

LIN Media LLC
Form 4
August 12, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MUSE JOHN R

(Last) (First) (Middle)

C/O HICKS, MUSE, TATE & FURST INCORP., 200 CRESCENT COURT, SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIN Media LLC [NYSE: LIN]

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 08/08/2013 | | S(1) | 149 D | \$ 14.97 761,748 | I (2) (3) (4) | See footnotes (2) (3) (4) |
| Class A Common Stock | 08/08/2013 | | S(5) | 3 D | \$ 14.97 761,745 | I (4) (6) | See footnotes (4) (6) |
| Class A Common Stock | 08/08/2013 | | S(7) | 23 D | \$ 14.97 761,722 | I (4) (8) | See footnotes (4) (8) |
| Class A Common Stock | 08/08/2013 | | S(9) | 54,525 D | \$ 707,197 | I (4) (10) | See |

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| | | | | | | | | | |
|----------------------|------------|------------------|---------|---|----------|---------|------------|--|------------------------|
| Common Stock | | | | | 14.97 | | | | footnotes (4) (10) |
| Class A Common Stock | 08/08/2013 | S ⁽¹⁾ | 1,927 | D | \$ 14.33 | 705,270 | I (4) (11) | | See footnotes (4) (11) |
| Class A Common Stock | 08/08/2013 | S ⁽⁵⁾ | 40 | D | \$ 14.33 | 705,230 | I (4) (12) | | See footnotes (4) (12) |
| Class A Common Stock | 08/08/2013 | S ⁽⁷⁾ | 301 | D | \$ 14.33 | 704,929 | I (4) (13) | | See footnotes (4) (13) |
| Class A Common Stock | 08/08/2013 | S ⁽⁹⁾ | 704,929 | D | \$ 14.33 | 0 | I (4) (14) | | See footnotes (4) (14) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MUSE JOHN R
C/O HICKS, MUSE, TATE & FURST INCORP.
200 CRESCENT COURT, SUITE 1600
DALLAS, TX 75201

