

MEDIA GENERAL INC
Form 4
July 14, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MUSE JOHN R

2. Issuer Name and Ticker or Trading Symbol
MEDIA GENERAL INC [NYSE: MEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/12/2016

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

2100 MCKINNEY AVENUE,
SUITE 1600

(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
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Voting Common Stock | 07/12/2016 | | S ⁽¹⁾ | 800 | D | \$ 17.8662 (2) | 51,267 D |
| Voting Common Stock | 07/12/2016 | | S ⁽³⁾ | 3 | D | \$ 17.8662 (2) | 8,409,683 I See Footnotes (4) (5) (6) |
| Voting Common Stock | 07/12/2016 | | S ⁽⁷⁾ | 22 | D | \$ 17.8662 (2) | 8,409,661 I See Footnotes (6) (8) |
| Voting Common Stock | 07/12/2016 | | S ⁽⁹⁾ | 39,680 | D | \$ | 8,369,981 I See |

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| | | | | | | | | | |
|---------------------------|------------|--------------|--------|---|---------------------------------|-----------|---|--|---|
| Common Stock | | | | | 17.8662 <u>(2)</u> | | | | Footnotes <u>(10)</u> <u>(11)</u> |
| Voting Common Stock | 07/12/2016 | <u>S(12)</u> | 519 | D | \$ 17.8662 <u>(2)</u> | 8,369,462 | I | | See Footnotes <u>(11)</u> <u>(13)</u> |
| Voting Common Stock | 07/12/2016 | <u>S(14)</u> | 10,274 | D | \$ 17.8662 <u>(2)</u> | 8,359,188 | I | | See Footnotes <u>(11)</u> <u>(15)</u> |
| Voting Common Stock | 07/12/2016 | <u>S(16)</u> | 69 | D | \$ 17.8662 <u>(2)</u> | 8,359,119 | I | | See Footnotes <u>(11)</u> <u>(17)</u> |
| Voting Common Stock | 07/12/2016 | <u>S(18)</u> | 159 | D | \$ 17.8662 <u>(2)</u> | 8,358,960 | I | | See Footnotes <u>(11)</u> <u>(19)</u> |
| Voting Common Stock | 07/12/2016 | <u>S(20)</u> | 552 | D | \$ 17.8662 <u>(2)</u> | 8,358,408 | I | | See Footnotes <u>(11)</u> <u>(21)</u> |
| Voting Common Stock | 07/12/2016 | <u>S(22)</u> | 22 | D | \$ 17.8662 <u>(2)</u> | 8,358,386 | I | | See Footnotes <u>(11)</u> <u>(23)</u> |
| Voting Common Stock | 07/13/2016 | <u>S(24)</u> | 780 | D | \$ <u>17.779</u> <u>(25)</u> | 50,487 | D | | |
| Voting Common Stock | 07/13/2016 | <u>S(26)</u> | 3 | D | \$ <u>17.779</u> <u>(25)</u> | 8,358,383 | I | | See Footnotes <u>(6)</u> <u>(27)</u> |
| Voting Common Stock | 07/13/2016 | <u>S(28)</u> | 22 | D | \$ <u>17.779</u> <u>(25)</u> | 8,358,361 | I | | See Footnotes <u>(6)</u> <u>(29)</u> |
| Voting Common Stock | 07/13/2016 | <u>S(30)</u> | 38,711 | D | \$ <u>17.779</u> <u>(25)</u> | 8,319,650 | I | | See Footnotes <u>(11)</u> <u>(31)</u> |
| Voting Common Stock | 07/13/2016 | <u>S(32)</u> | 506 | D | \$ <u>17.779</u> <u>(25)</u> | 8,319,144 | I | | See Footnotes <u>(11)</u> <u>(33)</u> |
| Voting Common Stock | 07/13/2016 | <u>S(34)</u> | 10,023 | D | \$ <u>17.779</u> <u>(25)</u> | 8,309,121 | I | | See Footnotes <u>(11)</u> <u>(35)</u> |
| Voting Common Stock | 07/13/2016 | <u>S(36)</u> | 67 | D | \$ <u>17.779</u> <u>(25)</u> | 8,309,054 | I | | See Footnotes <u>(11)</u> <u>(37)</u> |
| Voting Common Stock | 07/13/2016 | <u>S(38)</u> | 156 | D | \$ <u>17.779</u> <u>(25)</u> | 8,308,898 | I | | See Footnotes <u>(11)</u> <u>(39)</u> |

