Ascent Capital Group, Inc.

Form 4

October 02, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* NILES WILLIAM E

(Last) (First)

ASCENT CAPITAL GROUP.

INC., 5251 DTC PARKWAY, **SUITE 1000** 

(Street)

4. If Amendment, Date Original

Execution Date, if

(Month/Day/Year)

(Middle)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Ascent Capital Group, Inc. [ASCMA]

3. Date of Earliest Transaction

(Month/Day/Year) 10/01/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Other (specify

X\_ Officer (give title below)

Exec VP/Gen Counsel/Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### **GREENWOOD** VILLLAGE, CO 80111

1.Title of

Security

(Instr. 3)

Series A

Common

Stock

(City) (State) (Zip)

10/01/2015

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V

4. Securities Acquired (A) 5. Amount of Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5)

(Instr. 8)

Securities Beneficially Owned Following

Reported

6. Ownership Form: Direct (D) or Indirect

(Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

Transaction(s) (Instr. 3 and 4)

Of Amount (D) Price

\$

 $S^{(1)}$ 1.500 D 26.9014 22,332

(A)

(2)

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.

### Edgar Filing: Ascent Capital Group, Inc. - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

NILES WILLIAM E ASCENT CAPITAL GROUP, INC. 5251 DTC PARKWAY, SUITE 1000 GREENWOOD VILLLAGE, CO 80111

Exec VP/Gen Counsel/Secretary

## **Signatures**

/s/ William E.

**Niles** 10/02/2015

Date \*\*Signature of Reporting Person

# **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 sale was effected pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.27 to \$27.60. The reporting person undertakes to provide to Ascent Capital Group, Inc., any security holder of Ascent Capital Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

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.

Reporting Owners 2