

KUPN LICENSEE LLC  
Form S-4  
April 04, 2013  
Table of Contents

As filed with the Securities and Exchange Commission on April 4, 2013

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**SINCLAIR BROADCAST GROUP, INC.**

(Exact name of Registrants as Specified in their Charter)

**Maryland**  
(State or Other Jurisdiction of Incorporation  
or Organization)

**4833**  
(Primary Standard Industrial Classification  
Code Number)

**52-1494660**  
(I.R.S. Employer Identification Number)

**10706 Beaver Dam Road  
Hunt Valley, Maryland 21030  
(410) 568-1500**

(Address, Including Zip Code, and Telephone Number, Including Area  
Code, of registrant's Principal Executive Offices)

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**SINCLAIR TELEVISION GROUP, INC.**

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(Exact name of Registrants as Specified in their Charter)

See Schedule A for Table of Additional Registrants

**Maryland**  
(State or Other Jurisdiction of Incorporation  
or Organization)

**4833**  
(Primary Standard Industrial Classification  
Code Number)

**55-0829972**  
(I.R.S. Employer Identification Number)

**10706 Beaver Dam Road  
Hunt Valley, Maryland 21030  
(410) 568-1500**

(Address, Including Zip Code, and Telephone Number, Including Area  
Code, of registrant's Principal Executive Offices)

---

**David D. Smith**  
**Chairman of the Board, President and Chief Executive Officer**  
**Sinclair Television Group, Inc.**  
**10706 Beaver Dam Road**  
**Hunt Valley, Maryland 21030**  
**(410) 568-1500**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

---

**With a copy to:**

**Jeffrey B. Grill, Esq.**  
Pillsbury Winthrop Shaw Pittman LLP  
2300 N Street, NW  
Washington, D.C. 20037  
(202) 663-8000

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**Approximate date of commencement of proposed exchange offer: As soon as practicable after the effective date of this registration statement.**

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer     
  Accelerated filer     
  Non-accelerated filer     
  Smaller reporting company  
 (Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
6.125% Senior Notes due 2022	\$ 500,000,000	100% \$	500,000,000 \$	68,200
Guarantee of the 6.125% Senior Notes due 2022(2)	N/A	N/A	N/A	

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended (the Securities Act ).

(2) The 6.125% Senior Notes due 2022 are jointly and severally guaranteed, on a senior unsecured basis, by Sinclair Broadcast Group, Inc. ( Sinclair ), two of Sinclair s subsidiaries and all but one of the subsidiaries of Sinclair Television Group, Inc. See Schedule A for a table of registrant guarantors in addition to Sinclair.

(3) Pursuant to Rule 457(n) under the Securities Act, no separate fee for the guarantees is required.

**The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

Table of Contents

## Schedule A

## TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Exact Name of Registrant Guarantor as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code No.	I.R.S. Employer Identification No.	Address, including Zip Code, and Telephone Number, including Area Code, of Registrant Guarantor's Principal Executive Offices
				10706 Beaver Dam Road Hunt Valley, Maryland 21030
Sinclair Broadcast Group, Inc.	Maryland	4833	52-1494660	(410) 568-1500 10706 Beaver Dam Road Hunt Valley, Maryland 21030
WLFL, Inc.	Maryland	4833	52-1911462	(410) 568-1500 10706 Beaver Dam Road Hunt Valley, Maryland 21030
Sinclair Media I, Inc.	Maryland	4833	52-1742771	(410) 568-1500 10706 Beaver Dam Road Hunt Valley, Maryland 21030
WSMH, Inc.	Maryland	4833	52-1952880	(410) 568-1500 10706 Beaver Dam Road Hunt Valley, Maryland 21030
WSTR Licensee, Inc.	Maryland	4833	52-1958895	(410) 568-1500 10706 Beaver Dam Road Hunt Valley, Maryland 21030
WGME, Inc.	Maryland	4833	52-2050323	(410) 568-1500 10706 Beaver Dam Road Hunt Valley, Maryland 21030
Sinclair Media III, Inc.	Maryland	4833	52-1836394	(410) 568-1500 10706 Beaver Dam Road Hunt Valley, Maryland 21030
WTTO, Inc.	Maryland	4833	52-1836391	(410) 568-1500

