

LIN Media LLC
Form 4
August 07, 2013

FORM 4

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

OMB APPROVAL

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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 *
MUSE JOHN R

(Last) (First) (Middle)

C/O HICKS, MUSE, TATE & FURST INCORP., 200 CRESCENT COURT, SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIN Media LLC [LIN]

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 08/05/2013 | | S ⁽¹⁾ | | 173 | D | \$ 15.78 | 940,007 | I ⁽²⁾ ⁽³⁾ ⁽⁴⁾ | See footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ |
| Class A Common Stock | 08/05/2013 | | S ⁽⁵⁾ | | 4 | D | \$ 15.78 | 940,003 | I ⁽⁴⁾ ⁽⁶⁾ | See footnotes ⁽⁴⁾ ⁽⁶⁾ |
| Class A Common Stock | 08/05/2013 | | S ⁽⁷⁾ | | 27 | D | \$ 15.78 | 939,976 | I ⁽⁴⁾ ⁽⁸⁾ | See footnotes ⁽⁴⁾ ⁽⁸⁾ |
| Class A Common Stock | 08/05/2013 | | S ⁽⁹⁾ | | 63,096 | D | \$ 15.78 | 876,880 | I ⁽⁴⁾ ⁽¹⁰⁾ | See footnotes ⁽⁴⁾ ⁽¹⁰⁾ |

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| | | | | | | | | | |
|----------------------|------------|--|-------------------|--------|---|----------|---------|------------|------------------------|
| Common Stock | | | | | | 15.78 | | | footnotes (4) (10) |
| Class A Common Stock | 08/06/2013 | | S ⁽¹¹⁾ | 169 | D | \$ 15.29 | 876,711 | I (4) (12) | See footnotes (4) (12) |
| Class A Common Stock | 08/06/2013 | | S ⁽¹³⁾ | 4 | D | \$ 15.29 | 876,707 | I (4) (14) | See footnotes (4) (14) |
| Class A Common Stock | 08/06/2013 | | S ⁽¹⁵⁾ | 27 | D | \$ 15.29 | 876,680 | I (4) (16) | See footnotes (4) (16) |
| Class A Common Stock | 08/06/2013 | | S ⁽¹⁷⁾ | 61,683 | D | \$ 15.29 | 814,997 | I (4) (18) | See footnotes (4) (18) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| MUSE JOHN R C/O HICKS, MUSE, TATE & FURST INCORP. 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201 | X |

Signatures

/s/ William G. Neisel, attorney-in-fact for John R. Muse

08/07/2013

__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) On August 5, 2013, Mr. Muse sold 173 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "Exchange Act").
- Of the 940,007 shares of Class A Common Stock, (a) 2,390 shares are directly owned by Mr. Muse, (b) 54 shares are directly owned by Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), (c) 401 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (d) 724,508 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (e) 9,474 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (f) 1,262 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (Continued in Footnote 3)
- (g) 187,592 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (h) 2,909 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), and (i) 11,417 shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."). Except for the 2,390 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (4) Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co. In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive powers over the LIN TV securities held by the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co.
- (5) On August 5, 2013, MFE sold 4 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (6) Of the 940,003 shares of Class A Common Stock, (a) 2,390 shares are directly owned by Mr. Muse, (b) 50 shares are directly owned by MFE, (c) 401 shares are directly owned by JRM, (d) 724,508 shares are directly owned by Fund III, (e) 9,474 shares are directly owned by HM3 Coinvestors, (f) 1,262 shares are directly owned by Private Fund IV, (g) 187,592 shares are directly owned by Fund IV, (h) 2,909 shares are directly owned by HM4-EQ Coinvestors, and (i) 11,417 shares are directly owned by HM&Co. Except for the 2,390 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (7) On August 5, 2013, JRM sold 27 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (8) Of the 939,976 shares of Class A Common Stock, (a) 2,390 shares are directly owned by Mr. Muse, (b) 50 shares are directly owned by MFE, (c) 374 shares are directly owned by JRM, (d) 724,508 shares are directly owned by Fund III, (e) 9,474 shares are directly owned by HM3 Coinvestors, (f) 1,262 shares are directly owned by Private Fund IV, (g) 187,592 shares are directly owned by Fund IV, (h) 2,909 shares are directly owned by HM4-EQ Coinvestors, and (i) 11,417 shares are directly owned by HM&Co. Except for the 2,390 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (9) On August 5, 2013, (a) Fund III sold 48,778 shares of Class A Common Stock, (b) HM3 Coinvestors sold 638 shares of Class A Common Stock, (c) Private Fund IV sold 85 shares of Class A Common Stock, (d) Fund IV sold 12,630 shares of Class A Common Stock, (e) HM4-EQ Coinvestors sold 196 shares of Class A Common Stock, and (f) HM&Co. sold 769 shares of Class A Common Stock, in each case, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (10) Of the 876,880 shares of Class A Common Stock, (a) 2,390 shares are directly owned by Mr. Muse, (b) 50 shares are directly owned by MFE, (c) 374 shares are directly owned by JRM, (d) 675,730 shares are directly owned by Fund III, (e) 8,836 shares are directly owned by HM3 Coinvestors, (f) 1,177 shares are directly owned by Private Fund IV, (g) 174,962 shares are directly owned by Fund IV, (h) 2,713 shares are directly owned by HM4-EQ Coinvestors, and (i) 10,648 shares are directly owned by HM&Co. Except for the 2,390 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership

