

Ascent Capital Group, Inc.
Form SC 13G/A
December 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Ascent Capital Group, Inc.
(Name of Issuer)

Series A Common Stock
(Title of Class of Securities)

043632108
(CUSIP Number)

December 11, 2017

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
No. 043632108

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Brigade
Capital
Management,
LP

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a)
(b)

3. SEC USE
ONLY

4. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING
POWER

0

SHARED

6. VOTING
POWER

944,876

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

944,876

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

944,876*

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

7.9%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

PN, IA

* This amount includes 41,876 shares that the Reporting Person beneficially owns that were inadvertently omitted on the prior Schedule 13G Amendment.

CUSIP
No. 043632108

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF ABOVE
PERSONS
(ENTITIES ONLY)

Brigade Capital
Management GP,
LLC

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

5. SOLE VOTING
POWER

0

6.

SHARED VOTING
POWER

944,876

SOLE
7. DISPOSITIVE
POWER

0

SHARED
8. DISPOSITIVE
POWER

944,876

AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

944,876*

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
10. (9) EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

PERCENT OF
CLASS
11. REPRESENTED
BY AMOUNT IN
ROW (9)

7.9%

TYPE OF
REPORTING
12. PERSON (SEE
INSTRUCTIONS)

OO, HC

* This amount includes 41,876 shares that the Reporting Person beneficially owns that were inadvertently omitted on the prior Schedule 13G Amendment.

CUSIP
No. 043632108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brigade
Leveraged
Capital
Structures
Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman
Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE

5. VOTING
POWER

0

SHARED

6. VOTING
POWER

901,876

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

901,876

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

901,876*

10. CHECK
BOX IF
THE
AGGREGATE
AMOUNT
IN ROW (9)
EXCLUDES

CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED
11. BY
AMOUNT
IN ROW (9)

7.5%

TYPE OF
REPORTING
12. PERSON
(SEE
INSTRUCTIONS)

CO

* This amount includes 41,876 shares that the Reporting Person beneficially owns that were inadvertently omitted on the prior Schedule 13G Amendment.

CUSIP
No. 043632108

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Donald E.
Morgan, III

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a)
(b)

3. SEC USE
ONLY

4. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

U.S.A.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING
POWER

0

SHARED

6. VOTING
POWER

944,876

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

944,876

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

944,876*

CHECK
BOX IF
THE

AGGREGATE
AMOUNT

10. IN ROW (9)

EXCLUDES
CERTAIN
SHARES

(SEE
INSTRUCTIONS)

PERCENT
OF CLASS

11. REPRESENTED
BY

AMOUNT
IN ROW (9)

7.9%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

IN, HC

* This amount includes 41,876 shares that the Reporting Person beneficially owns that were inadvertently omitted on the prior Schedule 13G Amendment.

CUSIP No. 043632108

Item 1. (a). Name of Issuer:

Ascent
Capital
Group, Inc.

(b). Address of Issuer's Principal Executive Offices:

5251 DTC
Parkway

Suite 1000
Greenwood
Village, CO
80111

Item 2. (a) – (c) Name, Principal Business Address, and Citizenship of Persons Filing:

Brigade
Capital
Management,
LP – Delaware

Brigade
Capital
Management
GP, LLC -
Delaware
Brigade
Leveraged
Capital
Structures

Fund Ltd. –
Cayman
Islands
Donald E.
Morgan, III –
U.S.A.

Brigade
Capital
Management,
LP, Brigade
Capital
Management
GP, LLC and
Donald E.
Morgan, III:

399 Park
Avenue, 16th
Floor

New York,
New York
10022
United States
of America

Brigade
Leveraged
Capital
Structures
Fund Ltd.:

c/o Intertrust
Corporate
Services
(Cayman) Ltd

190 Elgin
Avenue

George Town

Grand
Cayman
KY1-9007

Cayman
Islands

(d). Title of Class
of Securities:

Series A
Common
Stock

(e). CUSIP
Number:

043632108

Item 3. ^a If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Brigade Capital Management, LP – 944,876
Brigade Capital Management GP, LLC – 944,876
Brigade Leveraged Capital Structures Fund Ltd. – 901,876
Donald E. Morgan, III – 944,876

(b) Percent of class:

Brigade Capital Management, LP – 7.9%
Brigade Capital Management GP, LLC – 7.9%
Brigade Leveraged Capital Structures Fund Ltd. – 7.5%
Donald E. Morgan, III – 7.9%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Brigade Capital Management, LP – 0
Brigade Capital Management GP, LLC – 0
Brigade Leveraged Capital Structures Fund Ltd. – 0
Donald E. Morgan, III – 0

(ii) Shared power to vote or to direct the vote

Brigade Capital Management, LP – 944,876
Brigade Capital Management GP, LLC – 944,876
Brigade Leveraged Capital Structures Fund Ltd. – 901,876
Donald E. Morgan, III – 944,876

(iii) Sole power to dispose or to direct the disposition of

Brigade Capital Management, LP – 0
Brigade Capital Management GP, LLC – 0
Brigade Leveraged Capital Structures Fund Ltd. – 0
Donald E. Morgan, III – 0

(iv) Shared power to dispose or to direct the disposition of

Brigade Capital Management, LP – 944,876
Brigade Capital Management GP, LLC – 944,876
Brigade Leveraged Capital Structures Fund Ltd. –
901,876
Donald E. Morgan, III – 944,876

Item
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [_].

N/A

Item
6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item
8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item
9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item
10. Certification.

(b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

December 13, 2017
(Date)

Brigade Capital Management, LP

By: /s/ Donald E. Morgan, III
(Signature)

Managing Member of its General Partner
(Name/Title)

Brigade Leveraged Capital Structures Fund Ltd.

/s/ Donald E. Morgan, III
(Signature)

Director
(Name/Title)

Brigade Capital Management GP, LLC

/s/ Donald E. Morgan, III
(Signature)

Managing Member
(Name/Title)

/s/ Donald E. Morgan, III
(Signature)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the

statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

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

AGREEMENT

The undersigned agree that this Amendment to Schedule 13G dated December 13, 2017 relating to the Series A Common Stock of Ascent Capital Group, Inc. shall be filed on behalf of the undersigned.

December 13, 2017
(Date)

Brigade Capital Management, LP

By: /s/ Donald E. Morgan, III
(Signature)

Managing Member of its General Partner
(Name/Title)

Brigade Leveraged Capital Structures Fund Ltd.

/s/ Donald E. Morgan, III
(Signature)

Director
(Name/Title)

Brigade Capital Management GP, LLC

/s/ Donald E. Morgan, III
(Signature)

Managing Member
(Name/Title)

/s/ Donald E. Morgan, III
(Signature)