

Sokol Alan J.
Form 4
December 01, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sokol Alan J.

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

HEMISPHERE MEDIA GROUP,
INC. [HMTV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

11/29/2017

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

CEO, President

C/O HEMISPHERE MEDIA
GROUP, INC., 4000 PONCE DE
LEON BLVD, SUITE 650

(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

CORAL GABLES, FL 33146

(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 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 |
| Class A Common Stock | 11/29/2017 | | J ⁽¹⁾ | V | 250,545 | D | \$ 0 |
| | | | | | 509,591 | ⁽²⁾ | D |

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
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SEC 1474
(9-02)

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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 A Underlying S (Instr. 3 and 4) |
|---|---|---|---|---|---|--|---------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 10.2 | 11/29/2017 | | J ⁽¹⁾ | V 312,500 ⁽³⁾ | ⁽⁴⁾ | 04/09/2023 | Class A Common Stock |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 11.9 | | | | | ⁽⁶⁾ | 11/10/2026 | Class A Common Stock |
| WARRANTS (RIGHT TO PURCHASE) | \$ 6 | 11/29/2017 | | J ⁽¹⁾ | V 1,650 | 04/04/2013 | 04/04/2018 ⁽⁷⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sokol Alan J. C/O HEMISPHERE MEDIA GROUP, INC. 4000 PONCE DE LEON BLVD, SUITE 650 CORAL GABLES, FL 33146 | X | | CEO, President | |

Signatures

/s/ Alan J. Sokol 12/01/2017

 Signature of Date
Reporting Person

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).

- The securities of Hemisphere Media Group, Inc. (the "Company") were transferred directly to Mr. Sokol's former spouse as a part of a domestic relations order in a transaction exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-12. This is a voluntary filing.
- (1) Of these shares, 216,666 are restricted securities which will vest, subject to certain exceptions, as follows: 100,000 shares will vest upon the fair market value of the Company's Class A common stock, par value \$0.0001 per share ("Class A common stock") stock price

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reaching or exceeding \$15.00 per share on at least ten trading days (which need not be consecutive) following April 4, 2013, and 116,666 shares will vest in equal annual installments on the second and third anniversary of April 5, 2016.

Of the options transferred, 37,500 options to purchase shares of Class A common stock, shall be held by the Reporting Person in constructive trust until the vesting condition for such options is satisfied (as discussed in note 4 below) and since the economic interest in

- (3) such 37,500 options to purchase Class A common stock has been transferred pursuant to the domestic relations order, the Reporting Person no longer reports as beneficially owned and disclaims ownership over such options held in constructive trust or any of the other securities in which beneficial ownership was transferred to his former spouse as reported herein.

Of these options to purchase shares of Class A common stock that have been transferred, 37,500 options will vest upon the fair market value of the Class A common stock price reaching or exceeding \$15.00 per share on at least ten trading days (which need not be consecutive) following April 4, 2013.

- (4) Of these stock options, 212,500 options will vest upon the fair market value of the Class A common stock price reaching or exceeding \$15.00 per share on at least ten trading days (which need not be consecutive) following April 4, 2013.

- (5) Of these stock options, 100,000 options are fully vested, and 200,000 options will vest, subject to certain exceptions, in equal annual installments on the second and third anniversary of April 5, 2016.

Pursuant to the terms of the warrant agreement, as amended by the Assignment, Assumption and Amendment of Warrant Agreement, a form of which was filed with the Securities and Exchange Commission as Annex B to the Company's Amendment No. 3 to its

- (6) Registration Statement on Form S-4 filed on March 15, 2013, as subsequently amended, the warrants will expire on April 4, 2018 unless the Company is liquidated prior to such time.

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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