

NEXSTAR MEDIA GROUP, INC.
 Form 3
 January 25, 2017

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

OMB APPROVAL

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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 * Å Kniewski Diane (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/17/2017 | 3. Issuer Name and Ticker or Trading Symbol NEXSTAR MEDIA GROUP, INC. [NXST] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SEE REMARKS | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|---|---|--|

C/O NEXSTAR MEDIA GROUP, INC., Å 545 E. JOHN CARPENTER FREEWAY, SUITE 700
 (Street)

IRVING, Å TX Å 75062
 (City) (State) (Zip)

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) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 1,031 ⁽¹⁾ ⁽²⁾ | D | Å |

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

SEC 1473 (7-02)

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

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) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| 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 |
| Kniewski Diane C/O NEXSTAR MEDIA GROUP, INC. 545 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX 75062 | ^ | ^ | ^ SEE REMARKS | ^ |

Signatures

| | |
|---|------------|
| /s/ Mark Hoyla, Attorney-in-Fact for Diane Kniewski | 01/25/2017 |
| **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).
- Pursuant to the Agreement and Plan of Merger, dated as of January 27, 2016 (the "Merger Agreement"), by and among Nexstar Media Group, Inc. (formerly known as Nexstar Broadcasting Group, Inc.) ("Nexstar"), Media General, Inc. ("Media General"), and Neptune Merger Sub, Inc., upon the consummation of the merger contemplated by the Merger Agreement (the "Merger") on January 17, 2017: (x) each share of Media General's voting common stock, no par value ("Media General Common Stock"), held by the reporting person prior to the effective time of the Merger (the "Effective Time") was converted into
- (continued) the right to receive (i) \$10.55 in cash, without interest, (ii) 0.1249 of a share of Nexstar's Class A common stock, par value \$0.01 per share ("Class A Common Stock"), and (iii) potential additional consideration in the form of a contingent value right; and (y)
- (2) each share of restricted Media General Common Stock, whether vested or unvested, held immediately prior to the Effective Time became fully vested at such time and all restrictions on such restricted Media General Common Stock lapsed, with such shares of Media General Common Stock converting into the right to receive 0.1249 of a share of Class A Common Stock.

^

Remarks:

SVP and Regional Manager, Nexstar Broadcasting, Inc.

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.