

HEMISPHERE MEDIA GROUP, INC.

Form 4

November 17, 2016

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 *
McNamara James Marvin

2. Issuer Name and Ticker or Trading Symbol
HEMISPHERE MEDIA GROUP, INC. [HMTV]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2016

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

C/O HEMISPHERE MEDIA GROUP, INC., 4000 PONCE DE LEON BLVD, SUITE 650

(Street)

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

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

CORAL GABLES, FL 33146

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | | |
| CLASS A COMMON STOCK | 11/16/2016 | | A | | 25,000 (1) | A | \$ 0 25,000 D |

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 1474 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 11.95 | 11/16/2016 | | A | 100,000 (2) | (3) 11/16/2026 | CLASS A COMMON STOCK |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McNamara James Marvin
C/O HEMISPHERE MEDIA GROUP, INC.
4000 PONCE DE LEON BLVD, SUITE 650
CORAL GABLES, FL 33146

X

Signatures

/s/ James M.

11/17/2016

McNamara

**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).

- Represents restricted shares of Hemisphere Media Group, Inc.'s (the "Company") Class A common stock, par value \$0.0001 per share ("Class A common stock"), granted pursuant to the Hemisphere Media Group, Inc. Amended and Restated 2013 Equity Incentive Plan (the "Equity Plan"). The restricted stock will vest, subject to certain exceptions, in equal annual installments on each of the first three (3) anniversaries of April 9, 2016 (the "Effective Date").
- (1) Represents options to purchase shares of the Company's Class A common stock granted pursuant to the Equity Plan.
 - (2) The employee stock options will vest, subject to certain exceptions, in equal annual installments on each of the first three (3) anniversaries of the Effective Date.
 - (3) Includes options to purchase 250,000 shares of the Company's Class A common stock exercisable within 60 days of November 16, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space 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.