

HEMISPHERE MEDIA GROUP, INC.

Form 4

May 20, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pleasant Lake Partners LLC

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)

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

110 GREENE STREET, SUITE 604

05/18/2016

(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

NEW YORK, NY 10012

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	05/18/2016		J ⁽¹⁾		1,638,727	D	\$ 0 635,123	I	See Footnote (2)
Class A Common Stock	05/18/2016		J ⁽¹⁾		16,000	A	\$ 0 16,000	I	See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Warrants (right to buy)	\$ 12	05/18/2016		J ⁽¹⁾	69,547	⁽⁴⁾ 04/04/2018	Class A Common Stock 69,547
Warrants (right to buy)	\$ 12	05/18/2016		J ⁽¹⁾	679	⁽⁴⁾ 04/04/2018	Class A Common Stock 679

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pleasant Lake Partners LLC 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		
Pleasant Lake Onshore GP LLC 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		
Pleasant Lake Offshore Master Fund L.P. 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		
Lennon Jonathan C/O PLEASANT LAKE PARTNERS LLC 110 GREENE STREET, SUITE 604 NEW YORK, NY 10012		X		
PLP MM LLC 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		

Signatures

/s/ PLEASANT LAKE PARTNERS LLC By: PLP MM LLC, its Managing Member By: Jonathan Lennon, Manager	05/20/2016
__Signature of Reporting Person	Date
/s/ PLP MM LLC By: Jonathan Lennon, Manager	05/20/2016
__Signature of Reporting Person	Date
/s/ PLEASANT LAKE ONSHORE GP LLC By: Jonathan Lennon, Manager	05/20/2016
__Signature of Reporting Person	Date
/s/ PLEASANT LAKE OFFSHORE MASTER FUND L.P. By: Pleasant Lake Onshore GP LLC, its General Partner By: Jonathan Lennon, Manager	05/20/2016
__Signature of Reporting Person	Date
/s/ JONATHAN LENNON	05/20/2016
__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) Pro rata distribution by Pleasant Lake Offshore Master Fund L.P. (the "Master Fund") to its limited partners.

Shares reported herein represent shares held for the account of the Master Fund and shares issuable upon the exercise of warrants held by the Master Fund. Pleasant Lake Partners LLC ("PLP") serves as the investment manager of the Master Fund. Pleasant Lake Onshore GP LLC ("GP LLC") serves as General Partner of the Master Fund. PLP MM LLC is the managing member of PLP. Jonathan Lennon serves
 - (2) as manager of PLP MM LLC and GP LLC and, in that capacity, may be deemed to beneficially own the securities held for the account of the Master Fund. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.

Represents shares and shares issuable upon the exercise of warrants received by Mr. Lennon through a pro rata distribution by the Master
 - (3) Fund to its limited partners. As noted above, Mr. Lennon may also be deemed to beneficially own the securities reported herein as being held for the benefit of the Master Fund.
 - (4) Currently exercisable.

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.