

Millennial Media Inc.  
Form 3  
October 26, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

VERIZON  
COMMUNICATIONS INC

(Last) (First) (Middle)

1095 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
10/23/2015

3. Issuer Name and Ticker or Trading Symbol  
Millennial Media Inc. [MM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock, par value \$0.001 per share <sup>(1)</sup>  
(2)

2. Amount of Securities Beneficially Owned (Instr. 4)

143,069,607

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

I <sup>(3)</sup>

4. Nature of Indirect Beneficial Ownership (Instr. 5)

See Footnote <sup>(3)</sup>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERIZON COMMUNICATIONS INC 1095 AVENUE OF THE AMERICAS NEW YORK, NY 10036		X		
AOL Inc. 770 BROADWAY NEW YORK, NY 10003		X		

## Signatures

/s/ William L. Horton Jr., Verizon Communications Inc. By: William L. Horton Jr., Senior Vice President, Deputy General Counsel and Corporate Secretary 10/26/2015

Signature of Reporting Person Date

/s/ Julie M. Jacobs, AOL Inc., By: Julie M. Jacobs, Executive Vice President, General Counsel and Corporate Secretary 10/26/2015

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) This form is a joint filing by Verizon Communications Inc. ("Verizon") and AOL Inc., a direct wholly owned subsidiary of Verizon ("AOL").  
Includes shares of Common Stock, par value \$0.001 per share (the "Shares"), of Millennial Media, Inc. ("Millennial") acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated September 3, 2015 (the "Merger Agreement"), by and among AOL, Mars Acquisition Sub, Inc., a direct wholly owned subsidiary of AOL ("Acquisition Corp."), and Millennial (such tender offer, the "Offer"). Also includes all of the outstanding Shares not tendered in the Offer, which may be deemed to have been acquired by Verizon and AOL pursuant to the consummation of the transactions contemplated by the Merger Agreement.
- (3) As Acquisition Corp. was a direct wholly owned subsidiary of AOL, and AOL is a direct wholly owned subsidiary of Verizon, each of AOL and Verizon may be deemed to have acquired indirect beneficial ownership of the Shares.

Remarks:  
Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

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.