

Ascent Capital Group, Inc.
Form 4
July 02, 2014

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GREENWOOD VILLAGE, CO 80111

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Series A Common Stock	06/30/2014		J	94,734 D \$ 66.01 (1)	105,481	D	
Series A Common Stock	06/30/2014		J	18,611 D \$ 66.01 (1)	11,109	I	By William R. Fitzgerald Irrevocable 2012 Trust
	06/30/2014		J	86,122 A	95,455	D	

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Series B Common Stock ⁽²⁾					\$ 66.01 <u>(3)</u>					
Series B Common Stock ⁽²⁾	06/30/2014		J	16,919	A	\$ 66.01 <u>(3)</u>	16,919		I	By William R. Fitzgerald Irrevocable 2012 Trust
Series A Common Stock	07/01/2014		F	597	D	\$ <u>66.4</u> ⁽⁴⁾	104,884 ⁽⁴⁾		D	
Series A Common Stock							23,210		I	By grantor retained annuity trust <u>(5)</u>

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

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

GREENWOOD VILLAGE, CO 80111

Signatures

/s/ William E. Niles,
attorney-in-fact

07/02/2014

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).

The price at which the Reporting Person sold the shares of Series A Common Stock has been determined in accordance with Rule (1) 16b-6(c)(2) of the Securities Exchange Act of 1934, as amended, because the Series B Common Stock is a derivative security of the Series A Common Stock within the meaning of such rule. *See* Footnote 2.

(2) Each share of Series B Common Stock is convertible, at the holder's election, into one share of Series A Common Stock, at any time for no consideration other than the surrender of the share of Series B Common Stock for each share of Series A Common Stock.

The price at which the Reporting Person acquired the shares of Series B Common Stock has been determined in accordance with Rule (3) 16b-6(c)(2) of the Securities Exchange Act of 1934, as amended, because the Series B Common Stock is a derivative security of the Series A Common Stock within the meaning of such rule. *See* Footnote 2.

(4) The shares disposed of in this transaction were withheld by the Issuer in connection with the payment of withholding taxes on certain restricted shares that vested on July 1, 2014. The price is based on an average of the high and low trading prices on July 1, 2014.

(5) The Reporting Person has sole voting power over the grantor retained annuity trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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