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of all such shares of Class A Common Stock.

- (11) On August 6, 2013, Mr. Muse sold 169 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act.

(12) Of the 876,711 shares of Class A Common Stock, (a) 2,221 shares are directly owned by Mr. Muse, (b) 50 shares are directly owned by MFE, (c) 374 shares are directly owned by JRM, (d) 675,730 shares are directly owned by Fund III, (e) 8,836 shares are directly owned by HM3 Coinvestors, (f) 1,177 shares are directly owned by Private Fund IV, (g) 174,962 shares are directly owned by Fund IV, (h) 2,713 shares are directly owned by HM4-EQ Coinvestors, and (i) 10,648 shares are directly owned by HM&Co. Except for the 2,221 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (13) On August 6, 2013, MFE sold 4 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(14) Of the 876,707 shares of Class A Common Stock, (a) 2,221 shares are directly owned by Mr. Muse, (b) 46 shares are directly owned by MFE, (c) 374 shares are directly owned by JRM, (d) 675,730 shares are directly owned by Fund III, (e) 8,836 shares are directly owned by HM3 Coinvestors, (f) 1,177 shares are directly owned by Private Fund IV, (g) 174,962 shares are directly owned by Fund IV, (h) 2,713 shares are directly owned by HM4-EQ Coinvestors, and (i) 10,648 shares are directly owned by HM&Co. Except for the 2,221 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (15) On August 6, 2013, JRM sold 27 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(16) Of the 876,680 shares of Class A Common Stock, (a) 2,221 shares are directly owned by Mr. Muse, (b) 46 shares are directly owned by MFE, (c) 347 shares are directly owned by JRM, (d) 675,730 shares are directly owned by Fund III, (e) 8,836 shares are directly owned by HM3 Coinvestors, (f) 1,177 shares are directly owned by Private Fund IV, (g) 174,962 shares are directly owned by Fund IV, (h) 2,713 shares are directly owned by HM4-EQ Coinvestors, and (i) 10,648 shares are directly owned by HM&Co. Except for the 2,221 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

- (17) On August 6, 2013, (a) Fund III sold 47,686 shares of Class A Common Stock, (b) HM3 Coinvestors sold 624 shares of Class A Common Stock, (c) Private Fund IV sold 83 shares of Class A Common Stock, (d) Fund IV sold 12,347 shares of Class A Common Stock, (e) HM4-EQ Coinvestors sold 192 shares of Class A Common Stock, and (f) HM&Co. sold 751 shares of Class A Common Stock, in each case, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(18) Of the 814,997 shares of Class A Common Stock, (a) 2,221 shares are directly owned by Mr. Muse, (b) 46 shares are directly owned by MFE, (c) 347 shares are directly owned by JRM, (d) 628,044 shares are directly owned by Fund III, (e) 8,212 shares are directly owned by HM3 Coinvestors, (f) 1,094 shares are directly owned by Private Fund IV, (g) 162,615 shares are directly owned by Fund IV, (h) 2,521 shares are directly owned by HM4-EQ Coinvestors, and (i) 9,897 shares are directly owned by HM&Co. Except for the 2,221 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.

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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