

ION MEDIA NETWORKS INC.

Form SC 14D9/A

June 13, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

SOLICITATION/RECOMMENDATION STATEMENT

UNDER SECTION 14(d)(4) OF THE

SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4)

ION MEDIA NETWORKS, INC.

(Name of Subject Company)

ION MEDIA NETWORKS, INC.

(Name of Person(s) Filing Statement)

CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

46205A103

(CUSIP Number of Class of Securities)

Adam K. Weinstein, Esq.

Senior Vice President, Secretary and Chief Legal Officer

ION Media Networks, Inc.

601 Clearwater Park Road

West Palm Beach, Florida 33401

(561) 659-4122

(Name, Address and Telephone Number of Person Authorized to Receive Notices

and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

David L. Perry, Jr., Esq.

Holland & Knight LLP

222 Lakeview Avenue, Suite 1000

West Palm Beach, Florida 33401

Phone: (561) 833-2000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

AMENDMENT NO. 4 TO SCHEDULE 14D-9

This Amendment No. 4 (this "Amendment") amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed on May 4, 2007, as amended and supplemented on May 14, 2007, May 29, 2007 and June 5, 2007 (the "Schedule 14D-9") relating to a tender offer by CIG Media LLC, a Delaware limited liability company (including any successor, "Offeror"), pursuant to Section 14(d)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to purchase any and all outstanding shares of Class A common stock, par value \$0.001 (the "Shares") of ION Media Networks, Inc., a Delaware corporation (the "Company") at a price of \$1.46 per Share, net to the sellers in cash, without interest.

Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to them in the Schedule 14D-9. This Amendment is being filed on behalf of the Company.

Item 3. Past Contacts, Transactions, Negotiations and Agreements.

(d) Conflicts of Interest.

(2) Arrangements with Offeror

Item 3 of the Schedule 14D-9 is hereby amended and supplemented to add the following:

On June 8, 2007, the Company, NBCU, NBC Palm Beach I, NBC Palm Beach II and Offeror entered into an amendment to the Transaction Agreement. The amendment, which addresses certain technical revisions, is filed as Exhibit (e)(32) to this Schedule 14D-9 and incorporated herein by reference.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and restated to add Exhibit (e)(32):

Exhibit No.	Description
(e)(32)	Amendment to Master Transaction Agreement, dated as of June 8, 2007, by and among ION Media Networks, Inc., NBC Universal, Inc., NBC Palm Beach Investment I, Inc., NBC Palm Beach Investment II, Inc. and CIG Media LLC (incorporated by reference to Exhibit (d)(xiii) to the Schedule TO-I filed by ION Media Networks, Inc. with the SEC on June 8, 2007).

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 13, 2007

ION MEDIA NETWORKS, INC.,

By: /s/ Richard Garcia

Name: Richard Garcia

Title: Senior Vice President

and Chief Financial Officer

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