

New Media Investment Group Inc.  
Form 8-K  
February 16, 2018

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

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FORM 8-K

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CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 16, 2018

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New Media Investment Group Inc.

(Exact name of registrant as specified in its charter)

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Delaware	001-36097	38-3910250
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1345 Avenue of the Americas  
New York, NY 10105  
212-479-3160

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 1.01 Entry into a Material Definitive Agreement

On February 16, 2018, New Media Holdings II LLC (the “Borrower”), a wholly owned indirect subsidiary of New Media Investment Group Inc., New Media Holdings I LLC (“Holdings”) and certain of the Borrower’s subsidiaries entered into an amendment to the Borrower’s senior secured credit facilities (the “Eighth Amendment”) with the several banks and other financial institutions party thereto and Citizens Bank of Pennsylvania, as administrative agent (the “Administrative Agent”). The Eighth Amendment was entered into in connection with that certain Credit Agreement, dated as of June 4, 2014 (as amended on July 17, 2014, September 3, 2014, November 20, 2014, January 9, 2015, February 13, 2015, March 6, 2015, May 29, 2015 and July 14, 2017, the “Credit Agreement”), by and among the Borrower, Holdings, the lenders party thereto, Citizens Bank, National Association (f/k/a RBS Citizens, N.A.) and Credit Suisse Securities (USA) LLC, as joint lead arrangers and joint bookrunners, Credit Suisse AG, Cayman Islands Branch, as syndication agent and the Administrative Agent.

The Eighth Amendment amends the Credit Agreement to, among other things, (i) provide for additional dollar-denominated term loans in an aggregate principal amount of \$50 million (the “Eighth Amendment Incremental Term Loans”) on the same terms as the outstanding term loans that were extended pursuant to the seventh amendment to the Credit Agreement that will mature on July 14, 2022 (the “Existing Term Loans”, and together with the Eighth Amendment Incremental Term Loans, the “Term Loans”) and (ii) provide for a 1.00% prepayment premium for any prepayments of the Term Loans made in connection with certain repricing transactions effected within six months of the date of the Eighth Amendment. In addition, the Borrower is required to pay an upfront fee of 0.50% of the aggregate amount of the Eighth Amendment Incremental Term Loans as of the effective date of the Eighth Amendment.

The foregoing description of the Eighth Amendment is not intended to be complete and is qualified in its entirety by reference to the full text of the Eighth Amendment, which is incorporated herein by reference to Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
<u>10.1</u>	Eighth Amendment to Credit Agreement, dated as of February 16, 2018, among New Media Holdings I LLC, New Media Holdings II LLC, the loan parties party thereto, the several banks and other financial institutions party thereto and Citizens Bank of Pennsylvania, as administrative agent.

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SIGNATURE

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

NEW MEDIA  
INVESTMENT  
GROUP INC.

Date: February 16, 2018 By: /s/ Gregory Freiberg  
Gregory Freiberg  
Chief Financial Officer  
& Chief Accounting  
Officer

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