

MEDIA GENERAL INC

Form 4

June 14, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
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Section 16.
Form 4 or
Form 5
obligations
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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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUSE JOHN R

(Last) (First) (Middle)

**2100 MCKINNEY AVENUE,
SUITE 1600**

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MEDIA GENERAL INC [MEG]

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

06/10/2016

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

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)
			Code	V	Amount	(A) or (D) Price		
Voting Common Stock	06/10/2016		S ⁽¹⁾		520	D \$ 17.6796 ⁽²⁾	98,917	D
Voting Common Stock	06/10/2016		S ⁽³⁾		2	D \$ 17.6796 ⁽²⁾	11,449,214	I
Voting Common Stock	06/10/2016		S ⁽⁷⁾		16	D \$ 17.6796 ⁽²⁾	11,449,198	I
Voting Common	06/10/2016		S ⁽⁹⁾		25,818	D \$ 17.6796	11,423,380	I

See
Footnotes
(4) (5) (6)

See
Footnotes
(6) (8)

See
Footnotes

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Stock					(2)			(10) (11)
Voting Common Stock	06/10/2016	S ⁽¹²⁾	337	D	\$ 17.6796 (2)	11,423,043	I	See Footnotes (11) (13)
Voting Common Stock	06/10/2016	S ⁽¹⁴⁾	6,685	D	\$ 17.6796 (2)	11,416,358	I	See Footnotes (11) (15)
Voting Common Stock	06/10/2016	S ⁽¹⁶⁾	45	D	\$ 17.6796 (2)	11,416,313	I	See Footnotes (11) (17)
Voting Common Stock	06/10/2016	S ⁽¹⁸⁾	104	D	\$ 17.6796 (2)	11,416,209	I	See Footnotes (11) (19)
Voting Common Stock	06/10/2016	S ⁽²⁰⁾	359	D	\$ 17.6796 (2)	11,415,850	I	See Footnotes (11) (21)
Voting Common Stock	06/10/2016	S ⁽²²⁾	14	D	\$ 17.6796 (2)	11,415,836	I	See Footnotes (11) (23)
Voting Common Stock	06/13/2016	S ⁽²⁴⁾	761	D	\$ 17.7185 (25)	98,156	D	
Voting Common Stock	06/13/2016	S ⁽²⁶⁾	4	D	\$ 17.7185 (25)	11,415,832	I	See Footnotes (6) (27)
Voting Common Stock	06/13/2016	S ⁽²⁸⁾	20	D	\$ 17.7185 (25)	11,415,812	I	See Footnotes (6) (29)
Voting Common Stock	06/13/2016	S ⁽³⁰⁾	37,776	D	\$ 17.7185 (25)	11,378,036	I	See Footnotes (11) (31)
Voting Common Stock	06/13/2016	S ⁽³²⁾	494	D	\$ 17.7185 (25)	11,377,542	I	See Footnotes (11) (33)
Voting Common Stock	06/13/2016	S ⁽³⁴⁾	9,781	D	\$ 17.7185 (25)	11,367,761	I	See Footnotes (11) (35)
Voting Common Stock	06/13/2016	S ⁽³⁶⁾	66	D	\$ 17.7185 (25)	11,367,695	I	See Footnotes (11) (37)
Voting Common Stock	06/13/2016	S ⁽³⁸⁾	152	D	\$ 17.7185 (25)	11,367,543	I	See Footnotes (11) (39)

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Voting					\$			See
Common	06/13/2016	S ⁽⁴⁰⁾	525	D	17.7185	11,367,018	I	Footnotes
Stock					(25)			(11) (41)
Voting					\$			See
Common	06/13/2016	S ⁽⁴²⁾	21	D	17.7185	11,366,997	I	Footnotes
Stock					(25)			(11) (43)

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

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.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
2100 MCKINNEY AVENUE, SUITE 1600 X
DALLAS, TX 75201

Signatures

/s/ David W. Knickel,
attorney-in-fact 06/14/2016

**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).

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- (1) On June 10, 2016, Mr. Muse sold 520 shares of Voting Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan").

