

NEXSTAR BROADCASTING GROUP INC
 Form 4
 December 07, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ABRY BROADCAST PARTNERS III LP

2. Issuer Name and Ticker or Trading Symbol
NEXSTAR BROADCASTING GROUP INC [NXST]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 111 HUNTINGTON AVENUE, 29TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/27/2012

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

BOSTON, MA 02199

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock of Nexstar Broadcasting Group, Inc.	11/27/2012		C		1,046,666	A	\$ 0 4,537,549
Class A Common Stock of Nexstar Broadcasting	12/05/2012		S		4,537,549	D	\$ 0 8.8338

Group, Inc.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
Class B Common Stock of Nexstar Broadcasting Group, Inc.	(1)	11/27/2012		C	1,046,666	(1) (1)	Class A Common Stock of Nexstar Broadcasting Group, Inc.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ABRY BROADCAST PARTNERS III LP
111 HUNTINGTON AVENUE
29TH FLOOR
BOSTON, MA 02199

X

Signatures

/s/ SHIRLEY E. GREEN, as Attorney-in-Fact for ABRY Broadcast Partners III, L.P.

12/07/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Class B Common Stock of Nexstar Broadcasting Group, Inc. is convertible into Class A Common Stock on a one-for-one basis at the election of the holder at any time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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