

NEXSTAR BROADCASTING GROUP INC

Form 4

June 26, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOOK PERRY A

2. Issuer Name **and** Ticker or Trading
Symbol
NEXSTAR BROADCASTING
GROUP INC [NXST]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NEXSTAR BROADCASTING
GROUP, INC., 545 E. JOHN
CARPENTER FREEWAY, SUITE
700

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2015

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & President

(Street)
IRVING, TX 75062

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|---|--|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 06/24/2015 | | M | | 100,265 | A | \$ 4.9 | 1,026,221 | I | See Footnote (1) |
| Class A Common Stock | 06/24/2015 | | S | | 100,265 | D | \$ 56.8012 | 925,956 | I | See Footnote (1) |
| Class A Common Stock | 06/25/2015 | | M | | 74,665 | A | \$ 4.9 | 1,000,621 | I | See Footnote (1) |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|---------------|---------|---|------------------------|
| Class A Common Stock | 06/25/2015 | S | 74,665 | D | \$ 57.2531 | 925,956 | I | See Footnote (1) |
|----------------------------|------------|---|--------|---|---------------|---------|---|------------------------|

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)

| 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) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Exercise of Stock Options | \$ 4.9 | 06/24/2015 | | M | 100,265 | (2) 12/19/2016 | Class A Common Stock 100,265 |
| Exercise of Stock Options | \$ 4.9 | 06/25/2015 | | M | 74,665 | (2) 12/19/2016 | Class A Common Stock 74,665 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| SOOK PERRY A C/O NEXSTAR BROADCASTING GROUP, INC. 545 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX 75062 | X CEO & President |

Signatures

/s/ Elisa Moore, Attorney-in-Fact for Perry A.
Sook 06/26/2015

**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 shares were held by PS Sook Ltd., which Mr. Sook and his spouse are the beneficial owners.

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- (2) 54,930 options, 60,000 options and 60,000 options became exercisable on December 19, 2009, December 19, 2010 and December 19, 2011, 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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