

LIN Media LLC
Form 4/A
August 06, 2013

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 *
MUSE JOHN R

(Last) (First) (Middle)

C/O HICKS, MUSE, TATE & FURST INCORP., 200 CRESCENT COURT, SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIN Media LLC [LIN]

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2013

4. If Amendment, Date Original Filed (Month/Day/Year)
08/01/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | 07/30/2013 | | S ⁽¹⁾ | 1,237 D | \$ 15.02 1,907,443 | I ⁽²⁾ ⁽³⁾ ⁽⁴⁾ | See footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ |
| Class A Common Stock | 07/30/2013 | | S ⁽⁵⁾ | 27 D | \$ 15.02 1,907,416 | I ⁽⁴⁾ ⁽⁶⁾ | See footnotes ⁽⁴⁾ ⁽⁶⁾ |
| Class A Common Stock | 07/30/2013 | | S ⁽⁷⁾ | 195 D | \$ 15.02 1,907,221 | I ⁽⁴⁾ ⁽⁸⁾ | See footnotes ⁽⁴⁾ ⁽⁸⁾ |
| Class A Common Stock | 07/30/2013 | | S ⁽⁹⁾ | 452,541 D | \$ 1,454,680 | I ⁽⁴⁾ ⁽¹⁰⁾ | See |

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| | | | | | | | | | |
|----------------------|------------|--|-------------------|---------|-------|----------|-----------|------------|------------------------|
| Common Stock | | | | | 15.02 | | | | footnotes (4) (10) |
| Class A Common Stock | 07/31/2013 | | S ⁽¹¹⁾ | 442 | D | \$ 16.28 | 1,454,238 | I (4) (12) | See footnotes (4) (12) |
| Class A Common Stock | 07/31/2013 | | S ⁽¹³⁾ | 10 | D | \$ 16.28 | 1,454,228 | I (4) (14) | See footnotes (4) (14) |
| Class A Common Stock | 07/31/2013 | | S ⁽¹⁵⁾ | 70 | D | \$ 16.28 | 1,454,158 | I (4) (16) | See footnotes (4) (16) |
| Class A Common Stock | 07/31/2013 | | S ⁽¹⁷⁾ | 161,778 | D | \$ 16.28 | 1,292,380 | I (4) (18) | See footnotes (4) (18) |

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

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SEC 1474 (9-02)

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 |
| MUSE JOHN R C/O HICKS, MUSE, TATE & FURST INCORP. 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201 | X |

Signatures

/s/ William G. Neisel, attorney-in-fact for John R. Muse

08/06/2013

__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) On July 30, 2013, Mr. Muse sold 1,237 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "Exchange Act").
- (2) Of the 1,907,443 shares of Class A Common Stock, (a) 3,965 shares are directly owned by Mr. Muse, (b) 112 shares are directly owned by Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), (c) 817 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (d) 1,470,831 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (e) 19,235 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (f) 2,561 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (Continued in Footnote 3)
- (3) (g) 380,838 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (h) 5,909 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), and (i) 23,175 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."). Except for the 3,965 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (4) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co. In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive powers over the LIN TV securities held by the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co.
- (5) On July 30, 2013, MFE sold 27 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein
- (6) Of the 1,907,416 shares of Class A Common Stock, (a) 3,965 shares are directly owned by Mr. Muse, (b) 85 shares are directly owned by MFE, (c) 817 shares are directly owned by JRM, (d) 1,470,831 shares are directly owned by Fund III, (e) 19,235 shares are directly owned by HM3 Coinvestors, (f) 2,561 shares are directly owned by Private Fund IV, (g) 380,838 shares are directly owned by Fund IV, (h) 5,909 shares are directly owned by HM4-EQ Coinvestors, and (i) 23,175 shares are directly owned by HM&Co. Except for the 3,965 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (7) On July 30, 2013, JRM sold 195 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (8) Of the 1,907,221 shares of Class A Common Stock, (a) 3,965 shares are directly owned by Mr. Muse, (b) 85 shares are directly owned by MFE, (c) 622 shares are directly owned by JRM, (d) 1,470,831 shares are directly owned by Fund III, (e) 19,235 shares are directly owned by HM3 Coinvestors, (f) 2,561 shares are directly owned by Private Fund IV, (g) 380,838 shares are directly owned by Fund IV, (h) 5,909 shares are directly owned by HM4-EQ Coinvestors, and (i) 23,175 shares are directly owned by HM&Co. Except for the 3,965 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (9) On July 30, 2013, (a) Fund III sold 349,852 shares of Class A Common Stock, (b) HM3 Coinvestors sold 4,575 shares of Class A Common Stock, (c) Private Fund IV sold 609 shares of Class A Common Stock, (d) Fund IV sold 90,587 shares of Class A Common Stock, (e) HM4-EQ Coinvestors sold 1,406 shares of Class A Common Stock, and (f) HM&Co. sold 5,512 shares of Class A Common Stock, in each case, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (10) Of the 1,454,680 shares of Class A Common Stock, (a) 3,965 shares are directly owned by Mr. Muse, (b) 85 shares are directly owned by MFE, (c) 622 shares are directly owned by JRM, (d) 1,120,979 shares are directly owned by Fund III, (e) 14,660 shares are directly owned by HM3 Coinvestors, (f) 1,952 shares are directly owned by Private Fund IV, (g) 290,251 shares are directly owned by Fund IV, (h) 4,503 shares are directly owned by HM4-EQ Coinvestors, and (i) 17,663 shares are directly owned by HM&Co. Except for the 3,965 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse

