

NEXSTAR BROADCASTING GROUP INC  
Form 8-K  
October 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): October 24, 2012

**Nexstar Broadcasting Group, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-50478**  
(Commission  
File Number)

**23-3083125**  
(I.R.S. Employer  
Identification No.)

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**5215 N. O Connor Boulevard**

**Suite 1400**

**Irving, Texas 75039**

**(Address of Principal Executive Offices, including Zip Code)**

**(972) 373-8800**

**(Registrant's Telephone Number, including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into Material Definitive Agreement.**

Nexstar Broadcasting Group, Inc. (the Company ) announced on October 24, 2012 that its wholly owned subsidiary, Nexstar Broadcasting, Inc. ( Nexstar Broadcasting ), entered into a purchase agreement, dated October 24, 2012, with respect to the sale by Nexstar Broadcasting of \$250.0 million aggregate principal amount of 6.875% senior notes due 2020 at an issue price of 100% (the Notes ).

The Notes will be issued in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act ), to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act. The notes will be senior unsecured obligations of Nexstar Broadcasting and will be guaranteed by the Company and Mission Broadcasting, Inc. ( Mission ).

The purchase agreement contains customary representations, warranties and agreements by Nexstar Broadcasting. In addition, Nexstar Broadcasting has agreed to indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities. Furthermore, the Company, Nexstar Broadcasting and Mission have agreed with the initial purchasers not to offer or sell any debt securities issued by Nexstar Broadcasting, the Company or Mission for a period of 90 days after the date of the purchase agreement without the prior written consent of the representative of the initial purchasers. Subject to customary closing conditions, the sale of the Notes is expected to close on or about November 9, 2012.

Nexstar Broadcasting intends to use the net proceeds of the offering to repurchase any and all of its outstanding 7% Senior Subordinated Notes due 2014 and 7% Senior Subordinated PIK Notes due 2014, refinance a portion of its borrowings outstanding under its existing senior secured credit facilities and pay related fees and expenses.

The initial offering of the Notes and the related guarantees will not be registered under the Securities Act and the Notes and the guarantees may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the complete terms of the purchase agreement, a copy of which is filed as Exhibit 1.1 hereto and incorporated herein by reference.

**Item 8.01 Other Events.**

On October 24, 2012, the Company issued press releases announcing (i) pricing of the Notes and (ii) that Nexstar Broadcasting commenced a cash tender offer and consent solicitation with respect to its outstanding 7% Senior Subordinated Notes due 2014 and 7% Senior Subordinated PIK Notes due 2014. Copies of the press releases announcing pricing of the Notes and the tender offer and consent solicitation are filed as Exhibits 99.1 and 99.2 hereto and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Purchase Agreement, by and among Nexstar Broadcasting, Inc., Nexstar Broadcasting Group, Inc., Mission Broadcasting, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and RBC Capital Markets, LLC, each for itself and acting on behalf of the several initial purchasers, dated October 24, 2012.
99.1	Press Release dated October 24, 2012, announcing pricing of the Notes.
99.2	Press Release dated October 24, 2012, announcing the tender offer and consent solicitation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**NEXSTAR BROADCASTING GROUP, INC.**

Dated: October 25, 2012

By: /s/ Thomas E. Carter  
Name: Thomas E. Carter  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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