

HEMISPHERE MEDIA GROUP, INC.

Form SC 13G

April 15, 2013

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,

par value

\$0.0001 per

share

(Title of Class

of Securities)

42365Q103

(CUSIP

Number)

April 4, 2013

(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)

(Page 1 of 14

Pages)

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\*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).

<b>1</b>	NAME OF REPORTING PERSON  Davidson Kempner Partners CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>3</b>	New York
<b>4</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>5</b>	SOLE VOTING POWER  0 SHARED VOTING POWER
<b>6</b>	85,162 shares of Class A Common Stock
<b>7</b>	97,328 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER

85,162 shares  
of Class A  
Common Stock

97,328 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

85,162 shares of Class  
A Common Stock

97,328 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11

REPRESENTED BY  
AMOUNT IN ROW  
(9)

1.65%  
TYPE OF  
REPORTING  
PERSON

12

PN

**1** NAME OF REPORTING PERSON

Davidson Kempner  
 Institutional Partners,  
 L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**5** SOLE VOTING POWER

0 SHARED VOTING POWER

**6** 190,659 shares of Class A Common Stock

217,896 shares of Class A Common Stock issuable upon exercise of warrants

**7** SOLE DISPOSITIVE POWER

**8** 0 SHARED DISPOSITIVE POWER

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190,659 shares  
of Class A  
Common Stock

217,896 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

**9** 190,659 shares of  
Class A Common  
Stock

217,896 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 3.64%  
TYPE OF  
REPORTING  
PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
	Davidson Kempner International, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER
<b>5</b>	0
	SHARED VOTING POWER
<b>6</b>	214,179 shares of Class A Common Stock
<b>7</b>	244,776 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER

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214,179 shares  
of Class A  
Common Stock

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of Class A  
Common Stock  
issuable upon  
exercise of  
warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

**9** 214,179 shares of  
Class A Common  
Stock

244,776 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 4.08%  
TYPE OF  
REPORTING  
PERSON

CO



**1** NAME OF REPORTING PERSON

Davidson Kempner  
Capital Management  
LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**5** SOLE VOTING POWER

0 SHARED VOTING POWER

**6** 490,000 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants

**7** SOLE DISPOSITIVE POWER

0

**8** SHARED DISPOSITIVE POWER

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490,000 shares  
of Class A  
Common Stock

560,000 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

**9** 490,000 shares of  
Class A Common  
Stock

560,000 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 9.09%  
TYPE OF  
REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSON  
 Thomas L. Kempner, Jr.  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP  
**3** SEC USE ONLY  
**4** CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
 SOLE VOTING POWER  
 0 SHARED VOTING POWER

**6** 490,000 shares of Class A Common Stock

560,000 shares of Class A Common Stock issuable upon exercise of warrants  
**7** SOLE DISPOSITIVE POWER

0  
**8** SHARED DISPOSITIVE POWER

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490,000 shares  
of Class A  
Common Stock

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REPORTING  
PERSON

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**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 9.09%  
TYPE OF  
REPORTING  
PERSON

IN

<b>1</b>	NAME OF REPORTING PERSON
	Stephen M. Dowicz CHECK THE APPROPRIATE <b>2</b> BOX IF A MEMBER (b) x OF A <b>3</b> GROUP SEC USE ONLY <b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER 0 SHARED VOTING POWER
<b>6</b>	490,000 shares of Class A Common Stock
<b>7</b>	560,000 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
	490,000 shares of Class A

Common Stock

560,000 shares  
of Class A  
Common Stock  
issuable upon  
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warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

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Stock

560,000 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 9.09%  
TYPE OF  
REPORTING  
PERSON

IN

**Item 1(a). NAME OF ISSUER**

Hemisphere Media Group, Inc. (the "Company")

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

2000 Ponce de Leon Boulevard, Suite 500, Coral Gables, FL 33134

**Item 2(a). NAME OF PERSON FILING**

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

(i) Davidson Kempner Partners, a New York limited partnership ("DKP"). MHD Management Co., a New York limited partnership ("MHD"), is the general partner of DKP and MHD Management Co. GP, L.L.C., a Delaware limited liability company is the general partner of MHD. DKCM (as defined below) is responsible for the voting and investment decisions of DKP;

(ii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP"). Davidson Kempner Advisers Inc., a New York corporation, is the general partner of DKIP. DKCM is responsible for the voting and investment decisions of DKIP;

(iii) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL"). Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company, is the investment manager of DKIL. DKCM is responsible for the voting and investment decisions of DKIL;

