

HEMISPHERE MEDIA GROUP, INC.

Form SC 13G/A

April 16, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

HEMISPHERE MEDIA GROUP, INC.

(Name of Issuer)

CLASS A COMMON STOCK, \$0.0001 PAR VALUE

(Title of Class of Securities)

42365Q103

(CUSIP Number)

April 16, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

***As a result of a merger involving the Issuer, the number of outstanding Class A Shares has changed, causing the Reporting Persons' ownership of the Class A Shares to exceed 20%. As a result, Reporting Persons will file a Form 13D in respect of these securities.**

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 42365Q103

	NAME OF REPORTING PERSON HAWKEYE CAPITAL MASTER
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 98-0466159
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 0
	6 SHARED VOTING POWER 0
	7 SOLE DISPOSITIVE POWER 0
	8 SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,374,300 shares of Class A Common Stock 561,250 shares of Class A Common Stock issuable upon exercise of warrants
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 25.4%

The percentages in this Schedule 13G are
calculated based upon 10,991,100 shares
of Class A Common Stock reported to be

outstanding in the Companys Form 8-k
filed on April 11, 2013.

12 TYPE OF REPORTING PERSON
OO

CUSIP No.: 42365Q103

1 NAME OF REPORTING PERSON
RICHARD A. RUBIN

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒ [X]
(b) ☐ []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER
	5	2,374,300 shares of Class A Common Stock 561,250 shares of Class A Common Stock issuable upon exercise of warrants
	6	SHARED VOTING POWER 0
		SOLE DISPOSITIVE POWER
	7	2,374,300 shares of Class A Common Stock 561,250 shares of Class A Common Stock issuable upon exercise of warrants
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
2,374,300 shares of Class A Common Stock
561,250 shares of Class A Common Stock issuable upon exercise of warrants

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐ []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
25.4%

11 The percentages in this Schedule 13G are calculated based upon 10,991,100 shares of
Class A Common Stock reported to be outstanding in the Companys Form 8-k filed
on April 11, 2013.

12 TYPE OF REPORTING PERSON
IN

CUSIP No.: 42365Q103

1 NAME OF REPORTING PERSON
HAWKEYE CAPITAL
MANAGEMENT, LLC

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)
13-4092634

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a) ☒
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
2,374,300 shares of Class A Common
Stock
561,250 shares of Class A Common
Stock issuable upon exercise of warrants

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
25.4%

The percentages in this Schedule 13G are calculated based upon 10,991,100 shares of Class A Common Stock reported to be outstanding in the Companys Form 8-k filed on April 11, 2013.

12 TYPE OF REPORTING PERSON
OO

CUSIP No.: 42365Q103

ITEM 1(a). NAME OF
ISSUER:
HEMISPHERE
MEDIA
GROUP, INC.

ADDRESS OF
ISSUER'S
ITEM 1(b). PRINCIPAL
EXECUTIVE
OFFICES:
c/o Cine Latino,
Inc.
2000 Ponce de
Leon Boulevard,
Suite 500
Coral Gables,
FL 33134

NAME OF
ITEM 2(a). PERSON
FILING:
This Schedule
13G is being
jointly filed by
Richard A.
Rubin, Hawkeye
Capital
Management,
LLC and
Hawkeye
Capital Master
(collectively the
"Reporting
Persons") with
respect to shares
of Common
Stock of
Hemisphere

Media Group,
Inc. which the
Reporting
Persons may be
deemed to
beneficially own
pursuant to
Section 13(d) of
the Exchange
Act.

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

The principal
place of business
for Richard A.
Rubin and
Hawkeye
Capital
Management,
LLC is 800
Third Avenue,
9th Floor, New
York, New
York, 10022.

The principal
place of business
for Hawkeye
Capital Master is
P.O. Box
897GT,
Windward 1
Regatta Office
Park, West Bay
Road,
Georgetown,
Grand Cayman,
Cayman Islands.

ITEM 2(c). CITIZENSHIP:

Richard A.
Rubin is a
citizen of the
United States.

