

SINCLAIR BROADCAST GROUP INC
Form SC 13G
April 21, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)

Sinclair Broadcast Group, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

829226109
(CUSIP Number)

April 11, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

- CUSIP No. 829226109
1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Soroban Master Fund LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER

0
 6. SHARED VOTING POWER

3,805,830
 7. SOLE DISPOSITIVE POWER

0
 8. SHARED DISPOSITIVE POWER

3,805,830
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,805,830
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%
 12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- CUSIP No. 829226109
1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Soroban Capital Partners LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
- (a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
- Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER
- 0
6. SHARED VOTING POWER
- 3,805,830
7. SOLE DISPOSITIVE POWER
- 0
8. SHARED DISPOSITIVE POWER
- 3,805,830
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 3,805,830
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 5.3%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO, IA

- CUSIP No. 829226109
1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Eric W. Mandelblatt
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
- (a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
- United States of America
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER
- 0
6. SHARED VOTING POWER
- 3,805,830
7. SOLE DISPOSITIVE POWER
- 0
8. SHARED DISPOSITIVE POWER
- 3,805,830
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 3,805,830
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 5.3%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, IN

CUSIP No. 829226109

Item 1. (a). Name of Issuer:

Sinclair Broadcast Group, Inc.

(b). Address of issuer's principal executive offices:

10706 Beaver Dam Road
Hunt Valley, MD 21030

Item 2. (a). Name of person filing:

Soroban Master Fund LP
Soroban Capital Partners LLC
Eric W. Mandelblatt

(b). Address or principal business office or, if none, residence:

Soroban Master Fund LP
Gardenia Court, Suite 3307
45 Market Street
Camana Bay, Grand Cayman KY1-1103
Cayman Islands

Soroban Capital Partners LLC
444 Madison Avenue, 21st Floor
New York, NY 10022

Eric W. Mandelblatt
c/o Soroban Capital Partners LLC
444 Madison Avenue, 21st Floor
New York, NY 10022

(c). Citizenship:

Soroban Master Fund LP – Cayman Islands
Soroban Capital Partners LLC – Delaware
Eric W. Mandelblatt – United States of America

(d). Title of class of securities:

Class A Common Stock

(e). CUSIP No.:

829226109

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Soroban Master Fund LP – 3,805,830
Soroban Capital Partners LLC – 3,805,830
Eric W. Mandelblatt – 3,805,830

(b) Percent of class:

Soroban Master Fund LP – 5.3%

Soroban Capital Partners LLC – 5.3%

Eric W. Mandelblatt – 5.3%

(c) Number of shares as to which Soroban Master Fund LP has:

(i) Sole power to vote or to direct the vote 0 ,