

Brener Gabriel
Form 4
April 09, 2018

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 *
Brener Gabriel

2. Issuer Name and Ticker or Trading Symbol
HEMISPHERE MEDIA GROUP, INC. [HMTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

C/O HEMISPHERE MEDIA GROUP, INC., 2000 PONCE DE LEON BLVD., SUITE 500

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2018

CORAL GABLES, FL 33134

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| CLASS A COMMON STOCK | 04/04/2018 | | D | (A) or (D) 104,000 ⁽¹⁾ | \$ 0 1,312,848 | I | By: Azteca Acquisition Holdings, LLC ⁽²⁾ |
| CLASS A COMMON STOCK | | | | | 32,516 ⁽³⁾ | D | |
| CLASS A COMMON STOCK | | | | | 7,500 | I | By: Brener International Group, LLC |

| | | | |
|----------------------------|-----|---|------------------------------|
| CLASS A COMMON STOCK | 400 | I | (4) BY CHILDREN (5) |
|----------------------------|-----|---|------------------------------|

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 required to respond unless the form displays a currently valid OMB control number. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brener Gabriel
C/O HEMISPHERE MEDIA GROUP, INC.
2000 PONCE DE LEON BLVD., SUITE 500
CORAL GABLES, FL 33134

Former 10% Owner

Azteca Acquisition Holdings, LLC
C/O HEMISPHERE MEDIA GROUP, INC.
2000 PONCE DE LEON BLVD., SUITE 500
CORAL GABLES, FL 33134

Former 10% Owner

Signatures

/s/ Gabriel Brener

04/06/2018

**Signature of Reporting Person

Date

Azteca Acquisition Holdings, LLC; By: Gabriel Brener, Sole Member: /s/ Gabriel Brener

04/06/2018

__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).
Represents the forfeiture of shares of Class A Common Stock to Hemisphere Media Group, Inc.(the "Company") pursuant to the terms of the Equity Restructuring and Warrant Purchase Agreement, dated as of January 22, 2013, by and among Azteca Acquisition Holdings, LLC ("Azteca Holdings"), the Company and the other parties identified therein, whereby the closing sales price of the Class A Common Stock did not equal or exceed \$15.00 per share for any 20 trading days within at least one 30-trading day period within 60 months of April 4, 2013.
 - (1) The reported securities are directly held by Azteca Holdings and may be deemed to be indirectly held by Mr. Brener through his membership interest in Azteca Holdings. Mr. Brener disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (2) Does not include 1,320,748 shares of Class A Common Stock that may be deemed to be indirectly held by Mr. Brener, which consists of shares directly held by Azteca Holdings, Brener International Group, LLC ("BIG"), and Mr. Brener's children, as reported herein. In addition, 2,022,222 warrants directly held by BIG, which were exercisable at \$12.00 per share for 1,011,111 shares of Class A Common Stock upon conversion, expired on April 4, 2018.
 - (3) The reported securities are directly held by BIG, and may be deemed to be indirectly held by Mr. Brener as the manager of BIG, which is manager managed. Mr. Brener disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (4) Mr. Brener disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (5)

Remarks:

This Form 4 is filed jointly by Mr. Brener and Azteca Holdings, and constitutes an exit filing for them, as they no longer hold

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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