

SOOK PERRY A
Form 4
March 19, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOOK PERRY A

2. Issuer Name **and** Ticker or Trading
Symbol
NEXSTAR MEDIA GROUP, INC.
[NXST]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & President

C/O NEXSTAR MEDIA GROUP,
INC., 545 E. JOHN CARPENTER
FREEWAY, SUITE 700

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

IRVING, TX 75062

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/15/2019		M		25,000	A	<u>11</u>	1,152,303	I	See Footnote <u>(2)</u>
Class A Common Stock	03/15/2019		F		9,838	D	\$ 106.59	1,142,465	I	See Footnote <u>(2)</u>
Class A Common Stock	03/15/2019		M		25,000	A	<u>11</u>	1,167,465	I	See Footnote <u>(2)</u>

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Class A Common Stock	03/15/2019	F	9,838	D	\$ 106.59	1,157,627	I	See Footnote (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/15/2019		M		25,000		(3)	(3)	Class A Common Stock	25,000
Restricted Stock Units	(1)	03/15/2019		M		25,000		(4)	(4)	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOOK PERRY A C/O NEXSTAR MEDIA GROUP, INC. 545 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX 75062	X		CEO & President	

Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Perry A.
Sook

03/19/2019

**Signature of Reporting Person

Date

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).

(1) As restricted stock units vest, they are converted into shares of Class A Common Stock on a one-for-one basis at the vesting date.

(2) The shares are held by PS Sook Ltd., for which Mr. Sook and his spouse are the beneficial owners.

(3) 75,000 Restricted stock units awarded on March 15, 2018. 25,000 restricted stock units vest at each anniversary of the award through March 15, 2021.

(4) 75,000 performance-based restricted stock units (PSUs) were awarded on March 15, 2018. 25,000 restricted stock units vest at each anniversary of the award through March 15, 2021, subject to the achievement of pre-established company performance metrics. For the 25,000 PSUs that were scheduled to vest on March 15, 2019, the Compensation Committee of Nexstar's Board of Directors performed an assessment and determined that the conditions were satisfied, thus, the 25,000 PSUs vested in full on March 15, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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