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				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WTVZ, Inc.	Maryland	4833	52-1903498	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KOCB, Inc.	Oklahoma	4833	73-1021304	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WDKY, Inc.	Delaware	4833	61-1250982	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WYZZ Licensee, Inc.	Delaware	4833	52-1959631	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WSYX Licensee, Inc.	Maryland	4833	52-2100995	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WTWC, Inc.	Maryland	4833	52-2149163	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Sinclair Television of Nashville, Inc.	Tennessee	4833	62-0948016	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Sinclair Acquisition VII, Inc.	Maryland	4833	52-2202776	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Sinclair Acquisition VIII, Inc.	Maryland	4833	52-2202775	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Sinclair Acquisition IX, Inc.	Maryland	4833	52-2202774	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Sinclair Acquisition X, Inc.	Maryland	4833	52-2202779	(410) 568-1500

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Table of Contents

				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Montecito Broadcasting Corporation	Delaware	4833	33-0773615	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Channel 33, Inc.	Nevada	4833	88-0233278	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
New York Television, Inc.	Maryland	4833	52-2261453	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Sinclair Properties, LLC	Virginia	4833	54-1781481	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KBSI Licensee L.P.	Virginia	4833	54-1762871	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KOKH, LLC	Nevada	4833	03-0507160	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WMMP Licensee L.P.	Virginia	4833	54-1816156	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WSYT Licensee L.P.	Virginia	4833	54-1717683	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WKEF Licensee L.P.	Virginia	4833	54-1762869	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WGME Licensee, LLC	Maryland	4833	52-2149851	(410) 568-1500
WICD Licensee, LLC	Maryland	4833	52-2149843	10706 Beaver Dam Road

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				Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WICS Licensee, LLC	Maryland	4833	52-2149853	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KGAN Licensee, LLC	Maryland	4833	52-2149845	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WSMH Licensee, LLC	Maryland	4833	52-2115781	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WPGH Licensee, LLC	Maryland	4833	52-2115755	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KDNL Licensee, LLC	Maryland	4833	52-2115752	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WCWB Licensee, LLC	Maryland	4833	52-2203568	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WTVZ Licensee, LLC	Maryland	4833	52-2115761	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Chesapeake Television Licensee, LLC	Maryland	4833	52-2115731	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KABB Licensee, LLC	Maryland	4833	52-2115751	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WLOS Licensee, LLC	Maryland	4833	52-2115696	(410) 568-1500
KLGT Licensee, LLC	Maryland	4833	52-2117084	10706 Beaver Dam Road
				Hunt Valley, Maryland 21030

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(410) 568-1500  
10706 Beaver Dam Road

Hunt Valley, Maryland 21030

WCGV Licensee, LLC

Maryland

4833

52-2115785

(410) 568-1500

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Table of Contents

				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KUPN Licensee, LLC	Maryland	4833	52-2115754	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WEAR Licensee, LLC	Maryland	4833	52-2117080	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WLFL Licensee, LLC	Maryland	4833	52-2115786	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WTTO Licensee, LLC	Maryland	4833	52-2115688	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WTWC Licensee, LLC	Maryland	4833	52-2149854	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KOCB Licensee, LLC	Maryland	4833	52-2115783	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WDKY Licensee, LLC	Maryland	4833	52-2115782	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KOKH Licensee, LLC	Maryland	4833	52-2203569	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WUPN Licensee, LLC	Maryland	4833	52-2203571	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WUXP Licensee, LLC	Maryland	4833	52-2203570	(410) 568-1500
WCHS Licensee, LLC	Maryland	4833	52-2115763	10706 Beaver Dam Road

