

HEMISPHERE MEDIA GROUP, INC.

Form 4

November 06, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Luxor Capital Group, LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2013

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

1114 AVENUE OF THE AMERICAS, 29TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10036

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	11/04/2013		P		305,300	A	\$ 9.75	1,020,346	I ⁽²⁾	By Luxor Capital Partners, LP
Class A Common Stock ⁽¹⁾	11/04/2013		P		30,159	A	\$ 9.75	89,575	I ⁽³⁾	By Separately Managed Account
Class A Common Stock ⁽¹⁾	11/04/2013		P		476,108	A	\$ 9.75	1,618,652	I ⁽⁴⁾	By Luxor Capital Partners

Class A Common Stock ⁽¹⁾	11/04/2013	P	98,200	A	\$ 9.75	1,333,693	I ⁽⁵⁾	Offshore Master Fund, LP By Luxor Wavefront, LP
Class A Common Stock ⁽¹⁾	11/04/2013	P	135,099	A	\$ 9.7497	1,155,445	I ⁽²⁾	Luxor Capital Partners, LP
Class A Common Stock ⁽¹⁾	11/04/2013	P	13,300	A	\$ 9.7497	102,875	I ⁽³⁾	By Separately Managed Account
Class A Common Stock ⁽¹⁾	11/04/2013	P	210,502	A	\$ 9.7497	1,829,154	I ⁽⁴⁾	By Luxor Capital Partners Offshore Master Fund, LP
Class A Common Stock ⁽¹⁾	11/04/2013	P	43,499	A	\$ 9.7497	1,377,192	I ⁽⁵⁾	By Luxor Wavefront, LP
Class A Common Stock ⁽¹⁾						83,001	I ⁽⁶⁾	By Luxor Spectrum Offshore Master Fund, LP

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

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036		X		
LUXOR CAPITAL PARTNERS OFFSHORE LTD C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE GEORGE TOWN, E9 00000		X		
Luxor Capital Partners, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036		X		
Luxor Wavefront, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036		X		
LUXOR SPECTRUM OFFSHORE LTD C/O MAPLES CORPORATE SERVICES LTD P.O. BOX 309 GT GEORGE TOWN, E9 KY1-1104		X		

Signatures

Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

11/06/2013

__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) This Form 4 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"), Luxor Wavefront, LP ("Wavefront Fund"), Luxor Spectrum Offshore Master Fund, LP ("Spectrum Offshore Master Fund"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.
- (2) Shares owned directly by Onshore Fund. Luxor Capital Group, as the investment manager of Onshore Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of

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Common Stock owned directly by Onshore Fund.

Shares held in an account separately managed by Luxor Capital Group (the "Separately Managed Account"). Luxor Capital Group, as the investment manager of the Separately Managed Account, may be deemed to beneficially own the shares of Common Stock held in the

- (3) Separately Managed Account. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock held in the Separately Managed Account.

Shares owned directly by Offshore Master Fund. Luxor Capital Group, as the investment manager of Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund.

- (5) Shares owned directly by Wavefront Fund. Luxor Capital Group, as the investment manager of Wavefront Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Wavefront Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Wavefront Fund.

- (6) Shares owned directly by Spectrum Offshore Master Fund. Luxor Capital Group, as the investment manager of Spectrum Offshore Master Fund may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Offshore Master Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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