

A. H. Belo Corp
Form 4
March 07, 2014

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

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 *
MONG ROBERT

(Last) (First) (Middle)
508 YOUNG STREET

(Street)

DALLAS, TX 75202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
A. H. Belo Corp [AHC]

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2014

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)
Editor, The Dallas Morning News

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) |
|--------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Series B Common Stock | 03/05/2014 | | M | | 7,500 | A | \$ 6.6 |
| Series B Common Stock ⁽¹⁾ | 03/05/2014 | | C | | 7,500 | D | \$ 0 ⁽²⁾ |
| Series A Common Stock ⁽¹⁾ | 03/05/2014 | | C | | 7,500 | A | \$ 0 ⁽²⁾ |
| Series B Common | 03/05/2014 | | M | | 7,500 | A | \$ 2.05 |

Edgar Filing: A. H. Belo Corp - Form 4

Stock

| | | | | | | | | |
|--------------------------------------------|------------|---|--------|---|------------------------------|--------|---|-------------------------------------|
| Series B Common Stock ⁽¹⁾ | 03/05/2014 | C | 7,500 | D | \$ 0 ⁽²⁾ | 0 | D | |
| Series A Common Stock ⁽¹⁾ | 03/05/2014 | C | 7,500 | A | \$ 0 ⁽²⁾ | 30,802 | D | |
| Series A Common Stock | 03/05/2014 | S | 15,000 | D | \$ 12.4624 ⁽³⁾ | 15,802 | D | |
| Series A Common Stock | | | | | | 3,636 | I | By 401(k) Account ⁽⁴⁾ |

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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------|---------------------------------------------------|
| | | | | Code | V | (A) | (D) | Title |
| Employee Stock Option (Right to Buy) | \$ 6.6 | 03/05/2014 | | M | | 7,500 | 07/23/2011 07/23/2018 | Series B Common Stock |
| Employee Stock Option (Right to Buy) | \$ 2.05 | 03/05/2014 | | M | | 7,500 | 12/03/2011 12/03/2018 | Series B Common Stock |
| Restricted Stock Units (Time-Based) | <u>(5)</u> | 03/06/2014 | | A | | 2,071 | <u>(6)</u> <u>(6)</u> | Series A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MONG ROBERT 508 YOUNG STREET DALLAS, TX 75202 | | | Editor, TheDallas Morning News | |

Signatures

Christine E. Larkin,
Attorney-In-Fact

03/07/2014

__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) Series B Common Stock is converted into Series A Common Stock upon transfer to other than a "Permitted Transferee" as defined in A. H. Belo Corporation's Certificate of Incorporation.
 - (2) No consideration; converted on a share-for-share basis.
This transaction was executed in multiple trades at prices ranging from \$12.31 to \$12.70 per share. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (4) Held by the A. H. Belo Savings Plan as of the date of this report.
Each time-based restricted stock unit (TBRSU) represents a contingent right to receive the value of one share of A. H. Belo Corporation
 - (5) Series A Common Stock. TBRsUs are valued as of the date of vesting and are paid 60% in shares of A. H. Belo Corporation Series A Common Stock and 40% in cash.
These TBRsUs vest as follows: 40% on the third trading day following the annual earnings release date for the fiscal year ending
 - (6) December 31, 2014; 30% on the third trading day following the annual earnings release date for each of the fiscal years ending December 31, 2015 and 2016, respectively. Each tranche is settled within 10 business days after vesting.

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.