

Ascent Media CORP  
Form 8-K  
May 13, 2011

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

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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): May 13, 2011

ASCENT MEDIA CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware	001-34176	26-2735737
(State or other jurisdiction of Incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

12300 Liberty Boulevard  
Englewood, Colorado 80112  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (720) 875-5622

Not applicable  
(Former name or former address, if changed since last report)

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:

- 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))



Item 8.01 Other Events.

On May 13, 2011, Ascent Media Corporation (the “Company”) issued a press release announcing that it had commenced an offer to purchase for cash (the “Tender Offer”) any and all of the outstanding Floating Rate Notes due 2027 (CUSIP No. 58962FBC3), which were originally issued in an aggregate principal amount of \$350,000,000 (the “Meridian Notes”) by Meridian Funding Company, LLC, a Delaware limited liability company.

The purpose of the Tender Offer is for the Company to acquire the outstanding Meridian Notes in connection with, and to facilitate, the refinancing of the existing securitized indebtedness of Monitronics Funding LP, a limited purpose Delaware limited partnership (“Funding”), which is a subsidiary of the Company’s wholly owned operating subsidiary, Monitronics International, Inc., a Delaware corporation, including the Class A-1a Term Notes, Series 2007-1, due 2027, issued by Funding which constitute a portion of the collateral securing the Meridian Notes.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is herein incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibits:

Exhibit Number	Description
99.1	Press release dated May 13, 2011, announcing the Tender Offer.

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: May 13, 2011

ASCENT MEDIA CORPORATION

By: /s/ William E. Niles  
Name: William E. Niles  
Title: Executive Vice President,  
General Counsel and  
Secretary

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press release dated May 13, 2011, announcing the Tender Offer.

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