

LIN Media LLC
Form 4
August 05, 2013

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 *
HM4-EQ Coinvestors, L.P.

2. Issuer Name and Ticker or Trading Symbol
LIN Media LLC [LIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O HICKS, MUSE, TATE & FURST INCORP., 200 CRESCENT COURT, SUITE 1600

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2013

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

(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

DALLAS, TX 75201

(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 | 08/01/2013 | | S ⁽¹⁾ | 668 D \$ 15.85 | 3,332 | I ⁽²⁾ | See footnote (2) |
| Class A Common Stock | 08/02/2013 | | S ⁽³⁾ | 423 D \$ 15.54 | 2,909 | I ⁽²⁾ | See footnote (2) |

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

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number.

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HM4-EQ Coinvestors, L.P. C/O HICKS, MUSE, TATE & FURST INCORP. 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201 | | X | | |
| Hicks, Muse GP Partners IV, L.P. C/O HICKS, MUSE, TATE & FURST INCORP. 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201 | | X | | |
| Hicks, Muse Fund IV, LLC C/O HICKS, MUSE, TATE & FURST INCORP. 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201 | | X | | |

Signatures

SEE
ATTACHMENTS 08/05/2013

**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).
- (1) On August 1, 2013, HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), sold 668 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the

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"Exchange Act").

All shares are held of record by HM4-EQ Coinvestors. Hicks, Muse GP Partners IV, L.P., a Texas limited partnership ("GP Partners IV"), is the sole general partner of HM4-EQ Coinvestors. Hicks, Muse Fund IV, LLC, a Texas limited liability company ("Fund IV LLC"), is the sole general partner of GP Partners IV. GP Partners IV and Fund IV LLC may be deemed to beneficially own all of the securities held directly by HM4-EQ Coinvestors. Each of GP Partners IV and Fund IV LLC disclaim beneficial ownership of such securities except to the extent of any of their respective pecuniary interest therein.

- (2)
- (3) On August 2, 2013, HM4-EQ Coinvestors sold 423 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act.

Remarks:

The reporting persons may be deemed to be members of a group with other affiliated entities that collectively are 10% owners

On July 31, 2013, LIN Media LLC became the successor to LIN TV Corp. pursuant to a merger. The merger resulted in LIN I

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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