

Gato Investments LP
 Form 4
 April 06, 2018

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 *
 Gemini Latin Holdings, LLC

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)
 04/04/2018

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

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

(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

NEW YORK, NY 10174

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Class B Common Stock	(1)	04/04/2018		D	749,758 (2)	(1) (1)	Class A Common Stock	749,758

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gemini Latin Holdings, LLC C/O INTERMEDIA PARTNERS, L.P. 405 LEXINGTON AVENUE, 48TH FLOOR NEW YORK, NY 10174		X		
Gato Investments LP C/O INTERMEDIA PARTNERS, L.P. 405 LEXINGTON AVENUE, 48TH FLOOR NEW YORK, NY 10174		X		

Signatures

/s/ Peter M. Kern
Date: 04/06/2018
**Signature of Reporting Person

/s/ Peter M. Kern
Date: 04/06/2018
**Signature of Reporting Person

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) In accordance with the terms of the amended and restated certificate of incorporation of Hemisphere Media Group, Inc. (the "Company"), each share of the Company's Class B common stock, par value \$0.0001 per share, is convertible in whole or in part at any time at the holder's election into an equal number of fully paid and non-assessable shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), and has no expiration date.
- (2) Represents the forfeiture of shares of Class B Common Stock to 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., 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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- (3) The reported securities are owned directly by Gato Investments LP (the "Investor") and indirectly by Gemini Latin Holdings, LLC (the "General Partner"), as general partner of the Investor and Peter M. Kern, as the managing member of the General Partner. The General Partner and Mr. Kern disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

Remarks:

This report is filed jointly by the Investor and the General Partner, each of whom are 10% owners. Mr. Kern will file a separate 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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