HEMISPHERE MEDIA GROUP, INC.

Form 4

March 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

McNamara James Marvin

Symbol

HEMISPHERE MEDIA GROUP,

INC. [HMTV]

(Check all applicable)

(Last) (First) (Middle)

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

03/12/2014

X_ Director Officer (give title

10% Owner Other (specify

C/O HEMISPHERE MEDIA GROUP, INC., 2000 PONCE DE LEON BLVD., SUITE 500

(Street)

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

(Instr. 4)

CORAL GABLES, FL 33134

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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SEC 1474 (9-02)

(Instr. 4)

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

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Ar of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
WARRANTS (RIGHT TO PURCHASE)	\$ 6 (1)	03/12/2014		P	126,000	04/04/2013(1)	(2)	Class A common Stock	63,
WARRANTS (RIGHT TO PURCHASE)	\$ 6 (1)	03/13/2014		P	24,000	04/04/2013(1)	<u>(2)</u>	Class A common Stock	12,
WARRANTS (RIGHT TO PURCHASE)	\$ 6 (1)	03/14/2014		P	25,000	04/04/2013(1)	(2)	Class A common Stock	12,

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 6	Director	10% Owner	Officer	Other		
McNamara James Marvin C/O HEMISPHERE MEDIA GROUP, INC. 2000 PONCE DE LEON BLVD., SUITE 500 CORAL GABLES, FL 33134	X					

Signatures

/s/ Craig D. Fischer, Attorney-in-fact

03/14/2014

**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).
- Warrants of Hemisphere Media Group, Inc. (the "Company"), are exercisable at \$6.00 per half share of the Company's Class A common stock, \$0.0001 par value, ("Class A common stock") (\$12.00 per share of Class A Common stock), at any time in the holder's sole
- discretion. Warrants are only exercisable for a whole number of shares of Common Stock (i.e., only an even number of Warrants may be exercised at any given time by a registered holder).
- Pursuant to the terms of the warrant agreement, as amended by the Assignment, Assumption and Amendment of Warrant Agreement,
 (2) which was filed with the Securities and Exchange Commission on April 4, 2013 as Exhibit 4.6 to Hemisphere Media Group, Inc.'s Form
 8-A, the warrants will expire on April 4, 2018 unless the Company is liquidated prior to such time.
- Does not include grant of 250,000 employee stock options, which vest, subject to certain exceptions, in equal annual installments on each of the first three (3) anniversaries of May 16, 2013.

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

Reporting Owners 2

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