Flows (Continued)**

**(unaudited)**

	Six Months Ended June 30,	
	2013	2012
<b>Supplemental Disclosures of Cash Flow Information</b>		
Cash payments for:		
Interest	\$ 1,984,525	\$ 1,547,280
Income taxes	\$ 2,276,752	\$ 3,046,236

See Notes to Condensed Consolidated Financial Statements.



## Notes to Condensed Consolidated Financial Statements

### Note 1. Nature of Business

**Nature of business:** The accompanying consolidated financial statements include the accounts of Hemisphere Media Group, Inc. ( Hemisphere or the Company ), the parent holding company of Cine Latino, Inc. ( Cinelatino ), WAPA Holdings, LLC (formerly known as InterMedia Español Holdings, LLC) ( WAPA ), and Azteca Acquisition Corporation ( Azteca ). While Hemisphere was formed on January 16, 2013 for purposes of effecting the Transaction, the Transaction had been consummated on April 4, 2013. In these notes, the terms Company, we, us or our mean Hemisphere and all subsidiaries included in our consolidated financial statements.

- **Cine Latino, Inc. ( Cinelatino )** this company was organized under the laws of the State of Delaware and is engaged in the business of producing, offering and distributing a cable television network designated Cine Latino, the content for which is Spanish-language motion pictures or other entertainment programming. The network is distributed throughout the United States, Mexico, Central America, South America, the Caribbean and Canada.
- **WAPA Holdings, LLC ( WAPA )** this company was organized under the laws of the State of Delaware and is a holding company that owns 100% interest of Español and WAPA America (see below). WAPA has no operations or assets other than the investments in Español and WAPA America.
- **InterMedia Español, Inc. ( Español )** this company was organized under the laws of the State of Delaware and is a holding company that owns 100% interest of WAPA PR (see below). Español has no operations or assets other than the investment in WAPA PR.
- **Televiscentro of Puerto Rico, LLC ( Televiscentro or WAPA PR )** this Company was organized under the laws of the State of Delaware and is engaged in the broadcast television business, as well as in the production of news and entertainment programming in Puerto Rico.
- **WAPA America, Inc. ( WAPA America )** this company was organized on September 2, 2004, under the laws of the state of Delaware, and is a cable television network distributed in the U.S. and programmed with Spanish language news and entertainment programs (produced and supplied, in its majority, by WAPA PR).
- **Azteca Acquisition Corporation ( Azteca )** Dormant subsidiary; Azteca was initially formed as a blank check company in the British Virgin Islands on April 15, 2011 and reincorporated in the State of Delaware on June 8, 2011 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock, reorganization or similar business combination with one or more businesses. Azteca, a special purpose acquisition vehicle, delivered the proceeds of a trust account raised in its 2011 initial public offering to Hemisphere in the merger. Following the consummation of the merger, Azteca has had no operations and does not currently engage in any business activities generating revenues.

Cinelatino has certain agreements with MVS Multivision Digital S. de R.L. de C.V. and its affiliates (collectively MVS ), a Mexican media and television conglomerate, which have directors and stockholders in common with the Company, as discussed in Note 3.

**Basis of Presentation:** The accompanying unaudited condensed consolidated financial statements for Hemisphere and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America (the U.S. ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain information and note disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to those

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rules and regulations, although we believe that the disclosures made are adequate to make the information not misleading. In our opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement have been included. Our financial condition as of, and operating results for the three month and six month periods ended, June 30, 2013 are not necessarily indicative of the financial condition or results that may be expected for any future interim period or for the year ending December 31, 2013. As further described in Note 2, WAPA is the accounting acquirer and predecessor, whose historical results are the historical results of Hemisphere. The operating results presented for the three month period ended June 30, 2013 reflect the operating results of the businesses acquired in the Transaction.

**Net (Loss) Earnings per Common Share:** Basic (loss) earnings per share ( EPS ) are computed by dividing income attributable to common stockholders by the number of weighted-average outstanding shares of common stock. Diluted EPS reflects the effect of the assumed exercise of stock options and vesting of restricted shares only in the periods in which such effect would have been dilutive.

