

NEXSTAR BROADCASTING GROUP INC  
Form 8-K  
February 12, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 12, 2013

**Nexstar Broadcasting Group, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-50478**  
(Commission  
File Number)

**23-3083125**  
(I.R.S. Employer  
Identification No.)

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**5215 N. O Connor Boulevard**

**Suite 1400**

**Irving, Texas 75039**

**(Address of Principal Executive Offices, including Zip Code)**

**(972) 373-8800**

**(Registrant's Telephone Number, including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 6, 2013, Nexstar Broadcasting Group, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated (the Underwriter ) and ABRY Broadcast Partners II, L.P. and ABRY Broadcast Partners III, L.P. (collectively, the Selling Stockholders ), pursuant to which the Selling Stockholders agreed to sell 3,000,000 shares of the Company s Class A common stock, par value \$0.01 per share (the Common Stock ), to the Underwriter at a price of \$13.75 per share (the Firm Shares ). The Company did not receive any of the proceeds from the Selling Stockholders sale of the Firm Shares. The offering of the Firm Shares closed on February 12, 2013.

In addition, the Selling Stockholders provided the Underwriter with a 30-day option from the date of the preliminary prospectus supplement to purchase up to an additional 450,000 shares of Common Stock. This option has not been exercised as of the date of this filing.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company and the Selling Stockholders. It also provides that the Company and the Selling Stockholders will indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933 (the Securities Act ), or contribute to payments the Underwriter may be required to make because of any of those liabilities.

These representations and warranties of the parties contained in the Underwriting Agreement have been made solely for the benefit of the other parties to the Underwriting Agreement and:

should not be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

may have been qualified in the Underwriting Agreement by disclosures that were made to the other party in connection with the negotiation of the Underwriting Agreement;

may apply contract standards of materiality that are different from materiality under the applicable securities laws; and

were made only as of the date of the Underwriting Agreement or such other date or dates as may be specified in the Underwriting Agreement.

The foregoing summary of the Underwriting Agreement is qualified by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated herein by reference.

**Item 8.01 Other Events.**

On February 12, 2013, the Company issued a news release announcing the closing of the previously announced underwritten secondary offering of Common Stock by the Selling Stockholders. A copy of the news release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit No.	Description
1.1	Underwriting Agreement by and among Nexstar Broadcasting Group, Inc., the selling stockholders named therein, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, dated February 6, 2013.
99.1	News Release, dated February 12, 2013, issued by Nexstar Broadcasting Group, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: February 12, 2013

**NEXSTAR BROADCASTING GROUP, INC.**

By: /s/ Thomas E. Carter

Name: Thomas E. Carter

Title: Executive Vice President Finance and Chief Financial Officer

**EXHIBIT INDEX**

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