

Edgar Filing: Ascent Capital Group, Inc. - Form 8-K

Ascent Capital Group, Inc.  
Form 8-K  
November 01, 2017

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): October 26, 2017

ASCENT CAPITAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware                                      001-34176      26-2735737  
(State or other jurisdiction of      (Commission      (I.R.S. Employer  
incorporation or organization)      File Number)      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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 26, 2017, Carl E. Vogel provided the board of directors (the "Board") of Ascent Capital Group, Inc. (the "Company") with notice of his resignation from the Board, effective October 26, 2017.

On October 27, 2017, Thomas P. McMillin was elected to the Board, effective October 27, 2017. Mr. McMillin will serve as a Class I director with a term expiring at the Company's annual meeting of stockholders in 2018. The Board has determined that Mr. McMillin qualifies as an independent director for purposes of the rules of The Nasdaq Stock Market as well as applicable rules and regulations adopted by the Securities and Exchange Commission. The Board also appointed Mr. McMillin to serve as a member of the Nominating and Corporate Governance Committee of the Board and the Audit Committee of the Board. As a result of Mr. Vogel's resignation and Mr. McMillin's appointment, the Board has a total of six directors, divided equally among three classes.

Item 7.01. Regulation FD.

On November 1, 2017, the Company issued a press release, attached hereto as Exhibit 99.1, announcing Mr. Vogel's resignation from the Board and Mr. McMillin's election to the Board.

This Item 7.01 and the press release attached hereto are being furnished to the Securities and Exchange Commission 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
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99.1	<u>Press Release issued by Ascent Capital Group, Inc. on November 1, 2017</u>
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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: November 1, 2017

ASCENT CAPITAL GROUP, INC.

By: /s/ William E. Niles

Name: William E. Niles

Title: Executive Vice President, General Counsel and Secretary