

InterMedia Partners VII LP
 Form 4
 April 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 InterMedia Partners VII LP

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)
 C/O INTERMEDIA PARTNERS, L.P., 405 LEXINGTON AVENUE, 48TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 04/04/2018

____ Director
 ____ Officer (give title below) Other (specify below)
 See Remarks

(Street)
 NEW YORK, NY 10174

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 04/04/2018 | | D | | 419,383 (1) | D | | \$ 0 0 |
| | | | | | | D | (2) | |

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| InterMedia Partners VII LP C/O INTERMEDIA PARTNERS, L.P. 405 LEXINGTON AVENUE, 48TH FLOOR NEW YORK, NY 10174 | | | | See Remarks |
| InterMedia Partners, L.P. 405 LEXINGTON AVENUE, 48TH FLOOR NEW YORK, NY 10174 | | | | See Remarks |

Signatures

/s/ Peter M. Kern 04/06/2018

**Signature of Reporting Person Date

/s/ Peter M. Kern 04/06/2018

**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).
Represents the forfeiture of shares of Class A Common Stock to Hemisphere Media Group, Inc. (the "Company") pursuant to the terms of the Equity Restructuring and Warrant Purchase Agreement, dated as of January 22, 2013, by and among Azteca Acquisition Holdings, LLC, Brener International Group, LLC, InterMedia Partners VII, L.P. ("IM"), InterMedia Cine Latino, LLC, Cinema Aeropuerto, S.A. de C.V., the Company and the other parties identified therein, whereby the closing sales price of the Class A Common Stock did not equal or exceed \$15.00 per share for any 20 trading days within at least one 30-trading day period within 60 months of April 4, 2013.

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- (2) The reported securities are owned directly by IM, and indirectly by InterMedia Partners, L.P. ("GP"), as general partner of IM, Leo Hindery, Jr., as manager of GP and Peter M. Kern, as manager of GP. GP, as well as Messrs. Hindery and Kern disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

Remarks:

Messrs. Hindery and Kern will file separate reports dated the date hereof in connection with the transaction subject to this report.

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

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