The following table sets forth the computation of the common shares outstanding used in determining basic and diluted EPS:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Numerator for (loss) earnings per common share calculation:</b>				
Net (loss) income:	\$ (1,183,107)	\$ 2,651,037	\$ (1,708,051)	\$ 3,524,230
<b>Denominator for earnings per common share calculation:</b>				
Weighted-average common shares, basic	40,710,542	1	20,467,732	1
Effect of dilutive securities:				
Stock options and restricted stock				
Weighted-average common shares, diluted	40,710,542	1	20,467,732	1

The Company applies the treasury stock method to measure the dilutive effect of its outstanding stock options and restricted stock awards and include the respective common share equivalents in the denominator of our diluted income per common share calculation. Potentially dilutive securities representing 0.3 million a shares of common stock for the three and six months ended June 30, 2013 and June 30, 2012, respectively, were excluded from the computation of diluted (loss) income per common share for this period because their effect would have been anti-dilutive. The net (loss) income per share amounts are the same for our Class A and Class B common stock because the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation.

A summary of the Company's significant accounting policies follows:

**Stock based compensation:** The Company has given equity linked incentives to certain employees. The Company accounts for equity linked incentives in accordance with Accounting Standards Codification ( ASC ) 718 Stock Compensation . The Company measures compensation cost for equity settled awards at fair value on the date of grant and recognizes compensation cost in the consolidated statements of operations over the requisite service or performance period the award is expected to vest. Compensation cost is determined by using option pricing models.

**Recent accounting pronouncements:** In July 2012, the Financial Accounting Standards Board ( FASB ) issued guidance that is intended to reduce the cost and complexity of the annual impairment test for indefinite-lived intangible assets other than goodwill by providing entities an option to perform a qualitative assessment to determine whether a quantitative impairment test is necessary. The revised standard is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, but early adoption is permitted. The Company adopted this guidance effective January 1, 2013, and the adoption did not have a material effect on the Company's consolidated financial position, results of operation and cash flows.

In February 2013, the FASB issued guidance related to reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. The amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. These amendments require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional details about those amounts. For public entities, the amendments are effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2012. The Company adopted this guidance effective January 1, 2013, and the adoption did not have a material effect on the Company's consolidated financial position, results of operation and cash flows.

**Use of estimates:** In preparing these financial statements, management had to make estimates and assumptions that affected the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the balance sheets date, and the reported revenues and expenses for the years then ended. Such estimates are based on historical experience and other assumptions that are considered appropriate in the circumstances. However, actual results could differ from those estimates.

**Note 2. Business Combination**

On April 4, 2013, the merger by and among Cinelatino, WAPA and Azteca providing for the combination of Cinelatino, WAPA and Azteca as indirect, wholly-owned subsidiaries of Hemisphere (the Transaction ) was consummated.

The Transaction was accounted for by applying the acquisition method, which requires the determination of the accounting acquirer, the acquisition date, the fair value of the purchase consideration to be transferred, the fair value of assets and liabilities of the acquiree and the measurement of goodwill. ASC Topic 805-10, Business Combinations Overall (ASC 805-10) provides that in identifying the acquiring entity in a business combination effected primarily through an exchange of equity interests, the acquirer is usually the entity that issues equity interests but all pertinent facts and circumstances must be considered in determining the acquirer. Other pertinent facts and circumstances to consider include the relative voting rights of the shareholders of the constituent companies in the combined entity, the composition of the board of directors and senior management of the combined company, the relative size of each company and the terms of the exchange of equity interests in the Transaction, including payment of any premium. Although Hemisphere issued the equity interests in the Transaction, since it is a new entity formed solely to issue these equity interests to effect the Transaction it would not be considered the acquirer and one of the combining entities that existed before the transaction must be identified as the acquirer. Based on the following, WAPA is the accounting acquirer and predecessor, whose historical results are the results of Hemisphere:

- i. WAPA shareholders obtained approximately 46.4% of the post-Transaction common shares of stock and 59.9% of the voting rights in the combined entities;
- ii. WAPA, through its parent company, InterMedia Partners VII, L.P. (InterMedia Partners), has the ability to elect or appoint or to remove a majority of the members of the governing body of the combined entity, as they represent five of the nine directors on the combined entity board of directors, including the Chief Executive Officer; and
- iii. WAPA's historical revenues represent approximately 69.0% of the total revenues of the combined entities.

