

Cristina Bordes 2009 Gift Trust
 Form 5
 February 09, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Cristina Bordes 2009 Gift Trust

2. Issuer Name and Ticker or Trading Symbol
 BEASLEY BROADCAST GROUP INC [BBGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Remarks

C/O CARTER LEDYARD & MILBURN LLP, TWO WALL STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10005

____ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | 12/29/2017 | Â | J | 160,442.318 (1) (2) D \$ 4.61 | 489,762.455 | D (3) | Â |
| Class A Common Stock | 12/29/2017 | Â | J | 160,442.318 (1) (2) D \$ 4.61 | 489,762.455 | D (4) | Â |
| Class A Common | 12/29/2017 | Â | J | 143,952.2 (5) D \$ 4.61 | 439,425.0919 | D (6) | Â |

Edgar Filing: Cristina Bordes 2009 Gift Trust - Form 5

Stock

| | | | | | | | | | |
|----------------------------|------------|---|---|--------------------------------------|---|------------|-------------|--------------|---|
| Class A Common Stock | 12/29/2017 | Â | J | 160,442.318 <u>(1)</u> <u>(2)</u> | D | \$ 4.61 | 489,762.455 | D <u>(6)</u> | Â |
|----------------------------|------------|---|---|--------------------------------------|---|------------|-------------|--------------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(9-02)

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I S F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------|------------------|-----------------|-------|----------------------------|
| (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Cristina Bordes 2009 Gift Trust C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005 | Â | Â | Â | See Remarks |
| Peter A. Bordes, Jr. 2009 Gift Trust C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005 | Â | Â | Â | See Remarks |
| Stephanie Bordes 2009 Gift Trust C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005 | Â | Â | Â | See Remarks |
| Stephen Bordes 2009 Gift Trust C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005 | Â | Â | Â | See Remarks |

Signatures

| | |
|--|------------|
| CRISTINA BORDES 2009 GIFT TRUST By: /s/ Stephen F. Lappert, as Trustee and as Attorney-in-Fact on behalf of Cristina Bordes, Trustee | 02/09/2018 |
| __Signature of Reporting Person | Date |
| PETER A. BORDES, JR. 2009 GIFT TRUST By: /s/ Stephen F. Lappert, as Trustee and as Attorney-in-Fact on behalf of Peter A. Bordes, Jr., Trustee | 02/09/2018 |
| __Signature of Reporting Person | Date |
| STEPHANIE BORDES 2009 GIFT TRUST By: /s/ Stephen F. Lappert, as Trustee and as Attorney-in-Fact on behalf of Stephanie L. Bordes, Trustee | 02/09/2018 |
| __Signature of Reporting Person | Date |
| STEPHEN BORDES 2009 GIFT TRUST By: /s/ Stephen F. Lappert, as Trustee and as Attorney-in-Fact on behalf of Stephen M. Bordes, Trustee | 02/09/2018 |
| __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) Includes 56,409.54 shares surrendered to Beasley Broadcast Group, Inc. (the "Issuer") and 104,032.778 shares released to the Issuer from escrow, in connection with the Agreement and Plan of Merger dated July 19, 2016, by and among the Issuer, Greater Media, Inc. ("Greater Media"), Beasley Media Group 2, Inc., an indirect wholly owned subsidiary of the Issuer ("Merger Sub"), and Peter A. Bordes, Jr., as the stockholders' representative (the "Stockholders' Representative"), pursuant to which, on November 1, 2016 (the "Effective Time"), Merger Sub was merged with and into Greater Media, with Greater Media surviving the merger as an indirect wholly owned subsidiary of the Issuer (the "Merger"), and pursuant to the Settlement Agreement (the "Settlement Agreement"), dated December 29, 2017, by and among the Issuer, Greater Media and the Stockholders' Representative, in full satisfaction of the Reporting Person's obligations with respect to (continued in next footnote)
 - (2) (i) certain purchase price and other adjustments under Section 1.7 of the Merger Agreement, and (ii) resolution of certain other claims between the Issuer and BFTW LLC.
 - (3) These securities are owned solely by the Cristina Bordes 2009 Gift Trust. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (4) These securities are owned solely by the Peter A. Bordes, Jr. 2009 Gift Trust. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (5) Includes 50,611.82 shares surrendered to the Issuer and 93,340.380 shares released to the Issuer from escrow, in connection with the Merger Agreement and pursuant to the Settlement Agreement, in full satisfaction of the Reporting Person's obligations with respect to (i) certain purchase price and other adjustments under Section 1.7 of the Merger Agreement, and (ii) resolution of certain other claims between the Issuer and BFTW LLC.
 - (6) These securities are owned solely by the Stephanie Bordes 2009 Gift Trust. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Â

Remarks:

AsÂ aÂ resultÂ ofÂ certainÂ agreementsÂ amongÂ theÂ ReportingÂ PersonsÂ andÂ certainÂ otherÂ shareholdersÂ ofÂ th

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.