

BEASLEY BROADCAST GROUP INC
 Form 3
 November 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Cristina Bordes 2009 Gift Trust</p> <p>(Last) (First) (Middle)</p> <p>C/O CARTER LEDYARD & MILBURN LLP,Â TWO WALL STREET</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10005</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/01/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BEASLEY BROADCAST GROUP INC [BBGI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below)</p> <p>See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 650,204.773 | D <u>(1)</u> <u>(2)</u> | Â |
| Class A Common Stock | 650,204.773 | D <u>(2)</u> <u>(3)</u> | Â |
| Class A Common Stock | 583,377.291 | D <u>(4)</u> <u>(5)</u> | Â |
| Class A Common Stock | 650,204.773 | D <u>(2)</u> <u>(6)</u> | Â |

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

SEC 1473 (7-02)

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.

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

Edgar Filing: BEASLEY BROADCAST GROUP INC - Form 3

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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 | ^ | ^ | ^ | See Remarks |
| Peter A. Bordes, Jr. 2009 Gift Trust C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005 | ^ | ^ | ^ | See Remarks |
| Stephanie Bordes 2009 Gift Trust C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005 | ^ | ^ | ^ | See Remarks |
| Stephen Bordes 2009 Gift Trust C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005 | ^ | ^ | ^ | 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 | 11/10/2016 |
| __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 | 11/10/2016 |
| __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 | 11/10/2016 |
| __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 | 11/10/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
- (2) Includes 104,032.778 shares currently being held in escrow and subject to reduction in connection with the purchase price adjustment provisions of the Agreement and Plan of Merger, dated July 19, 2016 (the "Merger Agreement"), by and among Beasley Broadcast Group, Inc. (the "Issuer"), Greater Media, Inc., Beasley Media Group 2, Inc., an indirect wholly owned subsidiary of the Issuer, and Peter A. Bordes, Jr., as the stockholders' representative. The Reporting Person disclaims beneficial ownership of the shares held in escrow, except to the extent of any pecuniary interest therein, 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.
- (3) 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.
- (4) 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.
- (5) Includes 93,340.380 shares currently being held in escrow and subject to reduction in connection with the purchase price adjustment provisions of the Merger Agreement. The Reporting Person disclaims beneficial ownership of the shares held in escrow, except to the extent of any pecuniary interest therein, 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.
- (6) These securities are owned solely by the Stephen 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.

^

Remarks:

As a result of certain agreements among the Reporting Persons and certain other shareholders of the

Exhibit List

Exhibit 24.1 - Power of Attorney

Exhibit 24.2 - Power of Attorney

Exhibit 24.3 - Power of Attorney

Exhibit 24.4 - Power of Attorney

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.