As WAPA is the accounting acquirer (and legal acquiree), the Transaction is considered to be a reverse acquisition. Since WAPA issued no consideration in the Transaction, unless the fair value of accounting acquiree's equity interests are more reliably measurable, the fair value of the consideration transferred by WAPA would be based on the number of shares WAPA would have had to issue to give owners of the other entities in the transaction the same percentage ownership in the combined entities that results from the Transaction. In this situation, since Azteca's shares were publicly traded and they are one of the combining entities in this Transaction, the fair value of those shares are considered to be more reliably measurable than the fair value of WAPA's shares and therefore were used to determine the fair value of the consideration transferred for the acquisition of Cinelatino, which is the other operating entity involved in this Transaction.

Total consideration transferred by WAPA (accounting acquirer) to Cinelatino (accounting acquiree) was \$129,423,943 based on: (i) cash consideration of \$3.8 million (funded from cash on hand), plus (ii) 12,567,538 shares with a value of \$10.25 per share based on the Company's opening share price on the date following the consummation of the Transaction for each share of the Company's common stock to be received by Cinelatino stockholders in the Transaction, (iii) less \$3.2 million, which represents the difference between the value of 1,142,504 shares of Hemisphere Class B common stock that are subject to forfeiture in the event the market price of Hemisphere Class A common stock does not meet certain levels and the estimated fair value of these shares using a Monte Carlo simulation model (571,252 shares with value of \$1.2 million have vested and are no longer subject to forfeiture as of June 30, 2013). Significant assumptions utilized in the model include:

- Stock Price: \$10.25
- Volatility: 32.5%
- Risk-Free Rate: 0.69%

The following table summarizes the allocation of the purchase price to the estimated fair values of the assets acquired and liabilities assumed in the acquisition of Cinelatino:



Cash	\$	12,865,242
Accounts receivable, net		4,052,590
Programming rights		4,459,550
Prepaid expenses and other current assets		939,945
Property and equipment, net		21,415
Other assets		7,566,867
Intangible asset - affiliate agreements		23,700,000
Current liabilities		(6,271,770)
Long-term debt		(32,097,167)
Fair value of identifiable net assets acquired		15,236,672
Goodwill		114,187,271
<b>Total</b>	<b>\$</b>	<b>129,423,943</b>

The amount allocated to definite-lived intangible assets represents the estimated fair values of Cinelatino's affiliate agreements of \$23.7 million, which have been valued using a discounted cash flow based on management's current estimates utilizing a 10% discount rate subject to finalization. These intangible assets will be amortized over the estimated remaining useful lives of approximately 7 years.

Goodwill of \$114.2 million is the excess of the net consideration paid over the fair value of the identifiable net assets acquired, and primarily represents the benefits the Company expects to realize from the acquisition. The goodwill associated with the transaction is not deductible for tax purposes.

The number of shares of stock of the Company issued and outstanding immediately following the consummation of the Transaction is summarized as follows:

	<b>Number of Shares</b>
Azteca public shares outstanding prior to the Transaction	10,000,000
Azteca founder shares (1)	2,500,000
<b>Total Azteca shares outstanding prior to the Transaction</b>	<b>12,500,000</b>
Less: shareholders of Azteca public shares redeemed	(1,258,900)
Less: Azteca founder shares cancelled	(250,000)
Shares issued to WAPA member (2)	20,432,462
Shares issued to Cinelatino stockholders (3)	12,567,538
<b>Total shares outstanding at closing, April 4, 2013</b>	<b>43,991,100</b>

(1) Includes 985,294 shares of Hemisphere Class A common stock which are subject to forfeiture in the event the market price of Hemisphere Class A common stock does not meet certain levels.

(2) Includes 1,857,496 shares of Hemisphere Class B common stock, which were issued in the Transaction by Hemisphere that are subject to forfeiture in the event the market price of Hemisphere Class A common stock does not meet certain levels.

