

Tolston Alex J
 Form 4
 April 10, 2019

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 *
 Tolston Alex J

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Gen Counsel & Corp. Sec'y

(Last) (First) (Middle)
 C/O HEMISPHERE MEDIA GROUP, INC., 4000 PONCE DE LEON BLVD., SUITE 650
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/09/2019

CORAL GABLES, FL 33146
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
CLASS A COMMON STOCK	04/09/2019		F		3,280 <u>(1)</u>	D	\$ 14.82 <u>(2)</u>
					35,797	D	

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

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SEC 1474 (9-02)

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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. Nu
				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

Tolston Alex J
C/O HEMISPHERE MEDIA GROUP, INC.
4000 PONCE DE LEON BLVD., SUITE 650
CORAL GABLES, FL 33146

EVP, Gen Counsel & Corp. Sec'y

Signatures

/s/ Alex J. 04/10/2019
Tolston

**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) In accordance with the Hemisphere Media Group, Inc. (the "Company") Amended and Restated 2013 Equity Incentive Plan (the "Plan"), the Reporting Person returned shares of the Company's Class A common stock, par value \$0.0001 per share ("Class A common stock") to the Company for the purpose of paying the Reporting Person's withholding taxes due upon the vesting of restricted shares of Class A common stock previously awarded to the Reporting Person under the Plan. The disposition is exempt in accordance with Rule 16b-3.
- (2) The fair market value of the Class A common stock at the close of trading on April 9, 2019, the date of vesting, was used to calculate the number of shares deducted to satisfy the Reporting Person's tax withholding obligations.

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.