

MEDIA GENERAL INC
Form SC 13D/A
June 17, 2016

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)

Media General, Inc.
(Name of Issuer)
Voting Common Stock
(Title of Class of Securities)
58441K 100
(CUSIP Number)

Hicks Muse Fund III Incorporated
2100 McKinney Avenue, Suite 1600
Dallas, Texas 75201

Telephone Number: (214) 740-7300

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

Copies to:

Media General, Inc.

333 E. Franklin Street

Richmond, Virginia 23219

(804) 887-5000

Robert L. Kimball

Vinson & Elkins L.L.P.

2001 Ross Avenue, Suite 3700

Dallas, Texas 75201

(214) 220-7700

June 15, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 the Notes).

CUSIP NO. 58441K 100

1 Name of reporting person:

Hicks, Muse, Tate & Furst Equity Fund III, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

7,827,829 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

7,827,829 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

7,827,829 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) ..

13 Percent of class represented by amount in row (11)

6.1% (See Item 5)

14 Type of reporting person (see instructions)

PN

CUSIP NO. 58441K 100

1 Name of reporting person:

HM3/GP Partners, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Texas

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

7,827,829 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

7,827,829 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

7,827,829 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) ..

13 Percent of class represented by amount in row (11)

6.1% (See Item 5)

14 Type of reporting person (see instructions)

PN

CUSIP NO. 58441K 100

1 Name of reporting person:

Hicks Muse GP Partners III, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Texas

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

7,930,192 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

7,930,192 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

7,930,192 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) ..

13 Percent of class represented by amount in row (11)

6.1% (See Item 5)

14 Type of reporting person (see instructions)

PN

CUSIP NO. 58441K 100

1 Name of reporting person:

Hicks Muse Fund III Incorporated

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Texas

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

7,930,192 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

7,930,192 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

7,930,192 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in row (11)

6.1% (See Item 5)

14 Type of reporting person (see instructions)

CO

CUSIP NO. 58441K 100

1 Name of reporting person:

HM3 Coinvestors, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Texas

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

102,363 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

102,363 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

102,363 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) ..

13 Percent of class represented by amount in row (11)

0.1% (See Item 5)

14 Type of reporting person (see instructions)

PN

CUSIP NO. 58441K 100

1 Name of reporting person:

Hicks, Muse & Co. Partners, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Texas

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

108,898 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

108,898 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

108,898 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) ..

13 Percent of class represented by amount in row (11)

0.1% (See Item 5)

14 Type of reporting person (see instructions)

PN

CUSIP NO. 58441K 100

1 Name of reporting person:

HM Partners Inc.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Texas

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

108,898 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

108,898 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

108,898 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in row (11)

0.1% (See Item 5)

14 Type of reporting person (see instructions)

CO

CUSIP NO. 58441K 100

1 Name of reporting person:

Hicks, Muse, Tate & Furst Equity Fund IV, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

2,026,847 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

2,026,847 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

2,026,847 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) ..

13 Percent of class represented by amount in row (11)

1.6% (See Item 5)

14 Type of reporting person (see instructions)

PN

CUSIP NO. 58441K 100

1 Name of reporting person:

Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

3 SEC use only

4 Source of funds (see instructions):

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2) ☐

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

13,632 (See Item 5)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

13,632 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

13,632 (See Item 5)

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions) ..

13 Percent of class represented by amount in row (11)

0.01% (See Item 5)

14 Type of reporting person (see instructions)

PN

CUSIP NO. 58441K 100