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				Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
Birmingham (WABM-TV) Licensee, Inc.	Maryland	4833	90-0209556	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
Raleigh (WRDC-TV) Licensee, Inc.	Maryland	4833	25-1761433	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
San Antonio (KRRT-TV) Licensee, Inc.	Maryland	4833	23-2930453	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
WVTV Licensee, Inc.	Maryland	4833	51-0350913	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
WUHF Licensee, LLC	Nevada	4833	75-2975838	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
WMSN Licensee, LLC	Nevada	4833	75-2976030	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
WRLH Licensee, LLC	Nevada	4833	75-2976002	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
WUTV Licensee, LLC	Nevada	4833	75-2975851	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
WXLV Licensee, LLC	Nevada	4833	75-2975864	Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
WZTV Licensee, LLC	Nevada	4833	75-2975977	Hunt Valley, Maryland 21030 (410) 568-1500
WVAH Licensee, LLC	Nevada	4833	04-3702038	10706 Beaver Dam Road  Hunt Valley, Maryland 21030

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(410) 568-1500  
10706 Beaver Dam Road

Hunt Valley, Maryland 21030

WTAT Licensee, LLC

Nevada

4833

03-0472770

(410) 568-1500

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Table of Contents

				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WRGT Licensee, LLC	Nevada	4833	01-0735535	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KDSM Licensee, LLC	Maryland	4833	52-2115766	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KDSM, LLC	Maryland	4833	55-0829966	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KFXA Licensee, LLC	Nevada	4833	26-2161390	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
San Antonio Television, LLC	Delaware	4833	43-2067983	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Sinclair Communications, LLC	Maryland	4833	55-0829979	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Sinclair Programming Company, LLC	Maryland	4833	54-2095223	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WDKA Licensee, LLC	Nevada	4833	20-4154259	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WFGX Licensee, LLC	Nevada	4833	27-0086509	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WNAB Licensee, LLC	Nevada	4833	20-3179769	(410) 568-1500
WNYS Licensee, LLC	Nevada	4833	20-4154219	10706 Beaver Dam Road

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				Hunt Valley, Maryland 21030 (410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WRDC, LLC	Nevada	4833	56-2319367	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Illinois Television LLC	Maryland	4833	45-5586210	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
Milwaukee Television LLC	Wisconsin	4833	52-1836393	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KSAS Licensee, LLC	Nevada	4833	46-0649940	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WHP Licensee, LLC	Nevada	4833	46-0639656	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WKRC Licensee, LLC	Nevada	4833	46-0620031	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WOAI Licensee, LLC	Nevada	4833	46-0612559	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WTTA Licensee, LLC	Nevada	4833	46-0553408	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WTVC Licensee, LLC	Nevada	4833	45-3745196	(410) 568-1500 10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KEYE Licensee, LLC	Nevada	4833	45-3206684	(410) 568-1500
KUTV Licensee, LLC	Nevada	4833	45-3206693	10706 Beaver Dam Road
				Hunt Valley, Maryland 21030

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(410) 568-1500  
10706 Beaver Dam Road

Hunt Valley, Maryland 21030

WLWC Licensee, LLC

Nevada

4833

45-3206725

(410) 568-1500

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Table of Contents

				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WTVX Licensee, LLC	Nevada	4833	45-3206731	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WPEC Licensee, LLC	Nevada	4833	45-3745087	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WWMT Licensee, LLC	Nevada	4833	45-3745116	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WRGB Licensee, LLC	Nevada	4833	45-3745141	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WCWN Licensee, LLC	Nevada	4833	45-3745164	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WLAJ Licensee, LLC	Nevada	4833	45-3745232	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KTVL Licensee, LLC	Nevada	4833	45-3754087	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
KFDM Licensee, LLC	Nevada	4833	45-3754130	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WUCW, LLC	Maryland	4833	45-4027882	(410) 568-1500
				10706 Beaver Dam Road
				Hunt Valley, Maryland 21030
WWHO Licensee, LLC	Nevada	4833	45-4540346	(410) 568-1500

