

HEMISPHERE MEDIA GROUP, INC.
Form SC 13G
May 05, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of
1934

(Amendment No.)*

Hemisphere Media Group, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

42365Q103
(CUSIP Number)

January 28, 2014
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Pleasant Lake Partners LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Number
of Shares
Beneficially
Owned by

Refer to Item 4 below.

Each
Reporting
Person With

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11 Percent of Class Represented by Amount in Row (9)*

5.0% as of 1/28/14 (6.8% as of the date of filing)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

PLP MM LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Number
of Shares
Beneficially
Owned by

Refer to Item 4 below.

Each
Reporting
Person With

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

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Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11 Percent of Class Represented by Amount in Row (9)*

5.0% as of 1/28/14 (6.8% as of the date of filing)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Pleasant Lake Onshore GP LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Number
of Shares
Beneficially
Owned by
Each
Reporting
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11 Percent of Class Represented by Amount in Row (9)*

5.0% as of 1/28/14 (6.8% as of the date of filing)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Pleasant Lake Offshore Master Fund L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Cayman Islands

5 Sole Voting Power

0 shares

6 Shared Voting Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Number
of Shares
Beneficially
Owned by

Refer to Item 4 below.

Each
Reporting
Person With

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11 Percent of Class Represented by Amount in Row (9)*

5.0% as of 1/28/14 (6.8% as of the date of filing)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

PN (Limited Partnership)

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Jonathan Lennon

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

United States

5 Sole Voting Power

0 shares

6 Shared Voting Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Number
of Shares
Beneficially
Owned by

Refer to Item 4 below.

Each
Reporting
Person With

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11 Percent of Class Represented by Amount in Row (9)*

5.0% as of 1/28/14 (6.8% as of the date of filing)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

IN

SCHEDULE 13G

Item 1.

(a) Name of Issuer

Hemisphere Media Group, Inc.

(b) Address of Issuer's Principal Executive Offices

2000 Ponce de Leon Blvd., Suite 500
Coral Gables, FL 33134

Item 2.

(a) Name of Person Filing

Pleasant Lake Partners LLC
PLP MM LLC
Pleasant Lake Onshore GP LLC
Pleasant Lake Offshore Master Fund L.P.
Jonathan Lennon

(b) Address of Principal Business Office or, if none, Residence

110 Greene Street, Suite 604
New York, New York 10012

(c) Citizenship

Pleasant Lake Partners LLC - Delaware
PLP MM LLC - Delaware
Pleasant Lake Onshore GP LLC - Delaware
Pleasant Lake Offshore Master Fund L.P. - Cayman Islands
Jonathan Lennon - United States

(d) Title of Class of Securities

Class A Common Stock

(e) CUSIP Number

42365Q103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership***

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Shares reported herein represent 518,057 shares and warrants to purchase 96,500 shares beneficially owned by Pleasant Lake Offshore Master Fund L.P., (the "Master Fund") as of January 28, 2014 and 729,991 shares and warrants to purchase 96,500 shares as of the date of filing. Pleasant Lake Partners LLC ("PLP") serves as the investment manager for the Master Fund, and Pleasant Lake Onshore GP LLC ("GP LLC") serves as General Partner of the Master Fund. PLP MM LLC is the managing member of PLP. Jonathan Lennon serves as manager of PLP MM LLC and GP LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

(a) Amount Beneficially Owned***

Pleasant Lake Partners LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

PLP MM LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Pleasant Lake Onshore GP LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Pleasant Lake Offshore Master Fund L.P. - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Jonathan Lennon - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

(b) Percent of Class

Pleasant Lake Partners LLC - 5.0% as of 1/28/14 (6.8% as of the date of filing)

PLP MM LLC - 5.0% as of 1/28/14 (6.8% as of the date of filing)

Pleasant Lake Onshore GP LLC - 5.0% as of 1/28/14 (6.8% as of the date of filing)

Pleasant Lake Offshore Master Fund L.P. - 5.0% as of 1/28/14 (6.8% as of the date of filing)

Jonathan Lennon - 5.0% as of 1/28/14 (6.8% as of the date of filing)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

Pleasant Lake Partners LLC - 0 shares
PLP MM LLC - 0 shares
Pleasant Lake Onshore GP LLC - 0 shares
Pleasant Lake Offshore Master Fund L.P. - 0 shares
Jonathan Lennon - 0 shares

(ii) shared power to vote or to direct the vote

Pleasant Lake Partners LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)
PLP MM LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)
Pleasant Lake Onshore GP LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)
Pleasant Lake Offshore Master Fund L.P. - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)
Jonathan Lennon - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

(iii) sole power to dispose or to direct the disposition of

Pleasant Lake Partners LLC - 0 shares
PLP MM LLC - 0 shares
Pleasant Lake Onshore GP LLC - 0 shares
Pleasant Lake Offshore Master Fund L.P. - 0 shares
Jonathan Lennon - 0 shares

(iv) shared power to dispose or to direct the disposition of

Pleasant Lake Partners LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)
PLP MM LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)
Pleasant Lake Onshore GP LLC - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)
Pleasant Lake Offshore Master Fund L.P. - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)
Jonathan Lennon - 614,557 shares as of 1/28/14 (826,491 shares as of the date of filing)

Item 5. Ownership of Five Percent or Less of a Class

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits Exhibit

99.1 Joint Filing Agreement by and among the Reporting Persons

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

May 5, 2014

PLEASANT LAKE PARTNERS LLC

By: PLP MM LLC
its Managing Member

By: /s/ Jonathan Lennon
Jonathan Lennon, Manager

PLP MM LLC

By: /s/ Jonathan Lennon
Jonathan Lennon, Manager

PLEASANT LAKE ONSHORE GP LLC

By: /s/ Jonathan Lennon
Jonathan Lennon, Manager

PLEASANT LAKE OFFSHORE MASTER FUND
L.P.

By: Pleasant Lake Onshore GP LLC
its General Partner

By: /s/ Jonathan Lennon
Jonathan Lennon, Manager

JONATHAN LENNON

By: /s/ Jonathan Lennon
Jonathan Lennon, Individually