Hawkeye

Capital
Management,
LLC was
organized in the
United States.

Hawkeye
Capital Master
was organized in
the Cayman
Islands.

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

CLASS A
COMMON
STOCK,
\$0.0001 PAR
VALUE

ITEM 2(e). CUSIP
NUMBER:

42365Q103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

2,374,300 shares of Class A Common Stock

561,250 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class:

25.4%

The percentages in this Schedule 13G are calculated based upon 10,991,100 shares of Class A Common Stock reported to be outstanding in the Companys Form 8-k filed on April 11, 2013.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

HAWKEYE CAPITAL MASTER - 0

RICHARD A. RUBIN - 2,374,300 shares of Class A Common Stock

561,250 shares of Class A Common Stock issuable upon exercise of warrants

HAWKEYE CAPITAL MANAGEMENT, LLC - 0

Hawkeye Capital Master, a pooled investment vehicle organized as a Cayman Islands series trust, owns 2,374,300 shares of Class A Common Stock issuable upon exercise of warrants and 561,250 shares of Class A Common Stock issuable upon exercise of warrants which may be deemed to be beneficially owned.

(ii) Shared power to vote or to direct the vote:

HAWKEYE CAPITAL MASTER - 0

RICHARD A. RUBIN - 0

HAWKEYE CAPITAL MANAGEMENT, LLC - 0

(iii) Sole power to dispose or to direct the disposition of:

HAWKEYE CAPITAL MASTER - 0

RICHARD A. RUBIN - 2,374,300 shares of Class A Common Stock

561,250 shares of Class A Common Stock issuable upon exercise of warrants

HAWKEYE CAPITAL MANAGEMENT, LLC - 0

Hawkeye Capital Master, a pooled investment vehicle organized as a Cayman Islands series trust, owns 2,374,300 shares of Class A Common Stock issuable upon exercise of warrants and 561,250 shares of Class A Common Stock issuable upon exercise of warrants which may be deemed to be beneficially owned.

(iv) Shared power to dispose or to direct the disposition of:

HAWKEYE CAPITAL MASTER - 0

RICHARD A. RUBIN - 0

HAWKEYE CAPITAL MANAGEMENT, LLC - 0

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

If this statement is
being filed to report
the fact that as of the
date hereof the
reporting person has
ceased to be the
beneficial owner of
more than five
percent of the class of
securities, check the
following [☐].

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

Not applicable.

ITEM 7. IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY
WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP:

Not applicable.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the
best of my knowledge
and belief, the
securities referred to
above were not
acquired and are not
held for the purpose
of or with the effect
of changing or
influencing the
control of the issuer
of the securities and
were not acquired and
are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

SIGNATURE

After reasonable 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.

April 16, 2013

Date

HAWKEYE CAPITAL MASTER

/s/ Richard A. Rubin

Signature

Richard A. Rubin

, Managing Member of Hawkeye Capital Management, LLC

Manager of Hawkeye Capital Master

Name/Title

April 16, 2013

Date

RICHARD A. RUBIN

/s/ Richard A. Rubin

Signature

Richard A. Rubin,

Name/Title

SIGNATURE

April 16, 2013

Date

HAWKEYE CAPITAL MANAGEMENT, LLC

/s/ Richard A. Rubin

Signature

Richard A. Rubin, Managing Member

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 42365Q103

EXHIBIT A

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 (the "Act") by and among the parties listed below, each referred to herein as a "Joint Filer". The Joint Filers agree that a statement of beneficial ownership as required by Section 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13D or Schedule 13G, as appropriate, with respect to their ownership of the Class A Common Stock of Hemisphere Media Group, Inc. and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 16th day of April, 2013.

/s/ Richard A. Rubin

Richard A. Rubin

/s/ Richard A. Rubin

Hawkeye Capital Management, LLC

by Richard A. Rubin, Managing Member

/s/ Richard A. Rubin

Hawkeye Capital Master

by Richard A. Rubin,

Managing Member of Hawkeye Capital Management, LLC,

Manager of Hawkeye Capital Master