Table of Contents

**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.**

**Subject to Completion, dated April 4, 2013**

**Prospectus**

**SINCLAIR TELEVISION GROUP, INC.**

**OFFER TO EXCHANGE**

**\$500,000,000**

**6.125% Senior Notes due 2022, registered under the Securities Act of 1933,  
for any and all outstanding 6.125% Senior Notes due 2022**

Sinclair Television Group, Inc. (the Issuer) is offering to exchange, on the terms and subject to the conditions described in this prospectus and the accompanying letter of transmittal, 6.125% Senior Notes due 2022 that have been registered under the Securities Act of 1933, as amended (the Securities Act), for any and all of its outstanding unregistered 6.125% Senior Notes due 2022. We refer to the registered notes as the exchange notes, the unregistered, original notes as the original notes and the exchange notes and original notes, collectively, as the notes. The notes are guaranteed by Sinclair Broadcast Group, Inc., the Issuer's parent (Sinclair), two of Sinclair's subsidiaries and all but one of the Issuer's subsidiaries.

The exchange notes are substantially identical to the original notes, except that the exchange notes have been registered under the Securities Act and, therefore, will not bear any legend restricting their transfer and will not have rights to additional interest or registration rights. The exchange notes will represent the same debt as the original notes, and will be issued under the same indenture.



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We will exchange an equal principal amount of exchange notes for all original notes that you validly tender and do not validly withdraw before the exchange offer expires. The exchange offer expires at 5:00 p.m., New York City time, on \_\_\_\_\_, 2013, unless extended. We do not currently intend to extend the exchange offer. You may withdraw tenders of original notes at any time prior to the expiration of the exchange offer.

The exchange of original notes for exchange notes pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. Neither the Issuer nor any of its subsidiaries will receive any proceeds from the exchange offer.

We have not applied, and do not intend to apply, for listing of the exchange notes on any securities exchange or automated quotation system.

**See the Risk Factors beginning on page 12 of this prospectus for a discussion of certain risks that you should consider in connection with this exchange offer.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the exchange notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is \_\_\_\_\_, 2013.

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Table of Contents

TABLE OF CONTENTS

<u>ABOUT THIS PROSPECTUS</u>	i
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION</u>	i
<u>MARKET AND INDUSTRY DATA</u>	i
<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	12
<u>SELECTED CONSOLIDATED FINANCIAL DATA</u>	20
<u>CAPITALIZATION</u>	22
<u>USE OF PROCEEDS</u>	22
<u>THE EXCHANGE OFFER</u>	24
<u>DESCRIPTION OF THE EXCHANGE NOTES</u>	33
<u>PLAN OF DISTRIBUTION</u>	71
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	72
<u>LEGAL MATTERS</u>	72
<u>EXPERTS</u>	72
<u>INCORPORATION BY REFERENCE</u>	72
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	73

You should rely only on the information contained or incorporated by reference in this prospectus. No one has been authorized to give any information or to make any representations, other than those contained or incorporated by reference in this prospectus, in connection with any offer made by this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to exchange the original notes for the exchange notes only in places where the exchange offer is permitted. Neither the delivery of this prospectus nor any sale or exchange made hereunder or thereunder shall, under any circumstances, create an implication that the information contained or incorporated by reference in this prospectus is correct as of any time subsequent to its date. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. The business, financial condition, results of operations and prospects of the Issuer may have changed since that date.

