

MEDIA GENERAL INC
Form 4
November 14, 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 *
Standard General L.P.

2. Issuer Name and Ticker or Trading Symbol
MEDIA GENERAL INC [MEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
767 FIFTH AVENUE, 12TH FLOOR,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2013

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

NEW YORK, NY 10153

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 |
| Voting Common Stock, no par value | 11/12/2013 | | A | | 26,698,209 | A | \$ 15.01 (1) |
| | | | | | 26,698,209 | I | See Footnote (2) (3) (4) |

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. 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 |
| Standard General L.P. 767 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10153 | X | X | | |
| Kim Soohyung 767 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10153 | X | X | | |
| Standard General Fund L.P. 767 FIFTH AVENUE 12TH FLOOR NEW YORK, NY 10153 | | X | | |
| Standard General Communications LLC 767 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10153 | | X | | |

Signatures

/s/ Standard General L.P., by Standard General Holdings L.P. its General Partner, by Standard General S Corp its General Partner, by Soohyung Kim as Director 11/14/2013
 **Signature of Reporting Person Date

/s/ Standard General Fund L.P., by Standard General L.P. its Manager, by Standard General Holdings L.P. its General Partner, by Standard General S Corp its General Partner, by Soohyung Kim as Director 11/14/2013
 **Signature of Reporting Person Date

/s/ Standard General Communications LLC, by Standard General L.P. its Manager, by Standard General Holdings L.P. its General Partner, by Standard General S Corp its General Partner, by Soohyung Kim as Director 11/14/2013
 **Signature of Reporting Person Date

/s/ Soohyung Kim

11/14/2013

__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) The securities reported herein were received by the Reporting Persons in exchange for securities of New Young Broadcasting Holding Co., Inc. ("Young") in connection with the merger of Young into Media General, Inc. (the "Issuer"). On the effective date of the merger, the closing price of the Issuer's Voting Stock was \$15.01 per share. The acquisition of such securities by the Reporting Persons was approved pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

(2) The securities reported herein are held by Standard General Fund L.P. (the "Limited Partnership") and Standard General Communications LLC (the "LLC" and, together with the Limited Partnership, the "Funds"), private investment vehicles for which Standard General L.P. ("Standard General") serves as investment manager. As the sole owner of the LLC, the Limited Partnership may be deemed to beneficially own the shares held by the LLC. Standard General exercises voting and investment control over the shares held for the accounts of the Funds. Mr. Kim is a director of the general partner of the general partner of Standard General and Chief Investment Officer of Standard General, and in such capacities may be deemed to indirectly beneficially own the securities reported herein.

(3) Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose. Mr. Kim is also a Director of Media General, Inc.

(4) As of November 12, 2013, the Limited Partnership and the LLC held 3,749,526 and 22,948,683 shares of the Issuer's Voting Stock, respectively.

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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