MEDIA GENERAL INC
Form SC 13G
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No.)

Media General, Inc.
(Name of Issuer)

Common Stock, no par value

58441K100
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

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

[x] Rule 13d-1(b)
[x] Rule 13d-1(c)
[_] Rule 13d-1(d)

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 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. 58441K100

1. NAME OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

   Hound Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [_] (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

   0

6. SHARED VOTING POWER

   8,727,862

7. SOLE DISPOSITIVE POWER

   0

8. SHARED DISPOSITIVE POWER

   8,727,862

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   8,727,862

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [_]

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

    6.75%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

    IA

CUSIP No. 58441K100

1. NAME OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

   Hound Performance, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [_] (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

   0

6. SHARED VOTING POWER

   8,265,285

7. SOLE DISPOSITIVE POWER

   0

8. SHARED DISPOSITIVE POWER

   8,265,285

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   8,265,285

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [_]

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

    6.39%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

    OO

CUSIP No. 58441K100

1. NAME OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

   Jonathan Auerbach

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [_] (b) [X]

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

   8,727,862

7. SOLE DISPOSITIVE POWER

   0

8. SHARED DISPOSITIVE POWER

   8,727,862

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   8,727,862

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [_]

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

    6.75%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

    IN, HC

CUSIP No. 58441K100

1. NAME OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

   Hound Partners Offshore Fund, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [_] (b) [X]

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

   8,265,285

7. SOLE DISPOSITIVE POWER

   0

8. SHARED DISPOSITIVE POWER

   8,265,285

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   8,265,285

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [_]

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

    6.39%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

    PN

CUSIP No. 58441K100

Item 1. (a). Name of Issuer:c

Media General, Inc.

(b). Address of issuer's principal executive offices:

333 E. Franklin St.
Richmond, Virginia 23219

Item 2. (a)-(c). Name Principal Business Address, and Citizenship of Person Filing:

Hound Partners, LLC
101 Park Avenue, 47th Floor
New York, New York 10178

Hound Performance, LLC
101 Park Avenue, 47th Floor
New York, New York 10178

Jonathan Auerbach
101 Park Avenue, 47th Floor
New York, New York 10178

Hound Performance Offshore Fund, LP
c/o Hound Partners, LLC
101 Park Avenue, 47th Floor
New York, New York 10178

Item 2. (d) Title of class of securities:

Common Stock, no par value

Item 2. (e). CUSIP No.:

58441K100

Item 3. If This Statement is Filed Pursuant to Rule 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 Exchange Act.

(b) [_] Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) [_] Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) [_] Investment company registered under Section 8 of the Investment Company Act.

(e) [x] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [_] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) [x] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) [_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [_] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) [_] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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:

Hound Partners, LLC	8,727,862 shares
Hound Performance, LLC	8,265,285 shares
Jonathan Auerbach	8,727,862 shares
Hound Partners Offshore Fund, LP	8,265,285 shares

(b) Percent of class:

Hound Partners, LLC	6.75%
Hound Performance, LLC	6.39%
Jonathan Auerbach	6.75%
Hound Partners Offshore Fund, LP	6.39%

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

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

Hound Partners, LLC	0 shares
Hound Performance, LLC	0 shares
Jonathan Auerbach	0 shares
Hound Partners Offshore Fund, LP	0 shares

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

Hound Partners, LLC	8,727,862 shares
Hound Performance, LLC	8,265,285 shares
Jonathan Auerbach	8,727,862 shares
Hound Partners Offshore Fund, LP	8,265,385 shares

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

Hound Partners, LLC	0 shares
Hound Performance, LLC	0 shares
Jonathan Auerbach	0 shares
Hound Partners Offshore Fund, LP	0 shares

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

Hound Partners, LLC	8,727,862 shares
Hound Performance, LLC	8,265,285 shares
Jonathan Auerbach	8,727,862 shares
Hound Partners Offshore Fund, LP	8,265,385 shares

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 [_].

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

All of the securities reported in this Schedule 13G are owned by advisory clients of Hound Partners, LLC. Other than Hound Partners Offshore Fund, LP, none of these clients own more than five percent of the Issuer's Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

See Exhibit B attached hereto.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certifications.

Certification by Hound Performance, LLC and Hound Partners Offshore Fund, LP:

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, other than activities solely in connection with a nomination under § 240.14a-11.

Certification by each of Hound Partners, LLC and Jonathan Auerbach:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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, other than activities solely in connection with a nomination under § 240.14a-11.

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.

February 14, 2017
(Date)

HOUND PARTNERS, LLC (1)

By: /s/ Courtney Lewis
Courtney Lewis, Authorized Person

HOUND PERFORMANCE, LLC (1)

By: /s/ Courtney Lewis
Courtney Lewis, Authorized Person

/s/ Jonathan Auerbach (1)
JONATHAN AUERBACH

HOUND PARTNERS OFFSHORE
FUND, LP (1)

By: Hound Performance, LLC, its
general partner

By: /s/ Courtney Lewis
Courtney Lewis, Authorized Person

(1) The Reporting Persons disclaim beneficial ownership except to the extent of their pecuniary interest therein.

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G dated February 14, 2017 relating to the Common Stock, no par value of Media General, Inc. shall be filed on behalf of the undersigned.

HOUND PARTNERS, LLC

By: /s/ Courtney Lewis
Courtney Lewis, Authorized Person

HOUND PERFORMANCE, LLC

By: /s/ Courtney Lewis
Courtney Lewis, Authorized Person

/s/ Jonathan Auerbach

HOUND PARTNERS OFFSHORE
FUND, LP (1)

By: /s/ Courtney Lewis
Courtney Lewis, Authorized Person

Exhibit B

Hound Partners, LLC is the relevant entity for which Jonathan Auerbach may be considered a control person.

SK 22404 0002 7413706