

HEMISPHERE MEDIA GROUP, INC.

Form SC 13G/A

January 24, 2014

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 1)*

Hemisphere
Media Group,
Inc.
(Name of
Issuer)

Class A
Common Stock,
par value
\$0.0001 per
share
(Title of Class
of Securities)

42365Q103
(CUSIP
Number)

December 31,
2013
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the

rule pursuant to
which this
Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 13
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON
	Davidson Kempner Partners
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	New York
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER
5	0
	SHARED VOTING POWER
6	4,504 shares of Class A Common Stock
7	97,328 shares of Class A Common Stock issuable upon exercise of warrants
	SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER

4,504 shares of
Class A
Common Stock

97,328 shares
of Class A
Common Stock
issuable upon
exercise of
warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

4,504 shares of Class
A Common Stock

97,328 shares of Class
A Common Stock
issuable upon exercise
of warrants

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

0.83%
TYPE OF
REPORTING
PERSON

12

PN

1 NAME OF REPORTING PERSON

Davidson Kempner
 Institutional Partners,
 L.P.
 CHECK
 THE
2 APPROPRIATE
 BOX IF A
 MEMBER (b) x
 OF A
 GROUP

3 SEC USE ONLY
 CITIZENSHIP OR
 PLACE OF
4 ORGANIZATION

Delaware

NUMBER OF
 SHARES
 BENEFICIALLY **5**
 OWNED BY
 EACH
 REPORTING
 PERSON WITH:

SOLE
 VOTING
 POWER

0
 SHARED
 VOTING
 POWER

6 10,084 shares
 of Class A
 Common Stock

217,896 shares
 of Class A
 Common Stock
 issuable upon
 exercise of
 warrants

7 SOLE
 DISPOSITIVE
 POWER

8 0
 SHARED
 DISPOSITIVE
 POWER

10,084 shares
of Class A
Common Stock

217,896 shares
of Class A
Common Stock
issuable upon
exercise of
warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9 10,084 shares of Class
A Common Stock

217,896 shares of
Class A Common
Stock issuable upon
exercise of warrants

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 1.85%
TYPE OF
REPORTING
PERSON

PN

1	NAME OF REPORTING PERSON
	Davidson Kempner International, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER 0 SHARED VOTING POWER
5	
	11,328 shares of Class A Common Stock
6	
	244,776 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
7	
	0 SHARED DISPOSITIVE POWER
8	

11,328 shares
of Class A
Common Stock

244,776 shares
of Class A
Common Stock
issuable upon
exercise of
warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

11,328 shares of Class
A Common Stock

244,776 shares of
Class A Common
Stock issuable upon
exercise of warrants

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY

11

AMOUNT IN ROW
(9)

2.07%
TYPE OF
REPORTING
PERSON

12

CO

1 NAME OF REPORTING PERSON

Davidson Kempner
Capital Management
LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

0 SHARED VOTING POWER

6 25,916 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

25,916 shares
of Class A
Common Stock

560,000 shares
of Class A
Common Stock
issuable upon
exercise of
warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9 25,916 shares of Class
A Common Stock

560,000 shares of
Class A Common
Stock issuable upon
exercise of warrants

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 4.61%
TYPE OF
REPORTING
PERSON

OO

1 NAME OF REPORTING PERSON

Thomas L. Kempner, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

0 SHARED VOTING POWER

6 25,916 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

25,916 shares
of Class A
Common Stock

560,000 shares
of Class A
Common Stock
issuable upon
exercise of
warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9 25,916 shares of Class
A Common Stock

560,000 shares of
Class A Common
Stock issuable upon
exercise of warrants

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 4.61%
TYPE OF
REPORTING
PERSON

IN

1	NAME OF REPORTING PERSON
	Stephen M. Dowicz CHECK THE APPROPRIATE 2 BOX IF A MEMBER (b) x OF A 3 GROUP SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER 0 SHARED VOTING POWER
6	25,916 shares of Class A Common Stock
7	560,000 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
	25,916 shares of Class A

Common Stock

560,000 shares
of Class A
Common Stock
issuable upon
exercise of
warrants

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

25,916 shares of Class
A Common Stock

560,000 shares of
Class A Common
Stock issuable upon
exercise of warrants

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

4.61%
TYPE OF
REPORTING
PERSON

12

IN

Item 1(a). NAME OF ISSUER

Hemisphere Media Group, Inc. (the "Company")

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

2000 Ponce de Leon Boulevard, Suite 500, Coral Gables, FL 33134

Item 2(a). NAME OF PERSON FILING

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

(i) Davidson Kempner Partners, a New York limited partnership ("DKP"). MHD Management Co., a New York limited partnership ("MHD"), is the general partner of DKP and MHD Management Co. GP, L.L.C., a Delaware limited liability company is the general partner of MHD. DKCM (as defined below) is responsible for the voting and investment decisions of DKP;

(ii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP"). Davidson Kempner Advisers Inc., a New York corporation, is the general partner of DKIP. DKCM is responsible for the voting and investment decisions of DKIP;

(iii) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL"). Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company, is the investment manager of DKIL. DKCM is responsible for the voting and investment decisions of DKIL;

