

Ascent Capital Group, Inc.
Form 8-K
April 15, 2015

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): April 9, 2015

ASCENT CAPITAL GROUP, INC.
(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.)

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

(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 (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))
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Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

On April 9, 2015, Ascent Capital Group Inc.'s ("Ascent") wholly owned subsidiary, Monitronics International, Inc. ("Monitronics"), entered into Amendment No. 5 (the "Amendment") to its Credit Agreement, dated as of March 23, 2012, among Monitronics, as the borrower, the lenders and other financial institutions from time to time party thereto and Bank of America, N.A., as administrative agent (as previously amended, the "Credit Agreement" and, as further amended by the Amendment, the "Amended Credit Agreement"). Pursuant to the Amended Credit Agreement, Monitronics completed the issuance of an incremental \$550 million senior secured Term Loan B offering (the "New Term Loans"). The New Term Loans bear interest at LIBOR plus 3.50%, subject to a LIBOR floor of 1.00%, and mature on April 9, 2022. Monitronics used the net proceeds to retire \$492 million of its existing Term Loans, due March 2018, and repaid \$50 million of its revolving credit facility. The Amended Credit Agreement also incorporates certain covenant changes to the Credit Agreement, including the removal of the third quarter 2015 Senior Secured and Total Leverage covenant step-downs. Except as expressly amended by the Amendment, the Credit Agreement remains in full force and effect.

The foregoing description of the Amended Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text thereof attached hereto as Exhibit 4.1.

Item 7.01 Regulation FD Disclosure

On April 9, 2015, Ascent issued a press release, attached hereto as Exhibit 99.1, announcing Monitronics' completion of the refinancing described above. This Item 7.01 and the press release attached hereto as Exhibit 99.1 are being furnished to the SEC in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed "filed" for any purpose.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
4.1	Form of Amendment No. 5 to the Credit Agreement, dated April 9, 2015 (including the Amended Credit Agreement)
99.1	Press Release Issued by Ascent Capital Group, Inc. on April 9, 2015.

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: April 15, 2015

ASCENT CAPITAL GROUP, INC.

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

EXHIBIT INDEX

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