The shares were sold in multiple trades at prices ranging from \$17.61 to \$17.83. The price reported above reflects the weighted average sale price. Mr. Muse hereby undertakes to provide to the Securities and Exchange Commission staff (the "Staff"), the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (2) On June 10, 2016, Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), sold 2 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,449,214 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,927 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (c) 8,855,759 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (d) 115,804 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (e) 2,293,007 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (f) 15,423 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (g) 35,584 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), (h) 123,198 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), (Continued in footnote 5)
- (3) and (i) 4,829 shares are directly owned by HM Capital Partners I LP, a Delaware limited partnership ("HMCP I").
- (4) MFE and JRM are both indirectly beneficially owned by Mr. Muse. However, Mr. Muse disclaims beneficial ownership of the issuer's securities held of record by MFE and JRM except to the extent of his pecuniary interest therein.
- (5) On June 10, 2016, JRM sold 16 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,449,198 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,855,759 shares are directly owned by Fund III, (d) 115,804 shares are directly owned by HM3 Coinvestors, (e) 2,293,007 shares are directly owned by Fund IV, (f) 15,423 shares are directly owned by Private Fund IV, (g) 35,584 shares are directly owned by HM4-EQ Coinvestors, (h) 123,198 shares are directly owned by HM&Co. and (i) 4,829 shares are directly owned by HMCP I.
- (6) On June 10, 2016, Fund III sold 25,818 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,423,380 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,804 shares are directly owned by HM3 Coinvestors, (e) 2,293,007 shares are directly owned by Fund IV, (f) 15,423 shares are directly owned by Private Fund IV, (g) 35,584 shares are directly owned by HM4-EQ Coinvestors, (h) 123,198 shares are directly owned by HM&Co. and (i) 4,829 shares are directly owned by HMCP I.
- (7) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I. In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive power over the issuer's securities held by the ultimate general partner of each of Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I. Accordingly, Mr. Muse may be deemed to beneficially own all of the issuer's securities held directly by Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I. However, Mr. Muse disclaims beneficial ownership of the issuer's securities held by Fund III, HM3 Coinvestors, Fund IV, Private Fund IV, HM4-EQ Coinvestors, HM&Co. and HMCP I except to the extent of his pecuniary interest therein.
- (8) On June 10, 2016, HM3 Coinvestors sold 337 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,423,043 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,293,007 shares are directly owned by Fund IV, (f) 15,423 shares are directly owned by Private Fund IV, (g) 35,584 shares are directly owned by HM4-EQ Coinvestors, (h) 123,198 shares are directly owned by HM&Co. and (i) 4,829 shares are directly owned by HMCP I.
- (9) On June 10, 2016, Fund IV sold 6,685 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,416,358 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,423 shares are directly owned by Private Fund IV, (g) 35,584 shares are directly owned by HM4-EQ Coinvestors, (h) 123,198 shares are directly owned by HM&Co. and (i) 4,829 shares are directly owned by HMCP I.
- (10) On June 10, 2016, Private Fund IV sold 45 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 11,416,313 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,584 shares are directly owned by HM4-EQ Coinvestors, (h) 123,198 shares are directly owned by HM&Co. and (i) 4,829 shares are directly owned by HMCP I.
- (11) On June 10, 2016, HM4-EQ Coinvestors sold 104 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

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- (19) Of the 11,416,209 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 123,198 shares are directly owned by HM&Co. and (i) 4,829 shares are directly owned by HMCP I.
- (20) On June 10, 2016, HM&Co. sold 359 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (21) Of the 11,415,850 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,829 shares are directly owned by HMCP I.
- (22) On June 10, 2016, HMCP I sold 14 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (23) Of the 11,415,836 shares of Voting Common Stock, (a) 683 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.
- (24) On June 13, 2016, Mr. Muse sold 761 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (25) The shares were sold in multiple trades at prices ranging from \$17.64 to \$17.79. The price reported above reflects the weighted average sale price. Mr. Muse hereby undertakes to provide to the Staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (26) On June 13, 2016, MFE sold 4 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (27) Of the 11,415,832 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,911 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.
- (28) On June 13, 2016, JRM sold 20 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (29) Of the 11,415,812 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM, (c) 8,829,941 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.
- (30) On June 13, 2016, Fund III sold 37,776 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (31) Of the 11,378,036 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM, (c) 8,792,165 shares are directly owned by Fund III, (d) 115,467 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.
- (32) On June 13, 2016, HM3 Coinvestors sold 494 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (33) Of the 11,377,542 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM, (c) 8,792,165 shares are directly owned by Fund III, (d) 114,973 shares are directly owned by HM3 Coinvestors, (e) 2,286,322 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.
- (34) On June 13, 2016, Fund IV sold 9,781 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (35) Of the 11,367,761 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM, (c) 8,792,165 shares are directly owned by Fund III, (d) 114,973 shares are directly owned by HM3 Coinvestors, (e) 2,276,541 shares are directly owned by Fund IV, (f) 15,378 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.
- (36) On June 13, 2016, Private Fund IV sold 66 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (37) Of the 11,367,695 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM, (c) 8,792,165 shares are directly owned by Fund III, (d) 114,973 shares are directly owned by HM3 Coinvestors, (e) 2,276,541 shares are directly owned by Fund IV, (f) 15,312 shares are directly owned by Private Fund IV, (g) 35,480 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.
- (38) On June 13, 2016, HM4-EQ Coinvestors sold 152 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (39)

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Of the 11,367,543 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM, (c) 8,792,165 shares are directly owned by Fund III, (d) 114,973 shares are directly owned by HM3 Coinvestors, (e) 2,276,541 shares are directly owned by Fund IV, (f) 15,312 shares are directly owned by Private Fund IV, (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, (h) 122,839 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.

(40) On June 13, 2016, HM&Co. sold 525 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(41) Of the 11,367,018 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM, (c) 8,792,165 shares are directly owned by Fund III, (d) 114,973 shares are directly owned by HM3 Coinvestors, (e) 2,276,541 shares are directly owned by Fund IV, (f) 15,312 shares are directly owned by Private Fund IV, (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, (h) 122,314 shares are directly owned by HM&Co. and (i) 4,815 shares are directly owned by HMCP I.

(42) On June 13, 2016, HMCP I sold 21 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(43) Of the 11,366,997 shares of Voting Common Stock, (a) 679 shares are directly owned by MFE, (b) 4,891 shares are directly owned by JRM, (c) 8,792,165 shares are directly owned by Fund III, (d) 114,973 shares are directly owned by HM3 Coinvestors, (e) 2,276,541 shares are directly owned by Fund IV, (f) 15,312 shares are directly owned by Private Fund IV, (g) 35,328 shares are directly owned by HM4-EQ Coinvestors, (h) 122,314 shares are directly owned by HM&Co. and (i) 4,794 shares are directly owned by HMCP I.

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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