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MORGAN DONALD E III

Form 3

November 16, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Ascent Capital Group, Inc. [ASCMA] A Brigade Leveraged Capital (Month/Day/Year) Structures Fund Ltd. 11/06/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O INTERTRUST CORP SVCS (Check all applicable) (CYMN) LTD. 190 ELGIN AVENUE, GEORGE TOWN __X__ 10% Owner Director (Street) Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Form filed by One Reporting Person **GRAND** _X_ Form filed by More than One CAYMAN. E9Â KY1-9007 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Â D Series A Common Stock 1,720,000 Series A Common Stock 1,720,000 I See Footnote (1) Series A Common Stock I See Footnote (2) 43,000 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Date Exercisable	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Call Option (obligation to sell)	(3)	04/20/2018	Series A Common Stock	860,000	\$ 13.5	D	Â
Put Option (right to sell)	(3)	04/20/2018	Series A Common Stock	860,000	\$ 11.5	D	Â
Call Option (obligation to sell)	(3)	04/20/2018	Series A Common Stock	860,000	\$ 13.5	I	See Footnote (1)
Put Option (right to sell)	(3)	04/20/2018	Series A Common Stock	860,000	\$ 11.5	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships				
. Fr. 1 &	Director	10% Owner	Officer	Other	
Brigade Leveraged Capital Structures Fund Ltd. C/O INTERTRUST CORP SVCS (CYMN) LTD 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN, E9 KY1-9007	Â	ÂX	Â	Â	
BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE 16TH FLOOR NEW YORK, NY 10022	Â	ÂΧ	Â	Â	
MORGAN DONALD E III C/O BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE, 16TH FLOOR NEW YORK, NY 10022	Â	ÂΧ	Â	Â	
Brigade Capital Management GP, LLC 399 PARK AVENUE 16TH FLOOR NEW YORK, NY 10022	Â	ÂX	Â	Â	

Signatures

Brigade Leveraged Capital Structures Fund Ltd., By: /s/ Donald E. Morgan, III, Director 11/16/2017

**Signature of Reporting Person Date

Reporting Owners 2

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Brigade Capital Management, LP, /s/ Donald E. Morgan, III, Managing Member of its General Partner

**Signature of Reporting Person

Date

/s/ Donald E. Morgan, III

**Signature of Reporting Person

Date

Brigade Capital Management GP, LLC, /s/ Donald E. Morgan, III, Managing Member

**Signature of Reporting Person

Date

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 reported securities are directly owned by Brigade Leveraged Capital Structures Fund Ltd. (the "Fund") and may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of the Fund, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital
- (1) Management GP, LLC, each a Reporting Person. Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - The reported securities are directly owned by another private investment fund and may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of such other fund, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC, each a Reporting
- (2) Person. Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) The stock option is currently exercisable.

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.

Signatures 3