

MEDIA GENERAL INC
Form 4
July 18, 2016

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

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)
07/14/2016

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Voting Common Stock | 07/14/2016 | | S ⁽¹⁾ | | 2,216 | D | \$ 17.852 ⁽²⁾ 48,271 | D | |
| Voting Common Stock | 07/14/2016 | | S ⁽³⁾ | | 8 | D | \$ 17.852 ⁽²⁾ 8,308,330 | I | See Footnotes (4) (5) (6) |
| Voting Common Stock | 07/14/2016 | | S ⁽⁷⁾ | | 61 | D | \$ 17.852 ⁽²⁾ 8,308,269 | I | See Footnotes (6) (8) |
| Voting Common Stock | 07/14/2016 | | S ⁽⁹⁾ | | 109,977 | D | \$ 17.852 8,198,292 | I | See |

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| | | | | | | | | |
|---------------------|------------|--------------|--------|---|---------------------------------|-----------|---|---|
| Common Stock | | | | | <u>(2)</u> | | | Footnotes <u>(10)</u> <u>(11)</u> |
| Voting Common Stock | 07/14/2016 | <u>S(12)</u> | 1,438 | D | \$ <u>17.852</u> <u>(2)</u> | 8,196,854 | I | See Footnotes <u>(11)</u> <u>(13)</u> |
| Voting Common Stock | 07/14/2016 | <u>S(14)</u> | 28,476 | D | \$ <u>17.852</u> <u>(2)</u> | 8,168,378 | I | See Footnotes <u>(11)</u> <u>(15)</u> |
| Voting Common Stock | 07/14/2016 | <u>S(16)</u> | 192 | D | \$ <u>17.852</u> <u>(2)</u> | 8,168,186 | I | See Footnotes <u>(11)</u> <u>(17)</u> |
| Voting Common Stock | 07/14/2016 | <u>S(18)</u> | 442 | D | \$ <u>17.852</u> <u>(2)</u> | 8,167,744 | I | See Footnotes <u>(11)</u> <u>(19)</u> |
| Voting Common Stock | 07/14/2016 | <u>S(20)</u> | 1,530 | D | \$ <u>17.852</u> <u>(2)</u> | 8,166,214 | I | See Footnotes <u>(11)</u> <u>(21)</u> |
| Voting Common Stock | 07/14/2016 | <u>S(22)</u> | 60 | D | \$ <u>17.852</u> <u>(2)</u> | 8,166,154 | I | See Footnotes <u>(11)</u> <u>(23)</u> |
| Voting Common Stock | 07/15/2016 | <u>S(24)</u> | 1,963 | D | \$ <u>17.751</u> <u>(25)</u> | 46,308 | D | |
| Voting Common Stock | 07/15/2016 | <u>S(26)</u> | 7 | D | \$ <u>17.751</u> <u>(25)</u> | 8,166,147 | I | See Footnotes <u>(6)</u> <u>(27)</u> |
| Voting Common Stock | 07/15/2016 | <u>S(28)</u> | 53 | D | \$ <u>17.751</u> <u>(25)</u> | 8,166,094 | I | See Footnotes <u>(6)</u> <u>(29)</u> |
| Voting Common Stock | 07/15/2016 | <u>S(30)</u> | 97,367 | D | \$ <u>17.751</u> <u>(25)</u> | 8,068,727 | I | See Footnotes <u>(11)</u> <u>(31)</u> |
| Voting Common Stock | 07/15/2016 | <u>S(32)</u> | 1,273 | D | \$ <u>17.751</u> <u>(25)</u> | 8,067,454 | I | See Footnotes <u>(11)</u> <u>(33)</u> |
| Voting Common Stock | 07/15/2016 | <u>S(34)</u> | 25,211 | D | \$ <u>17.751</u> <u>(25)</u> | 8,042,243 | I | See Footnotes <u>(11)</u> <u>(35)</u> |
| Voting Common Stock | 07/15/2016 | <u>S(36)</u> | 170 | D | \$ <u>17.751</u> <u>(25)</u> | 8,042,073 | I | See Footnotes <u>(11)</u> <u>(37)</u> |
| Voting Common Stock | 07/15/2016 | <u>S(38)</u> | 391 | D | \$ <u>17.751</u> <u>(25)</u> | 8,041,682 | I | See Footnotes <u>(11)</u> <u>(39)</u> |