Table of Contents

**ABOUT THIS PROSPECTUS**

In this prospectus, unless otherwise specified or the context otherwise requires, we refer to Sinclair Television Group, Inc. as the Issuer. The Issuer is a direct, wholly-owned subsidiary of Sinclair Broadcast Group, Inc., which we refer to in this prospectus as Sinclair. The terms we, us, and our refer to Sinclair and all of its subsidiaries, unless otherwise indicated or the context otherwise requires. Original notes refers to the \$500,000,000 aggregate principal amount of the Issuer's 6.125% Senior Notes due 2022, originally issued on October 12, 2012. Exchange notes refers to the Issuer's 6.125% Senior Notes due 2022, offered pursuant to this prospectus. The original notes and the exchange notes are sometimes referred to collectively as the notes.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act and the rules and regulations promulgated thereunder. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, starting on the expiration date of the exchange offer and ending one hundred and eighty days after such date, this prospectus will be made available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Any statements in this prospectus concerning the provisions of any document are not complete. Such references are made to the copy of that document filed or incorporated or deemed to be incorporated by reference as an exhibit to the registration statement of which this prospectus is a part or otherwise filed with the Securities and Exchange Commission (the SEC). Each statement concerning the provisions of any document is qualified in its entirety by reference to the document so filed.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This prospectus contains and incorporates forward-looking statements. Any statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases like anticipate, estimate, plans, projects, continuing, ongoing, target, expects, management believes, we believe, we intend, we may, we will, we should, we seek, we plan, the negatives of those terms, and similar words or phrases. We include forward-looking statements on our expectations, assumptions, estimates and projections about our business and the industry in which we operate as of the date of this prospectus. These forward-looking statements are subject to a number of risks and uncertainties that cannot be predicted, quantified or controlled and that could cause actual results to differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. Statements in this prospectus and in documents incorporated by reference in this prospectus, including those set forth under the caption Risk Factors, describe factors, among others, that could contribute to or cause these differences.

Because the factors discussed in this prospectus or incorporated herein by reference could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

**MARKET AND INDUSTRY DATA**

Market and industry data and forecasts included in this prospectus have been obtained from independent industry sources. Although we believe these sources to be reliable, we have not independently verified the information obtained from these sources and we cannot assure you of the accuracy or completeness of such third party information. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this prospectus.

Table of Contents

**SUMMARY**

*This summary highlights information contained elsewhere in this prospectus and therefore is not complete and does not contain all the information that you should consider before participating in this exchange offer. You should read this entire document carefully, including the information under the heading **Risk Factors** and the information and the financial statements and related notes included elsewhere or incorporated by reference in this prospectus.*

**Our Company**

We are a diversified television broadcasting company that owns or provides certain programming, operating or sales services to more television stations than most other commercial broadcasting groups in the United States. As of March 1, 2013, we own, provide programming and operating services pursuant to local marketing agreements ( LMA s ) or provide (or are provided) sales services pursuant to outsourcing agreements to 86 television stations in 46 markets. For the purpose of this registration statement, these 86 stations are referred to as our stations. As of March 1, 2013, our stations reach approximately 27% of U.S. television households, and we are affiliated with all major networks.

Historically, we have had a mid-size market focus. However, in connection with our pending acquisitions of 22 television stations from COX Media Group and Barrington Broadcasting Group as described below under **Recent Developments Pending Acquisitions**, we have recent announced the implementation of a small market strategy. Our broadcast group is currently a single reportable segment for accounting purposes and includes the following network affiliations as of March 1, 2013: FOX (24 stations); MyNetworkTV (19 stations; as of September 2009, MyNetworkTV is no longer a network affiliation; however, it is branded as such); The CW (16 stations); ABC (11 stations); CBS (11 stations); NBC (3 stations), Azteca (1 station) and one independent station. In addition, certain stations broadcast programming on second and third digital signals through network affiliation or program service arrangements with CBS (rebroadcasted content from other primary channels within the same market); The CW; MyNetworkTV; This TV; ME TV; Weather Radar; The Weather Authority Network; Live Well Network; Antenna TV; Bounce Network; The Country Network; LATV, Azteca; Telemundo and Estrella TV, Spanish-language television networks.

