

ION MEDIA NETWORKS INC.  
Form SC 14D9/A  
June 05, 2007

---

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

---

SCHEDULE 14D-9

SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)

ION MEDIA NETWORKS, INC.  
(Name of Subject Company)

ION MEDIA NETWORKS, INC.  
(Name of Person(s) Filing Statement)

CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
(Title of Class of Securities)

46205A103  
(CUSIP Number of Class of Securities)

Adam K. Weinstein, Esq.  
Senior Vice President, Secretary and Chief Legal Officer  
ION Media Networks, Inc.  
601 Clearwater Park Road  
West Palm Beach, Florida 33401  
(561) 659-4122

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

David L. Perry, Jr., Esq.  
Holland & Knight LLP  
222 Lakeview Avenue, Suite 1000  
West Palm Beach, Florida 33401  
Phone: (561) 833-2000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

AMENDMENT NO. 3 TO SCHEDULE 14D-9

This Amendment No. 3 (this “Amendment”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed on May 4, 2007, as amended and supplemented on May 14, 2007 and May 29, 2007 (the “Schedule 14D-9”) relating to a tender offer by CIG Media LLC, a Delaware limited liability company (including any successor, “Offeror”), pursuant to Section 14(d)(4) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to purchase any and all outstanding shares of Class A common stock, par value \$0.001 (the “Shares”) of ION Media Networks, Inc., a Delaware corporation (the “Company”) at a price of \$1.46 per Share, net to the sellers in cash, without interest.

Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to them in the Schedule 14D-9. This Amendment is being filed on behalf of the Company.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented to add the following section:

Subsequent Offering Period

On June 4, 2007, Offeror issued the press release attached hereto as Exhibit (a)(1)(I). The information set forth in the press release is incorporated herein by reference.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and restated to add Exhibit (a)(1)(I):

Exhibit No.	Description
(a)(1)(I)	Press Release, dated June 4, 2007, announcing completion of the initial offering period and immediate commencement of a subsequent offering period.*

\* Filed herewith

1

---

SIGNATURE

After due 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.

Date: June 5, 2007

ION MEDIA NETWORKS, INC.,

By: /s/ Richard Garcia

Name: Richard Garcia

Title: Senior Vice President  
and Chief Financial Officer

2

---