

Ascent Capital Group, Inc.
Form SC 13D/A
February 16, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

Ascent Capital Group, Inc.
(Name of Issuer)

Series A Common Stock, \$0.01 par value
(Title of Class of Securities)

043632108
(CUSIP Number)

AHMET H. OKUMUS
c/o Okumus Fund Management Ltd.
767 Third Avenue, 35th Floor
New York, NY 10017
212-201-2640
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

February 16, 2016
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13D-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [X].

CUSIP
043632108
No.

1. NAME OF
REPORTING
PERSONS

Okumus Fund
Management
Ltd.

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP

(a)
 (b)

3. SEC USE
ONLY

4. SOURCE OF
FUNDS

AF

5. CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) OR 2(e)

6. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

Cayman
Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH

REPORTING
PERSON WITH

SOLE

7. VOTING
POWER

0

SHARED

8. VOTING
POWER

1,289,727

SOLE

9. DISPOSITIVE
POWER

0

SHARED

10. DISPOSITIVE
POWER

1,289,727

AGGREGATE

AMOUNT

BENEFICIALLY

11. OWNED BY
EACH
REPORTING
PERSON

1,289,727

CHECK BOX

IF THE

12. AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES

13. PERCENT OF
CLASS
REPRESENTED
BY AMOUNT

IN ROW (11)

10.5%

TYPE OF
14. REPORTING
PERSON

CO, IA

CUSIP
No. 043632108

1. NAME OF
REPORTING
PERSONS

Okumus
Opportunistic
Value Fund,
Ltd.

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP

(a)
 (b)

3. SEC USE
ONLY

4. SOURCE OF
FUNDS

WC

5. CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) OR 2(e)

6. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

British Virgin
Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE

7. VOTING
POWER

0

SHARED

8. VOTING
POWER

1,289,727

SOLE

9. DISPOSITIVE
POWER

0

SHARED

10. DISPOSITIVE
POWER

1,289,727

AGGREGATE
AMOUNT

11. BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

1,289,727

CHECK BOX
IF THE

12. AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES

PERCENT OF
CLASS
13. REPRESENTED
BY AMOUNT
IN ROW (11)

10.5%

TYPE OF
14. REPORTING
PERSON

CO

CUSIP
No. 043632108

1. NAME OF
REPORTING
PERSONS

Ahmet H.
Okumus

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP

(a)
 (b)

3. SEC USE
ONLY

4. SOURCE OF
FUNDS

AF

5. CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) OR 2(e)

6. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

Republic of
Turkey

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH

REPORTING
PERSON WITH

SOLE
7. VOTING
POWER

0

SHARED
8. VOTING
POWER

1,289,727

SOLE
9. DISPOSITIVE
POWER

0

SHARED
10. DISPOSITIVE
POWER

1,289,727

AGGREGATE
AMOUNT
BENEFICIALLY
11. OWNED BY
EACH
REPORTING
PERSON

1,289,727

CHECK BOX
IF THE
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AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES

13. PERCENT OF
CLASS
REPRESENTED

BY AMOUNT
IN ROW (11)

10.5%

TYPE OF
14. REPORTING
PERSON

IN, HC

CUSIP No. 043632108

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned ("Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On February 16, 2016, the Reporting Persons mistakenly filed a Schedule 13G/A for Ascent Capital Group, Inc. Such filing should be disregarded.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits.

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Okumus Fund Management
Ltd.

By: /s/ Ahmet H. Okumus
Name: Ahmet H. Okumus
Title: President

Okumus Opportunistic Value
Fund, Ltd.

By: /s/ Ahmet H. Okumus
Name: Ahmet H. Okumus
Title: President

/s/ Ahmet H. Okumus
Ahmet H. Okumus

February 16, 2016

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

SK 21952 0014 7047643