Our Class A Common Stock is listed on the Nasdaq Global Select Market under the symbol SBGI.

**Recent Developments**

***Pending acquisitions***

*COX Media Group*

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On February 25, 2013, we entered into a definitive agreement to purchase certain stock and/or broadcast assets of four television stations, located in four markets, owned by COX Media Group for \$99.0 million less \$4.3 million of working capital adjustments and amounts to be paid by third party companies, and entered into an agreement to provide sales services to one other station. The transaction is expected to close in the second quarter of 2013 subject to the approval of the Federal Communications Commission ( FCC ). We expect to finance the acquisition through borrowings under our Amended and Restated Bank Credit Agreement (defined below).

### *Barrington Broadcasting Group*

On February 28, 2013, Sinclair entered into a definitive agreement to purchase the broadcast assets of 18 television stations owned by Barrington Broadcasting Group, LLC for \$370.0 million, less amounts to be paid by third parties, and entered into agreements to operate or provide sales services to another six stations. The 24 stations are located in 15 markets. The transaction is expected to close in the second quarter of 2013 subject to the approval of the FCC and customary antitrust clearance. We expect to finance the acquisition through borrowings under our Amended and Restated Bank Credit Agreement.

We have pursued and intend to selectively continue to pursue strategic acquisitions, subject to market conditions, liquidity and the availability of attractive acquisition candidates. The size of potential targets may be in the range of previously announced acquisitions, but could be larger or smaller depending on various factors. We are continuously reviewing candidates and/or negotiating new potential acquisitions.

Table of Contents

***Small market strategy***

In connection with the pending Cox Media Group and Barrington Broadcasting Group acquisitions, we announced the formation of our new operating unit, Chesapeake Television, Inc. ( Chesapeake TV ), which will be comprised of the Cox Media Group and Barrington Broadcasting Group stations and other small market stations we may acquire. We also announced the hiring of Steve Pruett as Chief Operating Officer of Chesapeake TV. Mr. Pruett, who most recently served as Chief Executive Officer of Communications Corporation of America's 25 television station group, will oversee the growth and development of our small market strategy.

***Pending divestitures***

In connection with the COX Media Group acquisition, due to FCC ownership restrictions, while we will continue providing the services to KAME (MNT) in Reno, NV that COX Media Group has historically provided, on February 26, 2013 we entered into an agreement to sell the license assets of KAME (MNT) to Deerfield Media, Inc. ( Deerfield ) for \$210,000. The transaction is expected to close simultaneously with the COX Media Group acquisition, subject to closing conditions, including, without limitation, approval of the FCC.

In connection with the Barrington Broadcasting Group acquisition, we will sell our station WSYT (FOX) in Syracuse, NY, assign our LMA with WNYS (MNT) in Syracuse, NY, and sell our station in Peoria, IL, WYZZ (FOX), due to FCC conflict ownership rules.

***Quarterly dividend***

On February 6, 2013, Sinclair's Board of Directors declared a quarterly dividend of \$0.15 per share payable on March 15, 2013, to the holders of record of Sinclair's common stock at the close of business on March 1, 2013.

***Amended and Restated Bank Credit Agreement***

On March 18, 2013, we announced that the Issuer intends to raise commitments under an amended and restated credit agreement (the Amended and Restated Bank Credit Agreement ). Under the proposed terms, the Issuer would seek to raise up to \$900 million of term loan facilities, which, as proposed, would consist of a \$500 million term loan A maturing April 2018 and a \$400 million term loan B maturing April 2020 that will, together with the net proceeds of this offering, refinance all borrowings outstanding under our existing bank credit agreement (the Bank Credit Agreement ). In addition, the Issuer plans to establish a new revolving line of credit of \$100 million, maturing April 2018, which will replace the existing revolving line of credit (the Revolver ) under the existing Bank Credit Agreement. The new term loans, along with cash on hand and/or a draw under the revolving line of credit, would be used to fund the acquisitions described above under Pending acquisitions. Due to timing related to the closing and funding of the acquisitions, approximately \$445 million of the new commitments is expected to be drawn on a delayed basis. Included among the expected terms of the Amended and Restated Bank Credit Agreement are increased incremental loan capacity, increased television station acquisition capacity and more flexibility under the restrictive covenants. The execution and closing of the Amended and Restated Bank Credit Agreement is subject to numerous conditions and contingencies, including reaching final agreement with our lenders, syndication, market conditions and other factors, and the final terms of the Amended and Restated Bank Credit Agreement could

