

LIONS GATE ENTERTAINMENT CORP /CN/
 Form 4
 November 16, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Discovery Communications, Inc.

2. Issuer Name and Ticker or Trading Symbol

LIONS GATE ENTERTAINMENT CORP /CN/ [LGF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE DISCOVERY PLACE,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/12/2015

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)
 See Remarks

SILVER SPRING, MD 20910

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

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

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) (V) (A) (D)	Date Exercisable	Expiration Date	Title
Call option (obligation to sell)	\$ 52.677	11/12/2015	S/K		2,500,000	<u>(1)(2)(3)(4)</u>	<u>(1)(2)(3)(4)</u> Common Shares
Put option (right to sell)	\$ 33.167	11/12/2015	P/K		2,500,000	<u>(1)(2)(3)(4)</u>	<u>(1)(2)(3)(4)</u> Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Discovery Communications, Inc. ONE DISCOVERY PLACE SILVER SPRING, MD 20910			X	See Remarks
Discovery Lightning Investments LTD 566 CHISWICK HIGH ROAD, DISCOVERY HOUSE CHISWICK PARK BUILDING 2 LONDON, X0 W4 5YB			X	See Remarks

Signatures

Discovery Communications, Inc.; By: /s/ David M. Zaslav, President and Chief Executive Officer	11/16/2015
<u>Signature of Reporting Person</u>	Date
Discovery Lightning Investments Limited; By: /s/ Roanne Weekes, Director	11/16/2015
<u>Signature of Reporting Person</u>	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 November 12, 2015, Discovery Lightning Investments Limited ("Discovery"), a wholly-owned subsidiary of Discovery Communications Inc., entered into a Collar Transaction (the "Transaction") with an unaffiliated bank (the "Bank"), pursuant to which Discovery wrote covered call options and purchased put options over an aggregate of 2,500,000 Common Shares of the Issuer ("Common Shares").
The Transaction is divided into three individual tranches (each a "Tranche") with each Tranche divided into 25 individual components (each a "Component"); the expiration dates of the options included in the Components constituting Tranche 1 are the 25 trading days from July 25, 2019 through August 28, 2019, inclusive; the expiration dates of the options included in the Components constituting Tranche 2 are the 25 trading days from October 23, 2020 through November 30, 2020, inclusive; and the expiration dates of the Components constituting Tranche 3 are the 25 trading days from January 25, 2022 through March 1, 2022, inclusive. Each Component relates to 33,334 Common Shares (or, in the case of the options included in the Components having the final expiration date for each Tranche, 33,317 Common Shares in the case of Tranche 1 and Tranche 2 and 33,318 Common Shares in the case of Tranche 3).
(3) On the relevant expiration date for each Component: the call option will automatically be exercised if the Reference Price (as defined below) is greater than \$52.677 (the "Call Strike Price"); the put option will automatically be exercised if the Reference price is less

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than \$33.167 (the "Put Strike Price"); and the call right and the put right will expire unexercised if the Reference Price is equal to or greater than the Put Strike Price but less than or equal to the Call Strike Price.

- The "Reference Price" means the volume weighted average trading price of the Common Shares on the expiration date for the relevant Component. At Discovery's election, any of the options may be settled in cash. In exchange for the Bank's entering into the Transaction, Discovery paid the Bank a premium of \$3,599,595 and pledged 2,500,000 Common Shares of the Issuer (the "Pledged Shares") to the Bank to secure its obligations under the Transaction. In most circumstances, Discovery retained voting rights in the Pledged Shares during the term of the pledge, but Discovery is obligated to share with the Bank the economic benefit of any dividends paid during the term of the pledge based on a formula that takes into account a theoretical hedging position by the Bank.
- (4)
- (5) The shares are held directly by Discovery Lightning Investments Limited, an indirect wholly-owned subsidiary of Discovery Communications, Inc.

Remarks:

As a result of certain agreements among the Reporting Persons, the Issuer and certain other shareholders of the Issuer, the Rep

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

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