

RAIFMAN GREGORY R
Form 4
March 19, 2019

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 *
RAIFMAN GREGORY R

2. Issuer Name and Ticker or Trading Symbol
NEXSTAR MEDIA GROUP, INC.
[NXST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
President Nexstar Digital LLC

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

IRVING, TX 75062

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

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/15/2019		M	5,833 A	14,612	D	
Class A Common Stock	03/15/2019		F	1,944 D	\$ 106.59	D	
Class A Common Stock	03/15/2019		M	5,833 A	18,501	D	

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Class A
Common Stock 03/15/2019 F 1,944 D \$ 106.59 16,557 D

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	<u>(1)</u>	03/15/2019		M	5,833	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	5,833
Restricted Stock Units	<u>(1)</u>	03/15/2019		M	5,833	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	5,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAIFMAN GREGORY R C/O NEXSTAR MEDIA GROUP, INC. 545 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX 75062			President Nexstar Digital LLC	

Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Gregory Raifman 03/19/2019

__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) As restricted stock units vest, they are converted into shares of Class A Common Stock on a one-for-one basis at the vesting date.
- (2) 17,500 Restricted stock units awarded on March 15, 2018. 5,833, 5,833 and 5,834 restricted stock units vest on March 15, 2019, 2020 and 2021, respectively.

17,500 performance-based restricted stock units (PSUs) were awarded on March 15, 2018. 5,833, 5,833 and 5,834 PSUs vest on March 15, 2019, 2020 and 2021, respectively, subject to the achievement of pre-established company performance metrics. For the 5,833 PSUs that were scheduled to vest on March 15, 2019, the Compensation Committee of Nexstar's Board of Directors performed an assessment and determined that the conditions were satisfied, thus, the 5,833 PSUs vested in full on March 15, 2019.
- (3)

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.