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differ (possibly materially) from the terms described herein. The closing of this offering of the exchange notes is not conditioned on the closing of the Amended and Restated Bank Credit Agreement.



Table of Contents

**The Exchange Offer**

*The following is a brief summary of terms of the exchange offer covered by this prospectus. For a more complete description of the exchange offer, see The Exchange Offer.*

**Initial Offering of Original Notes** On October 12, 2012, the Issuer issued \$500,000,000 aggregate principal amount of 6.125% Senior Notes due 2022 to the initial purchasers in a private offering. The initial purchasers subsequently resold the original notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons within the meaning of Regulation S under the Securities Act.

**Registration Rights Agreement** Simultaneously with the initial sale of the original notes, the Issuer, the guarantors and the initial purchasers entered into a registration rights agreement for the exchange offer. The registration rights agreement requires, among other things, that the Issuer use commercially reasonable efforts to complete a registered exchange offer for the original notes or cause to become effective a shelf registration statement for resales of the original notes. This exchange offer is intended to satisfy the obligations under the registration rights agreement.

**The Exchange Offer** Pursuant to the registration rights agreement, the Issuer is offering to exchange \$1,000 principal amount of its 6.125% Senior Notes due 2022, which have been registered under the Securities Act, for each \$1,000 principal amount of its currently outstanding 6.125% Senior Notes due 2022, which were offered without registration under the Securities Act in the initial offer. Both the exchange notes offered by this prospectus and the original notes are guaranteed by Sinclair, two of Sinclair's subsidiaries and all but one of the Issuer's subsidiaries.

**Mechanics of the Exchange Offer** The Issuer will accept any and all original notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on \_\_\_\_\_, 2013. Holders may tender some or all of their original notes pursuant to the exchange offer. Exchange notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 thereof. The form and terms of the exchange notes are the same as the form and terms of the original notes except that:

- the exchange notes have been registered under the Securities Act and will not bear any legend restricting their transfer; and
- the exchange notes bear a different CUSIP number than the original notes.

**Resales** Based on interpretations of the staff of the SEC, we believe that the exchange notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

- you are not a broker-dealer tendering notes acquired directly from us;
- you acquire the exchange notes in the ordinary course of your business;

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- you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the exchange notes issued in the exchange offer; and
- you are not an affiliate, as defined in Rule 405 under the Securities Act, of ours.

If any of these conditions is not satisfied and you transfer any exchange notes issued to you in the exchange offer without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from registration of your exchange notes from these requirements, you may incur liability under the Securities Act. The Issuer will not assume and will not

Table of Contents

indemnify you against any such liability.

Each broker-dealer that is issued exchange notes in the exchange offer for its own account in exchange for original notes, where such original notes were acquired by that broker-dealer as a result of market-making or other trading activities, must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the exchange notes. See Plan of Distribution.

**Expiration Date** The exchange offer will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2013, unless extended. The Issuer does not currently intend to extend the exchange offer.

**Conditions to the Exchange Offer** The exchange offer is subject to certain customary conditions, including that it does not violate any applicable law or SEC staff interpretation.