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| | | | | | | | | |
|---------------------------|------------|-------------------|--------|---|-----------------------|-----------|---|-------------------------------|
| Voting Common Stock | 07/15/2016 | S ⁽⁴⁰⁾ | 1,355 | D | \$ 17.751 (25) | 8,040,327 | I | See Footnotes (11) (41) |
| Voting Common Stock | 07/15/2016 | S ⁽⁴²⁾ | 53 | D | \$ 17.751 (25) | 8,040,274 | I | See Footnotes (11) (43) |
| Voting Common Stock | 07/18/2016 | S ⁽⁴⁴⁾ | 582 | D | \$ 17.6934 (45) | 45,726 | D | |
| Voting Common Stock | 07/18/2016 | S ⁽⁴⁶⁾ | 17 | D | \$ 17.6934 (45) | 8,040,257 | I | See Footnotes (6) (47) |
| Voting Common Stock | 07/18/2016 | S ⁽⁴⁸⁾ | 28,889 | D | \$ 17.6934 (45) | 8,011,368 | I | See Footnotes (11) (49) |
| Voting Common Stock | 07/18/2016 | S ⁽⁵⁰⁾ | 379 | D | \$ 17.6934 (45) | 8,010,989 | I | See Footnotes (11) (51) |
| Voting Common Stock | 07/18/2016 | S ⁽⁵²⁾ | 7,480 | D | \$ 17.6934 (45) | 8,003,509 | I | See Footnotes (11) (53) |
| Voting Common Stock | 07/18/2016 | S ⁽⁵⁴⁾ | 49 | D | \$ 17.6934 (45) | 8,003,460 | I | See Footnotes (11) (55) |
| Voting Common Stock | 07/18/2016 | S ⁽⁵⁶⁾ | 116 | D | \$ 17.6934 (45) | 8,003,344 | I | See Footnotes (11) (57) |
| Voting Common Stock | 07/18/2016 | S ⁽⁵⁸⁾ | 401 | D | \$ 17.6934 (45) | 8,002,943 | I | See Footnotes (11) (59) |
| Voting Common Stock | 07/18/2016 | S ⁽⁶⁰⁾ | 16 | D | \$ 17.6934 (45) | 8,002,927 | I | See Footnotes (11) (61) |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- Own- Follo- Repo- Trans- (Instr. |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|
| 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 07/18/2016

 **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).
- (1) On July 14, 2016, Mr. Muse sold 2,216 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 \$17.69 to \$17.92. 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 14, 2016, Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), sold 8 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

Of the 8,308,330 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,575 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (c) 6,426,350 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (d) 84,036 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (e) 1,663,964 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (f) 11,192 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (g) 25,822 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), (h) 89,401 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."), (Continued in footnote 5)
- (3) and (i) 3,504 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 14, 2016, JRM sold 61 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

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- (8) Of the 8,308,269 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,514 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.
- (9) On July 14, 2016, Fund III sold 109,977 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (10) Of the 8,198,292 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,514 shares are directly owned by JRM, (c) 6,316,373 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.
- 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.
- (11) On July 14, 2016, HM3 Coinvestors sold 1,438 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (12) Of the 8,196,854 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,514 shares are directly owned by JRM, (c) 6,316,373 shares are directly owned by Fund III, (d) 82,598 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.
- (13) On July 14, 2016, Fund IV sold 28,476 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (14) Of the 8,168,378 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,514 shares are directly owned by JRM, (c) 6,316,373 shares are directly owned by Fund III, (d) 82,598 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 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.
- (15) On July 14, 2016, Private Fund IV sold 192 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (16) Of the 8,168,186 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,514 shares are directly owned by JRM, (c) 6,316,373 shares are directly owned by Fund III, (d) 82,598 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 shares are directly owned by Fund IV, (f) 11,000 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.
- (17) On July 14, 2016, HM4-EQ Coinvestors sold 442 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (18) Of the 8,167,744 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,514 shares are directly owned by JRM, (c) 6,316,373 shares are directly owned by Fund III, (d) 82,598 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 shares are directly owned by Fund IV, (f) 11,000 shares are directly owned by Private Fund IV, (g) 25,380 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.
- (19) On July 14, 2016, HM&Co. sold 1,530 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (20) Of the 8,166,214 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,514 shares are directly owned by JRM, (c) 6,316,373 shares are directly owned by Fund III, (d) 82,598 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 shares are directly owned by Fund IV, (f) 11,000 shares are directly owned by Private Fund IV, (g) 25,380 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,504 shares are directly owned by HMCP I.
- (21) On July 14, 2016, HMCP I sold 60 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (22) Of the 8,166,154 shares of Voting Common Stock, (a) 486 shares are directly owned by MFE, (b) 3,514 shares are directly owned by JRM, (c) 6,316,373 shares are directly owned by Fund III, (d) 82,598 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 shares are directly owned by Fund IV, (f) 11,000 shares are directly owned by Private Fund IV, (g) 25,380 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (23) On July 15, 2016, Mr. Muse sold 1,963 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (24) The shares were sold in multiple trades at prices ranging from \$17.59 to \$17.92. 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.
- (25) On July 15, 2016, MFE sold 7 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (26)