(iv) Davidson Kempner Capital Management LLC, a New York limited liability company and a registered investment adviser with the U.S. Securities and Exchange Commission, acts as investment manager to each of DKP, DKIP, and DKIL ("DKCM") either directly or by virtue a sub-advisory agreement with the investment manager of the relevant fund. The managing members of DKCM are Messrs. Thomas L. Kempner, Jr., Stephen M. Dowicz, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman, Conor Bastable, Shulamit Leviant and Morgan Blackwell; and

(v) Messrs. Thomas L. Kempner, Jr., and Stephen M. Dowicz through DKCM, are responsible for the voting and investment decisions relating to the securities held by DKP, DKIP and DKIL reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

**Item 2(c). CITIZENSHIP**

- (i) DKP – a New York limited partnership
- (ii) DKIP – a Delaware limited partnership
- (iii) DKIL – a British Virgin Islands corporation
- (iv) DKCM – a New York limited liability company
- (v) Messrs. Thomas L. Kempner, Jr. and Stephen M. Dowicz – United States

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Class A Common Stock, par value \$0.0001 (the "Class A Common Stock")

**Item 2(e). CUSIP NUMBER**

The CUSIP number of the Class A Common Stock is 42365Q103.

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (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;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "

A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
(g) "

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;  
(h) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
Investment Company Act;  
(i) "

(j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_





**Item**  
**4. OWNERSHIP**

The percentages used in this Schedule 13G are calculated based upon 10,991,100 shares of Class A Common Stock reported to be outstanding in the Company's Current Report on Form 8-K filed on April 11, 2013.

A. DKP

(a) Amount beneficially owned: 85,162 shares of Class A Common Stock and 97,328 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 1.65%.

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 85,162 shares of Class A Common Stock and 97,328 shares of Class A Common Stock issuable upon exercise of warrants

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 85,162 shares of Class A Common and Stock 97,328 shares of Class A Common Stock issuable upon exercise of warrants

B. DKIP

(a) Amount beneficially owned: 190,659 shares of Class A Common Stock and 217,896 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 3.64%.

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 190,659 shares of Class A Common Stock and 217,896 shares of Class A Common Stock issuable upon exercise of warrants

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 190,659 shares of Class A Common Stock and 217,896 shares of Class A Common Stock issuable upon exercise of warrants

C. DKIL

(a) Amount beneficially owned: 214,179 shares of Class A Common Stock and 244,776 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 4.08%.

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 214,179 shares of Class A Common Stock and 244,776 shares of Class A Common Stock issuable upon exercise of warrants

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 214,179 shares of Class A Common Stock and 244,776 shares of Class A Common Stock issuable upon exercise of warrants

#### D. DKCM

(a) Amount beneficially owned: 490,000 shares of Class A Common Stock and 560,000 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 9.09%.

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 490,000 shares of Class A Common Stock and 560,000 shares of Class A Common Stock issuable upon exercise of warrants

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 490,000 shares of Class A Common Stock and 560,000 shares of Class A Common Stock issuable upon exercise of warrants

#### E. Thomas L. Kempner, Jr. and Stephen M. Dowicz

(a) Amount beneficially owned: 490,000 shares of Class A Common Stock and 560,000 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 9.09%.

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

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 490,000 shares of Class A Common Stock and 560,000 shares of Class A Common Stock issuable upon exercise of warrants
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 490,000 shares of Class A Common Stock and 560,000 shares of Class A Common Stock issuable upon exercise of warrants

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not Applicable.

**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 OR CONTROL PERSON**

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**

Each of the Reporting Persons hereby makes the following certification:

By signing below we certify that, to the best of our 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.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

April 15, 2013 davidson kempner partners

By: MHD Management Co.,  
its General Partner

By: MHD Management Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER institutional partners, L.P.

By: Davidson Kempner Advisers Inc.,  
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.  
Title: President

davidson kempner international, ltd.

By: Davidson Kempner International Advisors, L.L.C.,  
its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

Davidson Kempner Capital Management LLC

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr.

/s/ Stephen M. Dowicz

Stephen M. Dowicz

EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statement. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

April 15, 2013

davidson kempner partners  
By: MHD Management Co.,  
its General Partner

By: MHD Management Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER institutional partners, L.P.  
By: Davidson Kempner Advisers Inc.,  
its General Partner

/s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: President

davidson kempner international, ltd.  
By: Davidson Kempner International Advisors, L.L.C.,  
its Investment Manager

/s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

Davidson Kempner Capital Management LLC

/s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr.

/s/ Stephen M. Dowicz

Stephen M. Dowicz