(3) Includes 1,142,504 shares of Hemisphere Class B common stock, which were issued in the Transaction by Hemisphere that are subject to forfeiture in the event the market price of Hemisphere Class A common stock does not meet certain levels.

The cash flows related to the Transaction are summarized as follows:



	Amount
Cash in trust at Azteca	\$ 100,520,532
Cash on hand at Cinelatino	12,865,242
Less: redemption of Azteca public shares	(12,651,945)
Less: cash consideration paid to Azteca warrant holders	(7,333,334)
Less: cash consideration paid to WAPA member and Cinelatino stockholders	(5,000,000)(1)
Less: payment of Azteca fees and expenses	(5,963,030)
<b>Net cash received by the Company</b>	<b>\$ 82,437,465</b>

(1) Includes \$3.8 million paid by WAPA to Cinelatino.

### Pro Forma Information

The following table sets forth the unaudited pro forma results of operations assuming that the Transaction occurred on January 1, 2012:

	Pro Forma			
	Three Months Ended June 30, 2013	June 30, 2012	Six Months Ended June 30, 2013	June 30, 2012
Net Revenues	\$ 22,929,281	\$ 23,190,839	\$ 42,528,003	\$ 42,471,860
<b>Operating Expenses:</b>				
Cost of revenues	7,671,847	8,843,978	14,580,733	16,813,923
Selling, general and administrative	7,844,388	7,686,653	15,856,756	15,329,602
Depreciation and amortization	1,848,472	1,769,156	3,707,205	3,518,246
Loss (gain) on disposition of assets	43,042	(1,500)	67,577	(50,000)
<b>Total operating expenses</b>	<b>17,407,749</b>	<b>18,298,287</b>	<b>34,212,271</b>	<b>35,611,771</b>
<b>Operating income</b>	<b>\$ 5,521,532</b>	<b>\$ 4,892,552</b>	<b>\$ 8,315,732</b>	<b>\$ 6,860,089</b>

The unaudited pro forma results of operations for all periods set forth above includes the operating results of Cinelatino, stock-based compensation, corporate overhead and public company costs and amortization of intangibles created as a result of the Transaction and excludes all transaction related fees and expenses and non-recurring expenses. Selling, general and administrative expenses for the three and six months ended June 30, 2012 were reduced as a result of the termination of a certain agreement with MVS that was terminated in connection with the Transaction.

### Note 3. Related Party Transactions

The Company has various agreements with MVS as follows:

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- An agreement through August 1, 2017 pursuant to which MVS provides Cinelatino with satellite and support services including origination, uplinking and satellite delivery of two feeds of Cinelatino's channel (for U.S. and Latin America), master control and monitoring, dubbing, subtitling and close captioning, and other support services (the Satellite and Support Services Agreement). The annual fee for the services was reduced during 2012, and provides for an annual fee going forward of \$2,136,000. Total expenses incurred were \$534,003 for the three and six months ended June 30, 2013, and are included in cost of revenues.
- A ten-year master license agreement through July 2017, which grants MVS the non-exclusive (except with respect to pre-existing distribution arrangements between MVS and third party distributors that are effective at the time of the consummation of the Transaction) to duplicate, distribute and exhibit Cinelatino's service via cable, satellite or

by any other means in Latin America and in Mexico to the extent that Mexico distribution is not owned by MVS. Pursuant to the agreement, Cinelatino receives revenue net of MVS's distribution fees, which is presently equal to 13.5% of all license fees collected from distributors in Latin America and Mexico. Total revenues recognized were \$903,414 for the three and six months ended June 30, 2013.

- A six-year affiliation agreement through August 1, 2017 for the distribution and exhibition of Cinelatino's programming service through Dish Mexico (dba Comercializadora de Frecuencias Satelitales, S de R.L. de C.V.), an MVS affiliate that transmits television programming services throughout Mexico. Total revenues recognized were \$446,202 for the three and six months ended June 30, 2013.
- A distribution agreement that gave MVS the exclusive right to negotiate the terms of the distribution, sub-distribution and exhibition of Cinelatino throughout the United States of America. The agreement stipulated a distribution fee of 13.5% of the revenue received from all multiple system operators. Upon consummation of the Transaction on April 4, 2013, the agreement was terminated effective January 1, 2013. In consideration for such termination, the Company made a cash payment to MVS in an amount equal to \$3,800,000, which is reflected in selling, general and administrative expenses.