(iv) Davidson Kempner Capital Management LLC, a New York limited liability company and a registered investment adviser with the U.S. Securities and Exchange Commission, acts as investment manager to each of DKP, DKIP, and DKIL ("DKCM") either directly or by virtue a sub-advisory agreement with the investment manager of the relevant fund. The managing members of DKCM are Messrs. Thomas L. Kempner, Jr., Stephen M. Dowicz, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman, Conor Bastable, Shulamit Leviant and Morgan Blackwell; and

(v) Messrs. Thomas L. Kempner, Jr., and Stephen M. Dowicz through DKCM, are responsible for the voting and investment decisions relating to the securities held by DKP, DKIP and DKIL reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

Item 2(c). CITIZENSHIP

- (i) DKP – a New York limited partnership
- (ii) DKIP – a Delaware limited partnership
- (iii) DKIL – a British Virgin Islands corporation
- (iv) DKCM – a New York limited liability company
- (v) Messrs. Thomas L. Kempner, Jr. and Stephen M. Dowicz – United States

Item 2(d). TITLE OF CLASS OF SECURITIES

Class A Common Stock, par value \$0.0001 (the "Class A Common Stock")

Item 2(e). CUSIP NUMBER

42365Q103.

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

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If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please
specify the type of institution: _____

Item
4. OWNERSHIP

The percentages used in this Schedule 13G are calculated based upon 12,120,053 shares of Class A Common Stock reported to be outstanding as of November 11, 2013 in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 filed on November 13, 2013 and assumes the exercise of the reported warrants.

A. DKP

Amount beneficially owned: 4,504 shares of Class A Common Stock

(a)
97,328 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 0.83%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0
shared power to vote or to direct the vote:

(ii) 4,504 shares of Class A Common Stock

97,328 shares of Class A Common Stock issuable upon exercise of warrants

(iii) sole power to dispose or to direct the disposition: 0
shared power to dispose or to direct the disposition:

(iv) 4,504 shares of Class A Common Stock

97,328 shares of Class A Common Stock issuable upon exercise of warrants

B. DKIP

Amount beneficially owned: 10,084 shares of Class A Common Stock

(a)
217,896 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 1.85%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0
(ii) shared power to vote or to direct the vote:

10,084 shares of Class A Common Stock

217,896 shares of Class A Common Stock issuable upon exercise of warrants

(iii) sole power to dispose or to direct the disposition: 0

shared power to dispose or to direct the disposition:

(iv) 10,084 shares of Class A Common Stock

217,896 shares of Class A Common Stock issuable upon exercise of warrants

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C. DKIL

Amount beneficially owned: 11,328 shares of Class A Common Stock

- (a) 244,776 shares of Class A Common Stock issuable upon exercise of warrants
- (b) Percent of class: 2.07%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
shared power to vote or to direct the vote:
 - (ii) 11,328 shares of Class A Common Stock

244,776 shares of Class A Common Stock issuable upon exercise of warrants
 - (iii) sole power to dispose or to direct the disposition: 0
shared power to dispose or to direct the disposition:
 - (iv) 11,328 shares of Class A Common Stock

244,776 shares of Class A Common Stock issuable upon exercise of warrants

D. DKCM

Amount beneficially owned: 25,916 shares of Class A Common Stock

- (a) 560,000 shares of Class A Common Stock issuable upon exercise of warrants
- (b) Percent of class: 4.61%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
shared power to vote or to direct the vote:
 - (ii) 25,916 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants
 - (iii) sole power to dispose or to direct the disposition: 0
shared power to dispose or to direct the disposition:
 - (iv) 25,916 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants

E. Thomas L. Kempner, Jr.

Amount beneficially owned: 25,916 shares of Class A Common Stock

- (a) 560,000 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 4.61%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0
shared power to vote or to direct the vote:

(ii) 25,916 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants

(iii) sole power to dispose or to direct the disposition: 0
shared power to dispose or to direct the disposition:

(iv) 25,916 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants

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F. Stephen M. Dowicz

Amount beneficially owned: 25,916 shares of Class A Common Stock

(a)

560,000 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 4.61%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

shared power to vote or to direct the vote:

(ii) 25,916 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants

(iii) sole power to dispose or to direct the disposition: 0

shared power to dispose or to direct the disposition:

(iv) 25,916 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not Applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below, each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: January 24, 2014 davidson kempner partners

By: MHD Management Co.,
its General Partner

By: MHD Management Co. GP, L.L.C.,
its General Partner

/s/ Thomas L. Kempner, Jr.
Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER institutional partners, L.P.

By: Davidson Kempner Advisers Inc.,
its General Partner

/s/ Thomas L. Kempner, Jr.
Name: Thomas L. Kempner, Jr.
Title: President

davidson kempner international, ltd.

By: Davidson Kempner International Advisors, L.L.C.,
its Investment Manager

/s/ Thomas L. Kempner, Jr.
Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

Davidson Kempner Capital Management LLC

/s/ Thomas L. Kempner, Jr.
Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.
Thomas L. Kempner, Jr.

/s/ Stephen M. Dowicz
Stephen M. Dowicz