

Ascent Capital Group, Inc.  
 Form 4/A  
 December 17, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 \*  
 FITZGERALD WILLIAM R

2. Issuer Name and Ticker or Trading Symbol  
 Ascent Capital Group, Inc.  
 [ASCMA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President, & CEO

(Last) (First) (Middle)

ASCENT CAPITAL GROUP,  
 INC., 5251 DTC PARKWAY,  
 SUITE 1000

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/30/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/04/2012

GREENWOOD  
 VILLAGE, CO 80111

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 (Instr. 4)
				(A) or (D)	Price		
Series A Common Stock	11/30/2012		A	119,540	\$ 0	D	
				(1)	(1)		

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

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SEC 1474 (9-02)

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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 (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. Amount or Number of Shares
Right to Acquire Restricted Shares	\$ 0	11/30/2012		A	12,791	(2) (2)	Series A Common Stock	12,791

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZGERALD WILLIAM R ASCENT CAPITAL GROUP, INC. 5251 DTC PARKWAY, SUITE 1000 GREENWOOD VILLAGE, CO 80111	X		Chairman, President, & CEO	

## Signatures

/s/ William E. Niles,  
attorney-in-fact  
12/17/2012

\*\*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) Such shares represent restricted shares and shall vest pursuant to the following vesting schedule: (a) 5% of the restricted shares will vest on each of March 31, 2015, June 30, 2015, September 30, 2015 and December 31, 2015, (b) 7.5% of the restricted shares will vest on each of March 31, 2016, June 30, 2016, September 30, 2016 and December 31, 2016 and (c) 12.5% of the restricted shares will vest on each of March 31, 2017, June 30, 2017, September 30, 2017 and December 31, 2017.
- (2) The Reporting Person will be entitled to receive such restricted shares on the first full trading day following the expiration of the Corporation's regularly scheduled black-out period during the first calendar quarter of 2013, as determined pursuant to its Insider Trading Policy, and shall vest pursuant to the vesting schedule set forth in Footnote 1 above.

### Remarks:

This Amendment to Form 4 amends the Form 4 filed on December 4, 2012 to correct the number of restricted shares granted to

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.