**Guaranteed Delivery Procedures** If you wish to tender your original notes and your original notes are not immediately available or you cannot deliver your original notes, the letter of transmittal or any other required documents, or you cannot comply with the applicable procedures under The Depository Trust Company's (DTC's) Automated Tender Offer Program, prior to the expiration date, you must tender your original notes according to the guaranteed delivery procedures set forth in this prospectus. See The Exchange Offer Procedures for Tendering Original Notes.

**Procedures for Tendering Original Notes** If you wish to accept the exchange offer, you must complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, in accordance with the instructions contained in this prospectus and in the letter of transmittal. You should then mail or otherwise deliver the letter of transmittal, or facsimile, together with the original notes to be exchanged and any other required documentation, to the exchange agent at the address set forth in this prospectus and in the letter of transmittal.

By executing the letter of transmittal, you will represent to the Issuer that, among other things:

- you, or the person or entity receiving the related exchange notes, are acquiring the exchange notes in the ordinary course of business;
- neither you nor any person or entity receiving the related exchange notes is engaging in or intends to engage in a distribution of the exchange notes within the meaning of the federal securities laws;
- neither you nor any person or entity receiving the related exchange notes has an arrangement or understanding with any person or entity to participate in any distribution of the exchange notes;
- neither you nor any person or entity receiving the related exchange notes is an affiliate of the Issuer, as defined in Rule 405 under the Securities Act;

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- if you are a broker-dealer, you will receive the exchange notes for your own account in exchange for original notes acquired as the result of market making activities or other trading activities and that you will deliver a prospectus in connection with any resale of the exchange notes; and
  
- you are not acting on behalf of any person or entity that could not truthfully make these statements.

Alternatively, you may tender your original notes by following the procedures for book-entry delivery or by complying with the guaranteed delivery procedures each described in this prospectus. See The Exchange Offer Procedures for Tendering Original Notes.

Table of Contents

<b>Special Procedures for Beneficial Owners</b>	If you are the beneficial owner of book-entry interests and your name does not appear on a security position listing of DTC as the holder of the book-entry interests or if you are a beneficial owner of original notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the book-entry interest or original notes in the exchange offer, you should contact the person in whose name your book-entry interests or original notes are registered promptly and instruct that person to tender on your behalf.
<b>Effect of Not Tendering</b>	Any original notes that are not tendered or that are tendered but not accepted will remain subject to restrictions on transfer. Since the original notes have not been registered under the Securities Act, they bear a legend restricting their transfer absent registration or the availability of a specific exemption from registration.
<b>Interest on the Exchange Notes and the Original Notes</b>	The exchange notes will bear interest from the most recent interest payment date to which interest has been paid on the original notes. Interest on the original notes accepted for exchange will cease to accrue upon the issuance of the exchange notes.
<b>Withdrawal Right</b>	Tenders of original notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on the expiration date by complying with the withdrawal procedures described in this prospectus. See The Exchange Offer Withdrawal of Tenders.
<b>U.S. Federal Income Tax Considerations</b>	For a discussion of material U.S. federal income tax considerations relating to the exchange of original notes for exchange notes pursuant to the exchange offer, see Material U.S. Federal Income Tax Considerations.
<b>Use of Proceeds</b>	The Issuer will not receive any proceeds from the issuance of exchange notes pursuant to the exchange offer. See Use of Proceeds.
<b>Dissenters Rights</b>	Holders of the original notes do not have any appraisal or dissenters rights in connection with the exchange offer.
<b>Exchange Agent</b>	U.S. Bank National Association, a national banking association organized under the laws of the United States of America will act as the exchange agent for the exchange offer.

Table of Contents

**Terms of the Exchange Notes**

*The following is a brief summary of the terms of the exchange notes. The financial terms and covenants of the exchange notes are the same as the original notes and both the original notes and the exchange notes are governed by the same indenture. For a more complete description of the terms of the exchange notes, see Description of the Exchange Notes.*

**Issuer** Sinclair Television Group, Inc.

**Notes Offered** \$500,000,000 aggregate principal amount of 6.125% senior notes due 2022.