

NEXSTAR BROADCASTING GROUP INC

Form 4

December 29, 2014

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 BROADCASTING
GROUP INC [NXST]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NEXSTAR BROADCASTING
GROUP, INC., 545 E. JOHN
CARPENTER FREEWAY, SUITE
700

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2014

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

(Street)
IRVING, TX 75062

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

(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)
Class A Common Stock	12/24/2014		M	61,974 A \$ 0.82	987,930	I	See Footnote (1)
Class A Common Stock	12/24/2014		S	61,974 D \$ 52.5	925,956	I	See Footnote (1)
Class A Common Stock	12/26/2014		M	11,447 A \$ 0.82	937,403	I	See Footnote (1)

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Class A Common Stock	12/26/2014	S	11,447	D	\$ 52.6595	925,956	I	See Footnote (1)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Exercise of Stock Options	\$ 0.82	12/24/2014		M	61,974	<u>(2)</u> 06/12/2019	Class A Common Stock 61,974
Exercise of Stock Options	\$ 0.82	12/26/2014		M	11,447	06/12/2014 06/12/2019	Class A Common Stock 11,447

Reporting Owners

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

Signatures

/s/ Elisa Moore, Attorney-in-Fact for Perry A.
Sook 12/29/2014

__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) The shares were held by PS Sook Ltd., which Mr. Sook and his spouse are the beneficial owners.

(2) 23,421 options became exercisable on June 12, 2013. 38,553 options became exercisable on June 12, 2014.

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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