Amounts due from MVS pursuant to the agreements noted above, net of an allowance for doubtful accounts, amounted to \$2,265,292 and \$0 as of June 30, 2013 and December 31, 2012, respectively, and are remitted monthly. Amounts due to MVS pursuant to the agreements noted above amounted to \$744,795 and \$0 as of June 30, 2013 and December 31, 2012, respectively, and are remitted monthly.

The Company entered into a three-year consulting agreement effective April 9, 2013 with James M. McNamara, a member of the Company's Board of Directors, to provide the development, production and maintenance of programming, affiliate relations, identification and negotiation of carriage opportunities, and the development, identification and negotiation of new business initiatives including sponsorship, new channels, direct-to-consumer programs and other interactive initiatives. Prior to that, Cinelatino entered into a consulting agreement with an entity owned by James M. McNamara. Total expenses incurred under these agreements are included in selling, general and administrative expenses and amounted to \$26,667 for the three and six months ended June 30, 2013. Amounts due to this related party were \$25,417 as of June 30, 2013.

Cinelatino entered into programming agreements with an entity owned by James M. McNamara for the distribution of three specific movie titles. As of June 30, 2013 and December 31, 2012, \$67,649 and \$0, respectively, is included in other assets as prepaid programming related to these agreements. As of June 30, 2013 and December 31, 2012, approximately \$137,571 and \$0, respectively, is included in programming rights related to these agreements.

In March 2011, WAPA entered into an agreement with InterMedia Partners VII, L.P., to provide management services, including strategic planning, assistance with licensing of programming rights, and participation in distribution negotiations with cable and satellite operators (the Management Services Fee). The Management Services Fee is payable so long as no default shall have occurred or would result therefrom. Pursuant to the loan agreement, the payment of the Management Services Fee is expressly subordinate and junior in right of payment and exercise of remedies to the payment in full of the WAPA term loan. Total expenses for management services amounted to \$0 and \$156,250 for the three months ended June 30, 2013 and 2012, respectively, and \$0 and \$312,500 for the six months ended June 30, 2013 and 2012, respectively. Upon consummation of the Transaction on April 4, 2013, this agreement was terminated retroactively to January 1, 2013.

The Company entered into a services agreement effective April 4, 2013 with InterMedia Advisors, LLC (IMA), which has officers, directors and stockholders in common with the Company, to provide services including, without limitation, office space, operational support and employees acting in a consulting capacity. Prior to that, the Company reimbursed IMA for payments made on the Company's behalf for similar services. Amounts due to this related party amounted to \$40,053 and \$57,956 as of June 30, 2013 and December 31, 2012, respectively. Such expenses are included in selling, general and administrative expenses and amounted to \$40,053 and \$29,908 for the three months ended June 30, 2013 and 2012, respectively, and \$40,053 and \$69,405 for the six months ended June 30, 2013 and 2012, respectively.

**Note 4. Goodwill and Intangible Assets**

Goodwill and intangible assets consist of the following as June 30, 2013 and December 31, 2012:

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	<b>June 30, 2013</b>	<b>December 31, 2012</b>
Broadcast licenses	\$ 41,355,700	\$ 41,355,700
Goodwill	124,803,456	10,982,586
Other intangibles	24,416,071	1,677,500
	\$ 190,575,227	\$ 54,015,786

A summary of changes in the Company's goodwill and other indefinite lived intangible assets, on a net basis, for the six months ended June 30, 2013 and the year ended December 31, 2012 is as follows:

	<b>Net Balance at December 31, 2012</b>	<b>Additions</b>	<b>Impairment</b>	<b>Net Balance at June 30, 2013</b>
Broadcast licenses	\$ 41,355,700	\$	\$	\$ 41,355,700
Goodwill	10,982,586	113,820,870		124,803,456
Other Intangibles	700,000			700,000
Total indefinite lived intangibles	\$ 53,038,286	\$ 113,820,870	\$	\$ 166,859,156

