

NEXSTAR MEDIA GROUP, INC.
Form SC 13G/A
February 14, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and
Amendments Thereto Filed Pursuant to Rule 13d-2(b)
(Amendment No. 4)*

Nexstar Media Group, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

65336K103

(CUSIP Number)

December 31, 2016

(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 (the "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. 65336K103 13G

| | | |
|---|--|----------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | MSD Partners, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| | SOLE 5 VOTING POWER | |
| | -0- | |
| | SHARED 6 VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 2,606,849 | |
| | SOLE 7 DISPOSITIVE POWER | |
| | -0- | |
| | SHARED 8 DISPOSITIVE POWER | |
| | 2,606,849 | |
| 9 | AGGREGATE AMOUNT | |

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

2,606,849

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES
CERTAIN SHARES*

11 PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

8.5%¹

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

1 The percentages used herein and in the rest of this Schedule 13G are calculated based upon 30,704,854 shares of Class A Common Stock outstanding as of November 7, 2016 as disclosed in the Company's Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2016.

CUSIP NO. 65336K103 13G

1 NAMES OF
REPORTING
PERSONS

MSD Torchlight
Partners, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP*
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY 2,473,203
OWNED BY

EACH SOLE
REPORTING 7 DISPOSITIVE
PERSON WITH POWER

-0-

SHARED
8 DISPOSITIVE
POWER

2,473,203

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

2,473,203

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED IN
ROW (9)

8.1%¹

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 65336K103 13G

1 NAMES OF
REPORTING
PERSONS

MSD Torchlight
Partners (MM), L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP* (b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Cayman Islands

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY 133,646
OWNED BY

EACH SOLE
REPORTING 7 DISPOSITIVE
PERSON WITH POWER

-0-

SHARED
8 DISPOSITIVE
POWER

133,646

9 AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

133,646

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

0.4%1

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 65336K103 13G

Item 1(a) Name of
Issuer:

The name of
the issuer is
Nexstar
Media Group,
Inc. (the
"Company").

Item 1(b) Address of
Issuer's
Principal
Executive
Offices:

The
Company's
principal
executive
office is
located at 545
E. John
Carpenter
Freeway,
Suite 700,
Irving, Texas
75062

Item 2(a) Name of
Person
Filing:

This
Schedule
13G is being
jointly filed
by and on
behalf of
each of MSD
Partners, L.P.
("MSD
Partners"),
MSD
Torchlight
Partners, L.P.

("MSD
Torchlight"),
and MSD
Torchlight
Partners
(MM), L.P.
(collectively,
the
"Reporting
Persons").
Each of MSD
Torchlight
Partners
(MM), L.P.
and MSD
Torchlight is
the direct
owner of the
securities
covered by
this
statement.
MSD
Partners is
the
investment
manager of,
and may be
deemed to
beneficially
own
securities
beneficially
owned by,
MSD
Torchlight
and MSD
Torchlight
Partners
(MM), L.P.
MSD
Partners
(GP), LLC
("MSD GP")
is the general
partner of,
and may be
deemed to
beneficially
own
securities

beneficially
owned by,
MSD
Partners.
Each of
Glenn R.
Fuhrman,
John
Phelan and
Marc R.
Lisker is a
manager of,
and may be
deemed to
beneficially
own
securities
beneficially
owned by,
MSD GP.

The
Reporting
Persons have
entered into a
Joint Filing
Agreement,
dated
February 14,
2017, a copy
of which is
filed with this
Schedule
13G as
Exhibit 99.1,
pursuant to
which the
Reporting
Persons have
agreed to file
this statement
jointly in
accordance
with the
provisions of
Rule
13d-1(k)(1)
under the
Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of MSD Partners and MSD Torchlight is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

The address of the

principal
business
office of
MSD
Torchlight
Partners
(MM), L.P. is
c/o Maples
Corporate
Services
Limited, P.O.
Box 309,
Ugland
House, Grand
Cayman,
KY1-1104,
Cayman
Islands.

Item 2(c) Citizenship:

MSD
Partners and
MSD
Torchlight
are each
organized as
a limited
partnership
under the
laws of the
State of
Delaware.
MSD
Torchlight
Partners
(MM), L.P. is
organized
under the
laws of
Cayman
Islands.

Item 2(d) Title of Class
of Securities:

Class A
Common
Stock

Item 2(e) CUSIP No.:

65336K103

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4 Ownership:

A. MSD Partners, L.P.

(a) Amount beneficially owned: 2,606,849

(b) Percent of class: 8.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,606,849

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,606,849

B. MSD Torchlight Partners, L.P.

(a) Amount beneficially owned: 2,473,203

(b) Percent of class: 8.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,473,203

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,473,203

C. MSD Torchlight Partners (MM), Ltd.

- (a) Amount beneficially owned: 133,646
- (b) Percent of class: 0.4%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 133,646
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 133,646

D. MSD Partners (GP), LLC

- (a) Amount beneficially owned: 2,606,849
- (b) Percent of class: 8.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,606,849
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,606,849

E. Glenn R. Fuhrman

- (a) Amount beneficially owned: 2,606,849
- (b) Percent of class: 8.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,606,849
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,606,849

F. John Phelan

(a) Amount beneficially owned: 2,606,849

(b) Percent of class: 8.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,606,849

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,606,849

G. Marc R. Lisker

(a) Amount beneficially owned: 2,606,849

(b) Percent of class: 8.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,606,849

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,606,849

Item 5

Ownership of
Five Percent
or Less of a
Class:

If this
statement is
being filed to
report the fact
that as of the
date hereof
each of the
Reporting
Persons has
ceased to be
the beneficial
owner of
more than five
percent of the
class of
securities,

check the
following [].

Item 6 Ownership of
More Than
Five Percent
on Behalf of
Another
Person:

Not
applicable.

Item 7 Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security
Being
Reported on
by the Parent
Holding
Company or
Control
Person:

Not
applicable.

Item 8 Identification
and
Classification
of Members
of the Group:

Class A
Common
Stock

Item 9 Notice of
Dissolution of
Group:

Not
applicable.

Item 10 Certification:

By signing
below I
certify that, to
the best of my
knowledge
and belief, the
securities
referred to
above were
not acquired
and are not
held for the
purpose of or
with the effect
of changing or
influencing
the control of
the issuer of
the securities
and were not
acquired and
are not held in
connection
with or as
participant in
any
transaction
having that
purpose or
effect, other
than activities
solely in
connection
with a
nomination
under §
240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

MSD Partners, L.P.

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners (MM),
L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 14, 2017.

Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 14, 2017

MSD Partners, L.P.

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners (MM),
L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager