

MEDIA GENERAL INC
Form 3
November 27, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DONDERO JAMES D | | (Month/Day/Year) | MEDIA GENERAL INC [MEG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 300 CRESCENT COURT, SUITE 700 | | 11/12/2013 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| DALLAS,Â TXÂ 75201 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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) |
|---|--|---|--|
| Voting Common Stock, no par value per share | 3,776,559 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Voting Common Stock, no par value per share | 4,938,971 | I | See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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

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| 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 |
| DONDERO JAMES D 300 CRESCENT COURT, SUITE 700 DALLAS, TX 75201 | Â | Â X | Â | Â |

Signatures

/s/ James D.
Dondero

11/27/2013

**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) James D. Dondero (the "Reporting Person") states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, the beneficial owner of any securities covered by this statement purchased for the accounts of certain private investment funds (collectively, the "Funds"). The Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of the Reporting Person in such securities.
- (2) Mr. Dondero may be deemed to beneficially own a portion of the shares owned and/or held by and/or for the account of and/or for the benefit of Highland Floating Rate Opportunity Fund (the "Floating Rate Fund") as the Principal of Strand XVI, Inc., the general partner of Highland Capital Management Fund Advisors, L.P. (collectively, the Floating Rate Management Companies"), the investment advisor to the Floating Rate Fund.
- (3) Mr. Dondero may be deemed to beneficially own a portion of the shares owned and/or held by and/or for the account of and/or for the benefit of NexPoint Credit Strategies Fund (the "NexPoint Fund") as the President of NexPoint Advisors GP, LLC, the general partner of NexPoint Advisors, L.P. (collectively, with the Floating Rate Management Companies, the "Management Companies"), the investment advisor to the NexPoint Fund.
- (4) The Reporting Person may be deemed to be a member of a group with the Management Companies with respect to the issuer or securities of the issuer held by the Funds for the purposes of Section 13(d) or 13(g) of the Act. The Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that the Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or have agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) members of any syndicate or group with respect to the issuer or any securities of the issuer.

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Remarks:

ExpectedÂ dilutionÂ ofÂ theÂ Issuer'sÂ CommonÂ StockÂ dueÂ toÂ finalÂ issuancesÂ relatedÂ toÂ theÂ businessÂ comb

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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