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disclaims beneficial ownership of all such shares of Class A Common Stock.

- (11) On July 31, 2013, Mr. Muse sold 442 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act.
- Of the 1,454,238 shares of Class A Common Stock, (a) 3,523 shares are directly owned by Mr. Muse, (b) 85 shares are directly owned by MFE, (c) 622 shares are directly owned by JRM, (d) 1,120,979 shares are directly owned by Fund III, (e) 14,660 shares are directly owned by HM3 Coinvestors, (f) 1,952 shares are directly owned by Private Fund IV, (g) 290,251 shares are directly owned by Fund IV, (h) 4,503 shares are directly owned by HM4-EQ Coinvestors, and (i) 17,663 shares are directly owned by HM&Co. Except for the 3,523 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (12)
- (13) On July 31, 2013, MFE sold 10 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- Of the 1,454,228 shares of Class A Common Stock, (a) 3,523 shares are directly owned by Mr. Muse, (b) 75 shares are directly owned by MFE, (c) 622 shares are directly owned by JRM, (d) 1,120,979 shares are directly owned by Fund III, (e) 14,660 shares are directly owned by HM3 Coinvestors, (f) 1,952 shares are directly owned by Private Fund IV, (g) 290,251 shares are directly owned by Fund IV, (h) 4,503 shares are directly owned by HM4-EQ Coinvestors, and (i) 17,663 shares are directly owned by HM&Co. Except for the 3,523 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (14)
- (15) On July 31, 2013, JRM sold 70 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- Of the 1,454,158 shares of Class A Common Stock, (a) 3,523 shares are directly owned by Mr. Muse, (b) 75 shares are directly owned by MFE, (c) 552 shares are directly owned by JRM, (d) 1,120,979 shares are directly owned by Fund III, (e) 14,660 shares are directly owned by HM3 Coinvestors, (f) 1,952 shares are directly owned by Private Fund IV, (g) 290,251 shares are directly owned by Fund IV, (h) 4,503 shares are directly owned by HM4-EQ Coinvestors, and (i) 17,663 shares are directly owned by HM&Co. Except for the 3,523 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (16)
- (17) On July 31, 2013, (a) Fund III sold 125,067 shares of Class A Common Stock, (b) HM3 Coinvestors sold 1,636 shares of Class A Common Stock, (c) Private Fund IV sold 218 shares of Class A Common Stock, (d) Fund IV sold 32,384 shares of Class A Common Stock, (e) HM4-EQ Coinvestors sold 503 shares of Class A Common Stock, and (f) HM&Co. sold 1,970 shares of Class A Common Stock, in each case, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- Of the 1,292,380 shares of Class A Common Stock, (a) 3,523 shares are directly owned by Mr. Muse, (b) 75 shares are directly owned by MFE, (c) 552 shares are directly owned by JRM, (d) 995,912 shares are directly owned by Fund III, (e) 13,024 shares are directly owned by HM3 Coinvestors, (f) 1,734 shares are directly owned by Private Fund IV, (g) 257,867 shares are directly owned by Fund IV, (h) 4,000 shares are directly owned by HM4-EQ Coinvestors, and (i) 15,693 shares are directly owned by HM&Co. Except for the 3,523 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (18)

Remarks:

On July 31, 2013, LIN Media LLC became the successor to LIN TV Corp. pursuant to a merger. The merger resulted in LIN I

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