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- (27) Of the 8,166,147 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,514 shares are directly owned by JRM, (c) 6,316,373 shares are directly owned by Fund III, (d) 82,598 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 shares are directly owned by Fund IV, (f) 11,000 shares are directly owned by Private Fund IV, (g) 25,380 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (28) On July 15, 2016, JRM sold 53 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (29) Of the 8,166,094 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,461 shares are directly owned by JRM, (c) 6,316,373 shares are directly owned by Fund III, (d) 82,598 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 shares are directly owned by Fund IV, (f) 11,000 shares are directly owned by Private Fund IV, (g) 25,380 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (30) On July 15, 2016, Fund III sold 97,367 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (31) Of the 8,068,727 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,461 shares are directly owned by JRM, (c) 6,219,006 shares are directly owned by Fund III, (d) 82,598 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 shares are directly owned by Fund IV, (f) 11,000 shares are directly owned by Private Fund IV, (g) 25,380 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (32) On July 15, 2016, HM3 Coinvestors sold 1,273 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (33) Of the 8,067,454 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,461 shares are directly owned by JRM, (c) 6,219,006 shares are directly owned by Fund III, (d) 81,325 shares are directly owned by HM3 Coinvestors, (e) 1,635,488 shares are directly owned by Fund IV, (f) 11,000 shares are directly owned by Private Fund IV, (g) 25,380 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (34) On July 15, 2016, Fund IV sold 25,211 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (35) Of the 8,042,243 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,461 shares are directly owned by JRM, (c) 6,219,006 shares are directly owned by Fund III, (d) 81,325 shares are directly owned by HM3 Coinvestors, (e) 1,610,277 shares are directly owned by Fund IV, (f) 11,000 shares are directly owned by Private Fund IV, (g) 25,380 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (36) On July 15, 2016, Private Fund IV sold 170 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (37) Of the 8,042,073 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,461 shares are directly owned by JRM, (c) 6,219,006 shares are directly owned by Fund III, (d) 81,325 shares are directly owned by HM3 Coinvestors, (e) 1,610,277 shares are directly owned by Fund IV, (f) 10,830 shares are directly owned by Private Fund IV, (g) 25,380 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (38) On July 15, 2016, HM4-EQ Coinvestors sold 391 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (39) Of the 8,041,682 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,461 shares are directly owned by JRM, (c) 6,219,006 shares are directly owned by Fund III, (d) 81,325 shares are directly owned by HM3 Coinvestors, (e) 1,610,277 shares are directly owned by Fund IV, (f) 10,830 shares are directly owned by Private Fund IV, (g) 24,989 shares are directly owned by HM4-EQ Coinvestors, (h) 87,871 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (40) On July 15, 2016, HM&Co. sold 1,355 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (41) Of the 8,040,327 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,461 shares are directly owned by JRM, (c) 6,219,006 shares are directly owned by Fund III, (d) 81,325 shares are directly owned by HM3 Coinvestors, (e) 1,610,277 shares are directly owned by Fund IV, (f) 10,830 shares are directly owned by Private Fund IV, (g) 24,989 shares are directly owned by HM4-EQ Coinvestors, (h) 86,516 shares are directly owned by HM&Co. and (i) 3,444 shares are directly owned by HMCP I.
- (42) On July 15, 2016, HMCP I sold 53 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (43) Of the 8,040,274 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,461 shares are directly owned by JRM, (c) 6,219,006 shares are directly owned by Fund III, (d) 81,325 shares are directly owned by HM3 Coinvestors, (e) 1,610,277 shares are directly owned by Fund IV, (f) 10,830 shares are directly owned by Private Fund IV, (g) 24,989 shares are directly owned by HM4-EQ Coinvestors, (h) 86,516 shares are directly owned by HM&Co. and (i) 3,391 shares are directly owned by HMCP I.
- (44) On July 18, 2016, Mr. Muse sold 582 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (45) The shares were sold in multiple trades at prices ranging from \$17.63 to \$17.74. 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.
- (46) On July 18, 2016, JRM sold 17 shares of Voting Common Stock pursuant to the 10b5-1 Plan.
- (47)

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Of the 8,040,257 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,444 shares are directly owned by JRM, (c) 6,219,006 shares are directly owned by Fund III, (d) 81,325 shares are directly owned by HM3 Coinvestors, (e) 1,610,277 shares are directly owned by Fund IV, (f) 10,830 shares are directly owned by Private Fund IV, (g) 24,989 shares are directly owned by HM4-EQ Coinvestors, (h) 86,516 shares are directly owned by HM&Co. and (i) 3,391 shares are directly owned by HMCP I.