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- (1) On July 12, 2016, Mr. Muse sold 800 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 \$17.77 to \$17.94. 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 July 12, 2016, Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), sold 3 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 8,409,683 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,619 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (c) 6,504,741 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (d) 85,061 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (e) 1,684,261 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (f) 11,328 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), (h) 90,492 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), (Continued in footnote 5)
- (3) and (i) 3,547 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 July 12, 2016, JRM sold 22 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 8,409,661 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,504,741 shares are directly owned by Fund III, (d) 85,061 shares are directly owned by HM3 Coinvestors, (e) 1,684,261 shares are directly owned by Fund IV, (f) 11,328 shares are directly owned by Private Fund IV, (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, (h) 90,492 shares are directly owned by HM&Co. and (i) 3,547 shares are directly owned by HMCP I.
- (6) On July 12, 2016, Fund III sold 39,680 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 8,369,981 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 85,061 shares are directly owned by HM3 Coinvestors, (e) 1,684,261 shares are directly owned by Fund IV, (f) 11,328 shares are directly owned by Private Fund IV, (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, (h) 90,492 shares are directly owned by HM&Co. and (i) 3,547 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 July 12, 2016, HM3 Coinvestors sold 519 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 8,369,462 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,684,261 shares are directly owned by Fund IV, (f) 11,328 shares are directly owned by Private Fund IV, (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, (h) 90,492 shares are directly owned by HM&Co. and (i) 3,547 shares are directly owned by HMCP I.
- (9) On July 12, 2016, Fund IV sold 10,274 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 8,359,188 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,328 shares are directly owned by Private Fund IV, (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, (h) 90,492 shares are directly owned by HM&Co. and (i) 3,547 shares are directly owned by HMCP I.
- (10) On July 12, 2016, Private Fund IV sold 69 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 8,359,119 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 26,137 shares are directly owned by HM4-EQ Coinvestors, (h) 90,492 shares are directly owned by HM&Co. and (i) 3,547 shares are directly owned by HMCP I.
- (11) On July 12, 2016, HM4-EQ Coinvestors sold 159 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

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- (19) Of the 8,358,960 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 90,492 shares are directly owned by HM&Co. and (i) 3,547 shares are directly owned by HMCP I.
- (20) On July 12, 2016, HM&Co. sold 552 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (21) Of the 8,358,408 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,547 shares are directly owned by HMCP I.
- (22) On July 12, 2016, HMCP I sold 22 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (23) Of the 8,358,386 shares of Voting Common Stock, (a) 497 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.
- (24) On July 13, 2016, Mr. Muse sold 780 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (25) The shares were sold in multiple trades at prices ranging from \$17.71 to \$17.93. 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 July 13, 2016, MFE sold 3 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (27) Of the 8,358,383 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,597 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.
- (28) On July 13, 2016, JRM sold 22 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (29) Of the 8,358,361 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM, (c) 6,465,061 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.
- (30) On July 13, 2016, Fund III sold 38,711 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (31) Of the 8,319,650 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM, (c) 6,426,350 shares are directly owned by Fund III, (d) 84,542 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.
- (32) On July 13, 2016, HM3 Coinvestors sold 506 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (33) Of the 8,319,144 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM, (c) 6,426,350 shares are directly owned by Fund III, (d) 84,036 shares are directly owned by HM3 Coinvestors, (e) 1,673,987 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.
- (34) On July 13, 2016, Fund IV sold 10,023 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (35) Of the 8,309,121 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM, (c) 6,426,350 shares are directly owned by Fund III, (d) 84,036 shares are directly owned by HM3 Coinvestors, (e) 1,663,964 shares are directly owned by Fund IV, (f) 11,259 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.
- (36) On July 13, 2016, Private Fund IV sold 67 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (37) Of the 8,309,054 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM, (c) 6,426,350 shares are directly owned by Fund III, (d) 84,036 shares are directly owned by HM3 Coinvestors, (e) 1,663,964 shares are directly owned by Fund IV, (f) 11,192 shares are directly owned by Private Fund IV, (g) 25,978 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.
- (38) On July 13, 2016, HM4-EQ Coinvestors sold 156 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (39)

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Of the 8,308,898 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM, (c) 6,426,350 shares are directly owned by Fund III, (d) 84,036 shares are directly owned by HM3 Coinvestors, (e) 1,663,964 shares are directly owned by Fund IV, (f) 11,192 shares are directly owned by Private Fund IV, (g) 25,822 shares are directly owned by HM4-EQ Coinvestors, (h) 89,940 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.

(40) On July 13, 2016, HM&Co. sold 539 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(41) Of the 8,308,359 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM, (c) 6,426,350 shares are directly owned by Fund III, (d) 84,036 shares are directly owned by HM3 Coinvestors, (e) 1,663,964 shares are directly owned by Fund IV, (f) 11,192 shares are directly owned by Private Fund IV, (g) 25,822 shares are directly owned by HM4-EQ Coinvestors, (h) 89,401 shares are directly owned by HM&Co. and (i) 3,525 shares are directly owned by HMCP I.

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

(43) Of the 8,308,338 shares of Voting Common Stock, (a) 494 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM, (c) 6,426,350 shares are directly owned by Fund III, (d) 84,036 shares are directly owned by HM3 Coinvestors, (e) 1,663,964 shares are directly owned by Fund IV, (f) 11,192 shares are directly owned by Private Fund IV, (g) 25,822 shares are directly owned by HM4-EQ Coinvestors, (h) 89,401 shares are directly owned by HM&Co. and (i) 3,504 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. 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.