

HEMISPHERE MEDIA GROUP, INC.

Form 3

December 29, 2014

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol	
Â HICKS MUSE TATE & FURST EQUITY FUND III LP		(Month/Day/Year)	HEMISPHERE MEDIA GROUP, INC. [HMTV]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2100 MCKINNEY AVENUE, SUITE 1600			(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 type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" 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)
Class A Common Stock	2,884,231	D <u>(1)</u> <u>(3)</u> <u>(4)</u> Â	
Class A Common Stock	88,351	I	See footnotes <u>(2)</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)**

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	(Instr. 4)
						(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKS MUSE TATE & FURST EQUITY FUND III LP 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	^	^ X	^	^
MUSE JOHN R 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	^	^ X	^	^
Rosen Andrew S. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	^	^ X	^	^
HM3/GP PARTNERS, L.P. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	^	^ X	^	^
HM3 COINVESTORS, L.P. 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	^	^ X	^	^
HICKS MUSE GP PARTNERS III LP 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	^	^ X	^	^
HICKS MUSE FUND III INC 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	^	^ X	^	^

## Signatures

SEE  
ATTACHMENTS 12/29/2014

\_\_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) Held of record by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III").
- (2) Held of record by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors").
- (3) HM3/GP Partners, L.P., a Texas limited partnership ("HM3/GP Partners"), is the sole general partner of Fund III. HM3/GP Partners may be deemed to beneficially own all of the 2,884,231 shares of Class A Common Stock of the issuer that are held directly and of

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record by Fund III. Hicks Muse GP Partners III, L.P., a Texas limited partnership ("GP Partners III"), is the sole general partner of HM3/GP Partners and the sole general partner of HM3 Coinvestors. GP Partners III may be deemed to beneficially own all of the 2,884,231 shares of Class A Common Stock of the issuer that may be deemed to be owned beneficially by HM3/GP Partners and all of the 88,351 shares of Class A Common Stock of the issuer that are held directly and of record by HM3 Coinvestors. Hicks Muse Fund III Incorporated, a Texas corporation ("Fund III Incorporated"), is the sole general partner of GP Partners III.

- (4) (Continued from footnote 3) Fund III Incorporated may be deemed to beneficially own all of the 2,972,582 shares of Class A Common Stock of the Issuer that may be deemed to be owned beneficially by GP Partners III. John R. Muse and Andrew S. Rosen are executive officers of Fund III Incorporated, the ultimate general partner of each of Fund III and HM3 Coinvestors. In addition, Messrs. Muse and Rosen comprise a two-person committee that exercises voting and dispositive powers over the issuer's securities held by Fund III Incorporated. Accordingly, Messrs. Muse and Rosen may be deemed to beneficially own all of the 2,972,582 shares of Class A Common Stock of the issuer that may be deemed to be owned beneficially by Fund III Incorporated. Each of Mr. Muse, Mr. Rosen, HM3/GP Partners, GP Partners III and Fund III Incorporated (the "reporting persons") disclaim beneficial ownership of the issuer's securities except to the extent of any of their respective pecuniary interest therein.

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**Remarks:**

The reporting persons may be deemed to be members of a group that collectively are 10% owners

Exhibit List:

Exhibit 24.1

Exhibit 24.2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.