

Ascent Media CORP  
Form 10-12G/A  
August 21, 2008

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As filed with the Securities and Exchange Commission on August 21, 2008

File No. 000-53280

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**AMENDMENT NO. 5**  
**TO**  
**FORM 10**  
**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**Pursuant to Section 12(b) or 12(g) of**  
**The Securities Exchange Act of 1934**  
**Ascent Media Corporation**  
(exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation  
or organization)

**26-2735737**  
(I.R.S. Employer  
Identification No.)

**12300 Liberty Blvd.**  
**Englewood, CO**  
(Address of principal  
executive offices)

**80112**  
(Zip Code)

Registrant's telephone number, including area code: **(720) 875-5622**  
Securities to be registered pursuant to Section 12(b) of the Act:

**None**

Securities to be registered pursuant to Section 12(g) of the Act:

**Series A Common Stock, \$0.01 par value**  
(Title of class)

**Series B Common Stock, \$0.01 par value**  
(Title of class)

**Series A Preferred Share Purchase Rights**  
(Title of class)

**Series B Preferred Share Purchase Rights**  
(Title of class)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

<input type="checkbox"/> Large accelerated filer	<input type="checkbox"/> Accelerated filer	<input type="checkbox"/> Non-accelerated filer (Do not check if a smaller reporting company)	<input type="checkbox"/> Smaller reporting company
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SIGNATURES

EXHIBIT INDEX

Information Statement

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**Our Information Statement is filed as Exhibit 99.1 to this Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in the Information Statement.**

<b>Item No.</b>	<b>Item Caption</b>	<b>Location in Information Statement</b>
1.	Business.	Summary; Risk Factors; Cautionary Statement Concerning Forward Looking Statements; The Spin-Off; Selected Financial Data; Management's Discussion and Analysis of Financial Condition and Results of Operations; Description of Our Business; and Certain Inter-Company Agreements
1A.	Risk Factors.	Risk Factors
2.	Financial Information.	Summary; Risk Factors; Capitalization; Selected Financial Data; and Management's Discussion and Analysis of Financial Condition and Results of Operations
3.	Properties.	Description of our Business Properties
4.	Security Ownership of Certain Beneficial Owners and Management.	Management Security Ownership of Management; and Security Ownership of Certain Beneficial Owners
5.	Directors and Executive Officers.	Management
6.	Executive Compensation.	Management; and Executive Compensation
7.	Certain Relationships and Related Transactions.	Summary; Risk Factors; Management; Certain Relationships and Related Party Transactions; and Certain Inter-Company Agreements
8.	Legal Proceedings.	Description of our Business Legal Proceedings
9.	Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.	Summary; The Spin-Off; Risk Factors; and Description of our Capital Stock
10.	Recent Sales of Unregistered Securities.	Not Applicable
11.	Description of Registrant's Securities to be Registered.	Description of our Capital Stock
12.	Indemnification of Directors and Officers.	Indemnification of Directors and Officers

13.	Financial Statements and Supplementary Data.	Summary; Selected Financial Data; and Management's Discussion and Analysis of Financial Condition and Results of Operations
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<b>Item No.</b>	<b>Item Caption</b>	<b>Location in Information Statement</b>
14.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.	Not Applicable
15.	Financial Statements and Exhibits.	
(a)	<b><u>Financial Statements</u></b> : The following financial statements are included in the Information Statement and filed as part of this Registration Statement:	

**Ascent Media Corporation**

Unaudited Condensed Pro Forma Combined Financial Statements

Unaudited Condensed Pro Forma Combined Balance Sheet as of June 30, 2008

Unaudited Condensed Pro Forma Combined Balance Sheet as of December 31, 2007

Unaudited Condensed Pro Forma Combined Statement of Operations for the six months ended June 30, 2008

Unaudited Condensed Pro Forma Combined Statement of Operations for the six months ended June 30, 2007

Unaudited Condensed Pro Forma Combined Statement of Operations for the year ended December 31, 2007