(48) On July 18, 2016, Fund III sold 28,889 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(49) Of the 8,011,368 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,444 shares are directly owned by JRM, (c) 6,190,117 shares are directly owned by Fund III, (d) 81,325 shares are directly owned by HM3 Coinvestors, (e) 1,610,277 shares are directly owned by Fund IV, (f) 10,830 shares are directly owned by Private Fund IV, (g) 24,989 shares are directly owned by HM4-EQ Coinvestors, (h) 86,516 shares are directly owned by HM&Co. and (i) 3,391 shares are directly owned by HMCP I.

(50) On July 18, 2016, HM3 Coinvestors sold 379 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(51) Of the 8,010,989 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,444 shares are directly owned by JRM, (c) 6,190,117 shares are directly owned by Fund III, (d) 80,946 shares are directly owned by HM3 Coinvestors, (e) 1,610,277 shares are directly owned by Fund IV, (f) 10,830 shares are directly owned by Private Fund IV, (g) 24,989 shares are directly owned by HM4-EQ Coinvestors, (h) 86,516 shares are directly owned by HM&Co. and (i) 3,391 shares are directly owned by HMCP I.

(52) On July 18, 2016, Fund IV sold 7,480 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(53) Of the 8,003,509 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,444 shares are directly owned by JRM, (c) 6,190,117 shares are directly owned by Fund III, (d) 80,946 shares are directly owned by HM3 Coinvestors, (e) 1,602,797 shares are directly owned by Fund IV, (f) 10,830 shares are directly owned by Private Fund IV, (g) 24,989 shares are directly owned by HM4-EQ Coinvestors, (h) 86,516 shares are directly owned by HM&Co. and (i) 3,391 shares are directly owned by HMCP I.

(54) On July 18, 2016, Private Fund IV sold 49 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(55) Of the 8,003,460 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,444 shares are directly owned by JRM, (c) 6,190,117 shares are directly owned by Fund III, (d) 80,946 shares are directly owned by HM3 Coinvestors, (e) 1,602,797 shares are directly owned by Fund IV, (f) 10,781 shares are directly owned by Private Fund IV, (g) 24,989 shares are directly owned by HM4-EQ Coinvestors, (h) 86,516 shares are directly owned by HM&Co. and (i) 3,391 shares are directly owned by HMCP I.

(56) On July 18, 2016, HM4-EQ Coinvestors sold 116 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(57) Of the 8,003,344 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,444 shares are directly owned by JRM, (c) 6,190,117 shares are directly owned by Fund III, (d) 80,946 shares are directly owned by HM3 Coinvestors, (e) 1,602,797 shares are directly owned by Fund IV, (f) 10,781 shares are directly owned by Private Fund IV, (g) 24,873 shares are directly owned by HM4-EQ Coinvestors, (h) 86,516 shares are directly owned by HM&Co. and (i) 3,391 shares are directly owned by HMCP I.

(58) On July 18, 2016, HM&Co. sold 401 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(59) Of the 8,002,943 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,444 shares are directly owned by JRM, (c) 6,190,117 shares are directly owned by Fund III, (d) 80,946 shares are directly owned by HM3 Coinvestors, (e) 1,602,797 shares are directly owned by Fund IV, (f) 10,781 shares are directly owned by Private Fund IV, (g) 24,873 shares are directly owned by HM4-EQ Coinvestors, (h) 86,115 shares are directly owned by HM&Co. and (i) 3,391 shares are directly owned by HMCP I.

(60) On July 18, 2016, HMCP I sold 16 shares of Voting Common Stock pursuant to the 10b5-1 Plan.

(61) Of the 8,002,927 shares of Voting Common Stock, (a) 479 shares are directly owned by MFE, (b) 3,444 shares are directly owned by JRM, (c) 6,190,117 shares are directly owned by Fund III, (d) 80,946 shares are directly owned by HM3 Coinvestors, (e) 1,602,797 shares are directly owned by Fund IV, (f) 10,781 shares are directly owned by Private Fund IV, (g) 24,873 shares are directly owned by HM4-EQ Coinvestors, (h) 86,115 shares are directly owned by HM&Co. and (i) 3,375 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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