X

Signatures

/s/ William G. Neisel, attorney-in-fact for John R.
Muse

08/12/2013

__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) On August 8, 2013, Mr. Muse sold 2,076 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "Exchange Act").
- Of the 761,748 shares of Class A Common Stock, (a) 1,927 shares are directly owned by Mr. Muse, (b) 43 shares are directly owned by Muse Family Enterprises, Ltd., a Texas limited partnership ("MFE"), (c) 324 shares are directly owned by JRM Interim Investors, L.P., a Texas limited partnership ("JRM"), (d) 587,125 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), (e) 7,677 shares are directly owned by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors"), (f) 1,023 shares are directly owned by Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Fund IV"), (Continued in Footnote 3)
- (g) 152,020 shares are directly owned by Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("Fund IV"), (h) 2,357 shares are directly owned by HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ Coinvestors"), and (i) 9,252
- (3) shares are directly owned by Hicks, Muse & Co. Partners, L.P., a Texas limited partnership ("HM&Co."). Except for the 1,927 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- Mr. Muse is an executive officer of the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co. In addition, Mr. Muse is a voting member of a two-person committee that exercises voting and dispositive powers over the LIN TV securities held by the ultimate general partner of each of Fund III, HM3 Coinvestors, Private Fund IV, Fund IV, HM4-EQ Coinvestors and HM&Co.
- (4)
- On August 8, 2013, MFE sold 43 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (5)
- Of the 761,745 shares of Class A Common Stock, (a) 1,927 shares are directly owned by Mr. Muse, (b) 40 shares are directly owned by MFE, (c) 324 shares are directly owned by JRM, (d) 587,125 shares are directly owned by Fund III, (e) 7,677 shares are directly owned by HM3 Coinvestors, (f) 1,023 shares are directly owned by Private Fund IV, (g) 152,020 shares are directly owned by Fund IV, (h) 2,357 shares are directly owned by HM4-EQ Coinvestors, and (i) 9,252 shares are directly owned by HM&Co. Except for the 1,927 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (6)
- On August 8, 2013, JRM sold 324 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (7)
- Of the 761,722 shares of Class A Common Stock, (a) 1,927 shares are directly owned by Mr. Muse, (b) 40 shares are directly owned by MFE, (c) 301 shares are directly owned by JRM, (d) 587,125 shares are directly owned by Fund III, (e) 7,677 shares are directly owned by HM3 Coinvestors, (f) 1,023 shares are directly owned by Private Fund IV, (g) 152,020 shares are directly owned by Fund IV, (h) 2,357 shares are directly owned by HM4-EQ Coinvestors, and (i) 9,252 shares are directly owned by HM&Co. Except for the 1,927 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all such shares of Class A Common Stock.
- (8)
- On August 8, 2013, (a) Fund III sold 587,125 shares of Class A Common Stock, (b) HM3 Coinvestors sold 7,677 shares of Class A Common Stock, (c) Private Fund IV sold 1,023 shares of Class A Common Stock, (d) Fund IV sold 152,020 shares of Class A Common Stock, (e) HM4-EQ Coinvestors sold 2,357 shares of Class A Common Stock, and (f) HM&Co. sold 9,252 shares of Class A Common Stock, in each case, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act. Mr. Muse disclaimed beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (9)
- (10) Of the 707,197 shares of Class A Common Stock, (a) 1,927 shares are directly owned by Mr. Muse, (b) 40 shares are directly owned by MFE, (c) 301 shares are directly owned by JRM, (d) 544,972 shares are directly owned by Fund III, (e) 7,126 shares are directly owned by HM3 Coinvestors, (f) 950 shares are directly owned by Private Fund IV, (g) 141,105 shares are directly owned by Fund IV, (h) 2,188 shares are directly owned by HM4-EQ Coinvestors, and (i) 8,588 shares are directly owned by HM&Co. Except for the 1,927 shares directly owned by Mr. Muse and except to the extent of any pecuniary interest therein, Mr. Muse disclaims beneficial ownership of all

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such shares of Class A Common Stock.

(11) Of the 705,270 shares of Class A Common Stock, (a) 40 shares are directly owned by MFE, (b) 301 shares are directly owned by JRM, (c) 544,972 shares are directly owned by Fund III, (d) 7,126 shares are directly owned by HM3 Coinvestors, (e) 950 shares are directly owned by Private Fund IV, (f) 141,105 shares are directly owned by Fund IV, (g) 2,188 shares are directly owned by HM4-EQ Coinvestors, and (h) 8,588 shares are directly owned by HM&Co. Mr. Muse disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(12) Of the 705,230 shares of Class A Common Stock, (a) 301 shares are directly owned by JRM, (b) 544,972 shares are directly owned by Fund III, (c) 7,126 shares are directly owned by HM3 Coinvestors, (d) 950 shares are directly owned by Private Fund IV, (e) 141,105 shares are directly owned by Fund IV, (f) 2,188 shares are directly owned by HM4-EQ Coinvestors, and (g) 8,588 shares are directly owned by HM&Co. Mr. Muse disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(13) Of the 704,929 shares of Class A Common Stock, (a) 544,972 shares are directly owned by Fund III, (b) 7,126 shares are directly owned by HM3 Coinvestors, (c) 950 shares are directly owned by Private Fund IV, (d) 141,105 shares are directly owned by Fund IV, (e) 2,188 shares are directly owned by HM4-EQ Coinvestors, and (f) 8,588 shares are directly owned by HM&Co. Mr. Muse disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(14) Prior to the sale of the 704,929 shares of Class A Common Stock, (a) 544,972 shares were directly owned by Fund III, (b) 7,126 shares were directly owned by HM3 Coinvestors, (c) 950 shares were directly owned by Private Fund IV, (d) 141,105 shares were directly owned by Fund IV, (e) 2,188 shares were directly owned by HM4-EQ Coinvestors, and (f) 8,588 shares were directly owned by HM&Co.

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.