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| Graffam Frec Form 4 October 09, 2 | | | | | | | | | | | |
|--|--|------------------|--|---|--|-----------------|--|---|--|-----------|--|
| | Л | | | | | | | | OMB AF | PROVAL | |
| | | | | | TIES AND EXCHANGE COMMISSION ington, D.C. 20549 | | | | | 3235-0287 | |
| if no long subject to Section 10 Form 4 or Form 5 obligation may conti | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT OF CHANG Filed pursuant to Section 16 Section 17(a) of the Public Ut | | | | GES IN BENEFICIAL OWNERSHIP SECURITIES 6(a) of the Securities Exchange Act of 19 tility Holding Company Act of 1935 or Se vestment Company Act of 1940 | | | | Expires: Estimated a burden hour response | 0 | |
| See Instru 1(b). | letion | 50(11) | or the m | (estiment | compu | | | Ŭ | | | |
| (Print or Type R | Cesponses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol Ascent Capital Group, Inc. [ASCMA] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Middle) 3. Date of (Month/D 5251 DTC PARKWAY, SUITE 10/08/20 1000 | | | | | | | Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President & CFO | | | | |
| | | | | endment, Date Original nth/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| GREENWO VILLAGE, O | | | | | | | | Form filed by M Person | lore than One Re | porting | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | emed 3. | | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Series A Common Stock | 10/08/2018 | | | Code V F | Amount 1,036 | (D) D (1) | Price \$ 1.535 | (Instr. 3 and 4) | D | | |

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

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.

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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) | 4. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Unde Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|---------------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-----------------------------|-------|--|--|--|
| reporting of the random states | Director | 10% Owner | Officer | Other | | | |
| Graffam Fred 5251 DTC PARKWAY, SUITE 1000 GREENWOOD VILLAGE, CO 80111 | | | Senior Vice President & CFO | | | | |
| Signatures | | | | | | | |
| /a/ William E Nilas | | | | | | | |

| /s/ William E Niles, | 10/09/2018 | | |
|---------------------------------|------------|--|--|
| attorney-in-fact | 10,00,2010 | | |
| **Signature of Reporting Person | Date | | |

**Signature of Reporting Person

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).
- The shares disposed of in this transaction were withheld by the Issuer in connection with the payment of withholding taxes on certain (1) restricted shares that vested on October 8, 2018. The price is based on an average of the high and low trading prices on October 8, 2018.

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.