

NEXSTAR BROADCASTING GROUP INC

Form SC 13G/A

February 16, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 3)\*

Nexstar Broadcasting Group, Inc.

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(Name of Issuer)

Class A Common Stock

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(Title of Class of Securities)

65336K103

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(CUSIP Number)

December 31, 2015

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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 (the "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. 65336K103 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

2,734,270

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

2,734,270

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

2,734,270

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES  
CERTAIN SHARES\*

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

8.9%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

1 The percentages used herein and in the rest of this Schedule 13G are calculated based upon 30,620,804 shares of Class A Common Stock outstanding as of November 2, 2015 as disclosed in the Company's Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission on November 5, 2015.

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CUSIP NO. 65336K10313G

1 NAMES OF  
REPORTING  
PERSONS

MSD Torchlight  
Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY 2,627,533  
OWNED BY

EACH 7  
REPORTING DISPOSITIVE  
PERSON WITH POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

2,627,533

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

2,627,533

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED IN  
ROW (9)

8.6%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

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CUSIP NO. 65336K103 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Torchlight  
Partners (MM), L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Cayman Islands

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

106,737

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

106,737

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

106,737

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

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

0.3%1

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

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CUSIP NO. 65336K103 13G

Item 1(a) Name of  
Issuer:

The name of  
the issuer is  
Nexstar  
Broadcasting  
Group, Inc.  
(the  
"Company").

Item 1(b) Address of  
Issuer's  
Principal  
Executive  
Offices:

The  
Company's  
principal  
executive  
office is  
located at  
5215 N.  
O'Connor  
Blvd., Suite  
1400, Irving,  
Texas, 75039.

Item 2(a) Name of  
Person Filing:

This Schedule  
13G is being  
jointly filed  
by and on  
behalf of each  
of MSD  
Partners, L.P.,  
formerly  
named MSDC  
Management,  
L.P. ("MSD  
Partners"),  
MSD  
Torchlight

Partners, L.P.  
("MSD  
Torchlight"),  
and MSD  
Torchlight  
Partners  
(MM), L.P.  
(collectively,  
the  
"Reporting  
Persons").  
Each of MSD  
Torchlight  
Partners  
(MM), L.P.  
and MSD  
Torchlight is  
the direct  
owner of the  
securities  
covered by  
this  
statement.  
MSD Partners  
is the  
investment  
manager of,  
and may be  
deemed to  
beneficially  
own securities  
beneficially  
owned by,  
MSD  
Torchlight  
and MSD  
Torchlight  
Partners  
(MM), L.P.  
MSD Partners  
(GP), LLC  
("MSD GP")  
is the general  
partner of,  
and may be  
deemed to  
beneficially  
own securities  
beneficially  
owned by,  
MSD

Partners.  
Each of Glenn  
R. Fuhrman  
and Marc R.  
Lisker is a  
manager of,  
and may be  
deemed to  
beneficially  
own securities  
beneficially  
owned by,  
MSD GP.

The Reporting  
Persons have  
entered into a  
Joint Filing  
Agreement,  
dated  
February 16,  
2016, a copy  
of which is  
filed with this  
Schedule 13G  
as Exhibit  
99.1, pursuant  
to which the  
Reporting  
Persons have  
agreed to file  
this statement  
jointly in  
accordance  
with the  
provisions of  
Rule  
13d-1(k)(1)  
under the Act.

Neither the  
filing of this  
statement nor  
anything  
herein shall  
be construed  
as an  
admission that  
any person  
other than the  
Reporting

Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of MSD Partners and MSD Torchlight is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

The address of the principal business office of MSD Torchlight Partners (MM), L.P. is c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman,

KY1-1104,  
Cayman  
Islands.

Item 2(c) Citizenship:

MSD Partners  
and MSD  
Torchlight are  
each  
organized as a  
limited  
partnership  
under the  
laws of the  
State of  
Delaware.  
MSD  
Torchlight  
Partners  
(MM), L.P. is  
organized  
under the  
laws of  
Cayman  
Islands.

Item 2(d) Title of Class  
of Securities:

Class A  
Common  
Stock

Item 2(e) CUSIP No.:

65336K103

Item 3 If this  
statement is  
filed pursuant  
to Rules  
13d-1(b), or  
13d-2(b),  
check whether  
the person  
filing is a:

Not  
applicable.

Item 4 Ownership:

A. MSD Partners, L.P.

(a) Amount beneficially owned: 2,734,270

(b) Percent of class: 8.9%

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

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,734,270

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,734,270

B. MSD Torchlight Partners, L.P.

(a) Amount beneficially owned: 2,627,533

(b) Percent of class: 8.6%

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

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,627,533

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,627,533

C. MSD Torchlight Partners (MM), Ltd.

(a) Amount beneficially owned: 106,737

(b) Percent of class: 0.3%

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

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 106,737

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 106,737

D. MSD Partners (GP), LLC

- (a) Amount beneficially owned: 2,734,270
- (b) Percent of class: 8.9%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 2,734,270
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 2,734,270

E. Glenn R. Fuhrman

- (a) Amount beneficially owned: 2,734,270
- (b) Percent of class: 8.9%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 2,734,270
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 2,734,270

F. Marc R. Lisker

- (a) Amount beneficially owned: 2,734,270
- (b) Percent of class: 8.9%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 2,734,270
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 2,734,270

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  
each of the  
Reporting  
Persons has  
ceased to be  
the beneficial  
owner of  
more than five  
percent of the  
class of  
securities,  
check the  
following [].

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

Not  
applicable.

Item 7 Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security  
Being  
Reported on  
by the Parent  
Holding  
Company or  
Control  
Person:

Not  
applicable.



Item 8 Identification  
and  
Classification  
of Members  
of the Group:

Class A  
Common  
Stock

Item 9 Notice of  
Dissolution of  
Group:

Not  
applicable.

Item 10 Certification:

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  
participant in  
any  
transaction  
having that  
purpose or  
effect, other  
than activities  
solely in

connection  
with a  
nomination  
under §  
240.14a-11.

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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.

Date: February 16, 2016

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners (MM),  
L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 16, 2016.



Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 16, 2016

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners (MM),  
L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager