

NEXSTAR MEDIA GROUP, INC.

Form 3

January 25, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â Vaughn Gary Michael

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/17/2017

3. Issuer Name **and** Ticker or Trading Symbol
NEXSTAR MEDIA GROUP, INC. [NXST]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

SEE REMARKS

C/O NEXSTAR MEDIA
GROUP, INC.,Â 545 E. JOHN
CARPENTER FREEWAY,
SUITE 700

(Street)

IRVING,Â TXÂ 75062

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: NEXSTAR MEDIA GROUP, INC. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock options (right to purchase Class A Common Stock)	11/01/2008 ⁽¹⁾	11/01/2017	Class A Common Stock	10,000	\$ 4.56	D ⁽²⁾	Â
Stock options (right to purchase Class A Common Stock)	12/20/2008 ⁽³⁾	12/20/2017	Class A Common Stock	5,000	\$ 4.56	D ⁽⁴⁾	Â
Stock options (right to purchase Class A Common Stock)	01/15/2015 ⁽⁵⁾	01/15/2024	Class A Common Stock	15,000	\$ 46.03	D ⁽⁶⁾	Â
Restricted Stock Units	Â ⁽⁷⁾	Â ⁽⁸⁾	Class A Common Stock	4,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vaughn Gary Michael C/O NEXSTAR MEDIA GROUP, INC. 545 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX 75062	Â	Â	Â SEE REMARKS	Â

Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Michael Vaughn

01/25/2017

__Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 2,000 options became exercisable as of each of the vesting dates November 1, 2008 through November 1, 2012.
- (2) This award was made pursuant to the Nexstar Broadcasting Group, Inc. 2003 Long-Term Equity Incentive Plan.
- (3) 1,000 options became exercisable as of each of the vesting dates December 20, 2008 through December 20, 2012.
- (4) This award was made pursuant to the Nexstar Broadcasting Group, Inc. 2006 Long-Term Equity Incentive Plan.
- (5) 3,750 options became exercisable as of each of the vesting dates January 15, 2015 through January 15, 2017 or a total of 11,250 vested options.
- (6) This award was made pursuant to the Nexstar Broadcasting Group, Inc. 2012 Long-Term Equity Incentive Plan.
- (7) 8,000 Restricted Stock Units ("RSUs") vest over four years beginning August 1, 2014.
- (8) The RSUs have no expiration. However, all unvested portion of RSUs shall be forfeited and cancelled should the awardee be terminated for any reason other than a company change of control.

Â

Remarks:

SVPÂ andÂ RegionalÂ Manager,Â NexstarÂ Broadcasting,Â Inc.

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.