

MORGAN DONALD E III
Form 3/A
December 13, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
Â Brigade Leveraged Capital Structures Fund Ltd.

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE (CAYMAN) LTD,Â 190 ELGIN AVENUE, GEORGE TOWN

(Street)

GRAND CAYMAN,Â E9Â KY1-9007

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
11/06/2017

3. Issuer Name and Ticker or Trading Symbol
Ascent Capital Group, Inc. [ASCMA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)
11/16/2017

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	------------------------------------	---------------------------------	--

Edgar Filing: MORGAN DONALD E III - Form 3/A

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
4.00% Convertible Senior Notes due 2020	Â (1)	Â (2)	Series A Common Stock	41,876	\$ 102.8 (3)	D	Â
4.00% Convertible Senior Notes due 2020	Â (1)	Â (2)	Series A Common Stock	41,876	\$ 102.8 (3)	I	See Footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brigade Leveraged Capital Structures Fund Ltd. C/O INTERTRUST CORPORATE (CAYMAN) LTD 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN,Â E9Â KY1-9007	Â	Â X	Â	Â
BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE 16TH FLOOR NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â
MORGAN DONALD E III C/O BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE, 16TH FLOOR NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â
Brigade Capital Management GP, LLC 399 PARK AVENUE 16TH FLOOR NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â

Signatures

Brigade Leveraged Capital Structures Fund Ltd., By: /s/ Donald E. Morgan, III, Director	12/13/2017
**Signature of Reporting Person	Date
Brigade Capital Management, LP, /s/ Donald E. Morgan, III, Managing Member of its General Partner	12/13/2017
**Signature of Reporting Person	Date
/s/ Donald E. Morgan, III	12/13/2017
**Signature of Reporting Person	Date
Brigade Capital Management GP, LLC, /s/ Donald E. Morgan, III, Managing Member	12/13/2017
**Signature of Reporting Person	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).

(1) The Convertible Senior Notes are currently exercisable.

(2) The Convertible Senior Notes mature on July 15, 2020, subject to earlier repurchase or conversion in accordance with their terms.

(3) The initial conversion rate will be 9.7272 shares of Series A Common Stock per \$1,000 principal amount of notes, equivalent to an initial conversion price of approximately \$102.80 per share of Series A Common Stock.

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

(4) 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.

^

Remarks:

This Form 3 is filed as an amendment in order to include the Convertible Senior Notes, which w

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.