

Ascent Capital Group, Inc.  
Form 8-K  
April 01, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **March 29, 2019**

**ASCENT CAPITAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

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

**001-34176**  
(Commission  
File Number)

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

**5251 DTC Parkway, Suite 1000**

**Greenwood Village, Colorado 80111**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(303) 628-5600**

## Edgar Filing: Ascent Capital Group, Inc. - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On March 29, 2019, Ascent Capital Group, Inc. ( Ascent ) issued a press release announcing the expiration and results of the previously announced cash tender offer (the Offer ) to purchase any and all of its outstanding 4.00% Convertible Senior Notes due 2020 (the Notes ). The Offer expired at 5:00 p.m., New York City time, on March 29, 2019 (the Expiration Time ).

According to information provided by D.F. King & Co., Inc., the tender agent and information agent for the Offer, as of the Expiration Time, \$20,841,000 aggregate principal amount of Notes, or 98.77% of the aggregate principal amount of Notes outstanding, had been validly tendered and not validly withdrawn in the Offer.

Ascent expects to accept for purchase all of the Notes validly tendered (and not validly withdrawn) prior to the Expiration Time and expects to make payment for such Notes on April 1, 2019.

The consideration to be paid under the Offer will be \$950.00 per \$1,000 principal amount of Notes with no accrued and unpaid interest to be payable. The aggregate Offer consideration for Notes validly tendered and accepted for purchase will be \$19,798,950 and will be funded from cash on hand. For the avoidance of doubt, no accrued interest will be paid in respect of any Notes accepted for payment pursuant to the Offer.

A copy of the press release is filed as Exhibit 99.1 hereto and incorporated by reference herein.

The information in this Current Report on Form 8-K shall not constitute an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities of Ascent, nor shall there be any offer, solicitation or sale of such securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | <u>Press Release issued by Ascent on March 29, 2019.</u> |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 29, 2019

ASCENT CAPITAL GROUP, INC.

|     |                      |  |
|-----|----------------------|--|
| By: | /s/ William E. Niles |  |
|     | Name:                | William E. Niles   |
|     | Title:               | Chief Executive Officer, General Counsel<br>and<br>Secretary |