	<b>Net Balance at December 31, 2011</b>	<b>Additions</b>	<b>Impairment</b>	<b>Net Balance at December 31, 2012</b>
Broadcast licenses	\$ 41,355,700	\$	\$	\$ 41,355,700
Goodwill	10,982,586			10,982,586
Other Intangibles	700,000			700,000
Total indefinite lived intangibles	\$ 53,038,286	\$	\$	\$ 53,038,286

As of June 30, 2013 and December 31, 2012, the Company has the following net amounts related to other amortizable intangible assets:

	<b>Amortization Term (Years)</b>	<b>June 30, 2013</b>	<b>December 31, 2012</b>
Affiliate relationships	7 - 10	\$ 23,716,071	\$ 977,500

The aggregate amortization expense of the Company's amortizable intangible assets were \$903,929 and \$57,500 for the three months ended June 30, 2013 and 2012, respectively, and \$961,429 and \$115,000 for the six months ended June 30, 2013 and 2012, respectively. The weighted average remaining amortization period is 3.4 years as of June 30, 2013.

Future estimated amortization expense is as follows:

<b>Year Ending December 31,</b>	
Remainder of 2013	\$ 1,807,857
2014	3,615,714
2015	3,615,714
2016	3,615,714
2017	3,443,214
2018	3,385,714
2019	3,385,714

2020	846,429
	\$ 23,716,071

**Note 5. Income Taxes**

For the three and six months ended June 30, 2013 and 2012, the Company's income tax expense and effective tax rates were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Income tax expense (benefit)	\$ 357,011	\$ 2,022,287	\$ (6,136)	\$ 2,822,544
Effective income tax rate	102.7%	44.2%	102.7%	44.2%

For the three and six months ended June 30, 2013, the Company's statutory Federal income tax rate of 34.0% increased to the effective income tax rate of 102.7% as a result of an increase in the tax rate in Puerto Rico from 30% to 39% that will not generate offsetting U.S. income tax credits, the loss of a deferred tax asset as a result of the increase in the tax rate in Puerto Rico, permanent differences as a result of costs related the Transaction, and statutory taxes. For the three and six months ended June 30, 2012, the Company's statutory Federal income tax rate of 34.0% increased to the effective income tax rate of 44.2% as a result of increases in taxes in Puerto Rico that will not generate offsetting U.S. tax credits and permanent differences for meals and entertainment, respectively.

**Note 6. Long-Term Debt**

Long-term debt as of June 30, 2013 and December 31, 2012 consists of the following:

	June 30, 2013	December 31, 2012
Senior Notes due March 2016	\$ 54,789,000	\$ 57,012,000
Senior Notes due June 2017	30,520,470	
Less: current portion	(9,761,102)	(4,608,000)
	\$ 75,548,368	\$ 52,404,000

**Senior Notes due March 2016:** On March 31, 2011, InterMedia Español, Inc. and Televiscentro of Puerto Rico, LLC, collectively known in this note as the Borrowers, entered into a loan agreement that included a \$66,000,000 term loan and a \$10,000,000 revolving credit line with a maturity of March 31, 2016. The loan is guaranteed by WAPA Holdings, LLC, the direct holding company of InterMedia Español, Inc. and Televiscentro of Puerto Rico, LLC, and its wholly-owned subsidiaries other than the Borrowers and secured by a first-priority perfected lien on all capital stock of and equity interests in each of the Borrowers and all other property and assets (tangible and intangible) of the Borrowers, whenever acquired and wherever located, subject to certain exceptions. The proceeds from the term loan were used to pay off in full a pre-existing loan, to finance a distribution to the WAPA member, and to, pay fees and expenses associated with the financing.

The loan bears interest at LIBOR rate plus an applicable LIBOR rate margin, or at a base rate plus an applicable base rate margin both as amended from time to time based upon the consolidated leverage ratio for the last day of the most recent fiscal quarter, which as of June 30, 2013 was 3.69%. Amounts outstanding under the term loan due as of June 30, 2013 and December 31, 2012 were \$54,789,000 and \$57,012,000, respectively.