Unaudited Condensed Pro Forma Combined Statement of Operations for the year ended December 31, 2006

**Ascent Media Group**

Unaudited Condensed Combined Balance Sheets as of June 30, 2008 and December 31, 2007

Unaudited Condensed Combined Statements of Operations and Comprehensive Loss for the six months ended June 30, 2008 and 2007

Unaudited Condensed Combined Statements of Cash Flows for the six months ended June 30, 2008 and 2007

Unaudited Condensed Combined Statement of Parent's Investment for the six months ended June 30, 2008

Notes to Condensed Combined Financial Statements (unaudited)

Report of Independent Registered Public Accounting Firm

Combined Balance Sheets as of December 31, 2007 and 2006

Combined Statements of Operations and Comprehensive Loss for the years ended December 31, 2007, 2006 and 2005

Combined Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005

Combined Statements of Parent's Investment for the years ended December 31, 2007, 2006 and 2005

Notes to Combined Financial Statements

(b) Exhibits. The following documents are filed as exhibits hereto:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
2.1	Reorganization Agreement, dated as of June 4, 2008, among Discovery Holding Company, Discovery Communications, Inc., the Registrant, Ascent Media Group, LLC, and Ascent Media Creative Sound Services, Inc.*
2.2	Purchase Agreement, dated as of August 8, 2008, by and among the Registrant, Ascent Media CANS, LLC and AccentHealth Holdings, LLC*
3.1	Form of Amended and Restated Certificate of Incorporation of the Registrant to be in effect at the time of the spin-off*
3.2	Form of Bylaws of the Registrant to be in effect at the time of the spin-off*
4.1	Specimen Certificate for shares of Series A common stock, par value \$.01 per share, of the Registrant*
4.2	Specimen Certificate for shares of Series B common stock, par value \$.01 per share, of the Registrant*
4.3	Form of Rights Agreement, dated as of [_____], between the Registrant and Computershare Trust Company, N.A.*

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10.1	Form of Services Agreement, dated as of [_____], 2008, between Ascent Media Group, LLC and Ascent Media Creative Sound Services, Inc.*
10.2	Form of Tax Sharing Agreement, dated as of [_____], 2008, by and among Discovery Holding Company, Discovery Communications, Inc., Ascent Media Corporation, Ascent Media Group, LLC and Ascent Media Creative Sound Services, Inc.*
10.3	Ascent Media Group, LLC 2006 Long-Term Incentive Plan (As Amended and Restated Effective August 15, 2008)*
10.4	Ascent Media Group, LLC 2007 Management Incentive Plan*
10.5	Form of Ascent Media Corporation 2008 Incentive Plan*
10.6	Services Agreement, dated as of July 21, 2005, by and between Discovery Holding Company and Liberty Media Corporation (incorporated by reference to Exhibit 10 to the Quarterly Report on Form 10-Q of Discovery Holding Company filed on August 10, 2005).
10.7	Form of Indemnification Agreement between the Registrant and its Directors and Executive Officers*
10.8	Employment Agreement, dated as of September 1, 2006, by and between Ascent Media Group, LLC and William E. Niles*
10.9	Employment Agreement, dated as of September 1, 2006, by and between Ascent Media Group, LLC and George C. Platasa*
10.10	Employment Agreement, dated as of September 1, 2006, by and between Ascent Media Group, LLC and Jose A. Royo*
10.11	Amendment, dated as of July 17, 2007, to Employment Agreement, dated as of September 1, 2006, by and between Ascent Media Group, LLC and Jose A. Royo*
10.12	Employment Agreement, dated as of February 11, 2008, by and between Ascent Media Group, LLC and Jose A. Royo*
21	List of Subsidiaries*
99.1	Information Statement, Subject to Completion, dated August 21, 2008

\* Previously filed.



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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 21, 2008

**ASCENT MEDIA CORPORATION**

By: /s/ Charles Y. Tanabe

Name: Charles Y. Tanabe

Title: Senior Vice President

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