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The term loan principal payments shall be payable on quarterly due dates commencing July 15, 2011 and a final installment on March 31, 2016.

In addition, pursuant to the terms of the loan, within 130 days after the end of each fiscal year, the Borrowers shall make a prepayment of the loan principal in an amount equal to 50% of the excess cash flow of the most recently completed fiscal year. Excess cash flow is generally defined as net income plus depreciation and amortization expense, less mandatory prepayments of the term loan, interest charges, income taxes and capital expenditures, and adjusted for the change in working capital. The percentage of the excess cash flow used to determine the amount of the prepayment of the loan declines from 50% to 25% at a lower leverage ratio for the Borrowers.



There is an annual commitment fee of 0.75%, paid quarterly, on the revolving credit line for the unfunded amounts calculated daily as the amount by which the aggregate revolving credit line limit exceeds the aggregate outstanding unpaid principal amount. The commitment fees were approximately \$18,493 and \$18,904 for the three months ended June 30, 2013 and 2012, respectively, and \$37,192 and \$37,603 for the six months ended June 30, 2013 and 2012, respectively. As of June 30, 2013 and December 31, 2012, there were no outstanding balances due under the revolving credit commitment.

The credit facilities require that the Borrowers maintain certain financial ratios and restrict certain expenditures. As of June 30, 2013, the Borrowers were in compliance with all the loan covenants.

On April 13, 2011, WAPA entered into a two-year interest rate swap agreement with an initial notional amount of \$33,000,000 to receive interest at a variable rate equal to three (3) months LIBOR and to pay interest at a fixed rate of 1.143%. The interest rate swap agreement expired on April 15, 2013. As of June 30, 2013 and December 31, 2012, this interest rate swap agreement had a fair value of \$0 and \$122,032, respectively, and is recognized in other accrued expenses on the consolidated balance sheets. The Company recognized additional financing income of \$61,230 and \$43,140 for the three months ended June 30, 2013 and 2012, respectively, and \$122,032 and \$33,059 for the six months ended June 30, 2013 and 2012, respectively, related to the change in the fair value of the interest rate swap agreement, which is included in interest expense, net on the consolidated statements of operations.

**Senior Notes due June 2017:** During 2011, Cinelatino amended its credit facility with a financial institution and maximum borrowings were increased to \$40,000,000. The loan is collateralized by the Cinelatino's assets and common stock, which the stockholder has pledged, and is guaranteed by the Company's subsidiary. Principal and interest payments are due quarterly with interest at LIBOR plus 4% (4.27% as of June 30, 2013) through June 2017, at which time a balloon payment of the remaining principal is due. Amounts outstanding under the term loan due as of June 30, 2013 and December 31, 2012 were \$30,520,470 and \$0, respectively.

Pursuant to the terms of the term loan agreement, within 95 days after the end of each fiscal year, the Company must make a prepayment of the loan principal. The prepayment is an amount equal to 50% of the excess cash flow of the most recently completed fiscal year, if the leverage ratio, as calculated as of the last day of such fiscal year, is 2.5 to 1.00 or greater, or 25% of such excess cash flow if the leverage ratio as of the last day of such fiscal year is less than 2.50 to 1.00. Excess cash flow is generally defined as net income plus depreciation and amortization expense, less mandatory prepayments of the term loan, interest charges, income taxes, and capital expenditures, and adjusted for the change in working capital.

The credit facilities require that the Cinelatino maintain certain financial ratios. As of June 30, 2013, Cinelatino was in compliance with all the loan covenants.

Following are maturities of long-term debt, as of June 30, 2013:

Year Ending December 31,	
Remainder of 2013	\$ 4,225,051
2014	12,128,102
2015	15,688,127
2016	38,388,152
2017	14,880,038

\$ 85,309,470

**Note 7. Stockholder s Equity**

*Capitalization*

On April 4, 2013, the merger by and among Cinelatino, WAPA and Azteca providing for the combination of Cinelatin