

ENTRAVISION COMMUNICATIONS CORP

Form SC 13G/A

February 14, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Entravision Communications Corporation

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.0001 PER SHARE

(Title of Class of Securities)

29382R107

(CUSIP Number)

December 31, 2012

(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 Instructions).

CUSIP No.: 29382R107

1

NAME OF REPORTING PERSON
Beach Point Capital Management LP
(Beach Point Capital)

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) ☐

(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
2,490,280 **see Note 1**

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
2,490,280 **see Note 1**

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,490,280 **see Note 1**

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

4.58%

12

TYPE OF REPORTING PERSON
IA

CUSIP No.: 29382R107

1

NAME OF REPORTING PERSON
Beach Point GP LLC (Beach Point GP)

2

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) ☐

(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
2,490,280 **see Note 1**

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
2,490,280 **see Note 1**

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
2,490,280 **see Note 1**

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.58%

12

TYPE OF REPORTING PERSON
HC

CUSIP No.: 29382R107

1

NAME OF REPORTING PERSON
Beach Point Total Return Master Fund,
L.P. (Beach Point Fund)

2

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a) ☐

(b) ☒ [X]

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
2,299,470 **see Note 1**

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
2,299,470 **see Note 1**

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,299,470 **see Note 1**

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

4.23%

12

TYPE OF REPORTING PERSON
PN

CUSIP No.: 29382R107

1

NAME OF REPORTING PERSON
Beach Point Advisors LLC (Beach Point
Advisors)

2

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) ☐ []

(b) ☒ [X]

3

SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware								
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="0"> <tr> <td style="vertical-align: top;">5</td> <td style="vertical-align: top;">SOLE VOTING POWER 0</td> </tr> <tr> <td style="vertical-align: top;">6</td> <td style="vertical-align: top;">SHARED VOTING POWER 2,299,470 **see Note 1**</td> </tr> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">SOLE DISPOSITIVE POWER 0</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">SHARED DISPOSITIVE POWER 2,299,470 **see Note 1**</td> </tr> </table>	5	SOLE VOTING POWER 0	6	SHARED VOTING POWER 2,299,470 **see Note 1**	7	SOLE DISPOSITIVE POWER 0	8	SHARED DISPOSITIVE POWER 2,299,470 **see Note 1**
5	SOLE VOTING POWER 0								
6	SHARED VOTING POWER 2,299,470 **see Note 1**								
7	SOLE DISPOSITIVE POWER 0								
8	SHARED DISPOSITIVE POWER 2,299,470 **see Note 1**								
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,299,470 **see Note 1**								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.23%								
12	TYPE OF REPORTING PERSON HC								

CUSIP No.: 29382R107

ITEM 1(a). NAME OF ISSUER:
Entravision
Communications
Corporation

ADDRESS OF ISSUER'S
ITEM 1(b). PRINCIPAL EXECUTIVE OFFICES:
2425 Olympic
Boulevard
Suite 6000 West
Santa Monica, CA

90404

ITEM 2(a). NAME OF
PERSON
FILING:

Beach Point
Capital
Management LP
(Beach Point
Capital)
Beach Point GP
LLC (Beach Point
GP)
Beach Point Total
Return Master
Fund, L.P. (Beach
Point Fund)
Beach Point
Advisors LLC
(Beach Point
Advisors)

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

c/o Beach Point
Capital
Management LP
1620 26th Street
Suite 6000N
Santa Monica, CA
90404

ITEM 2(c). CITIZENSHIP:

Beach Point
Capital
Management LP
(Beach Point
Capital) -
Delaware
Beach Point GP
LLC (Beach Point
GP) - Delaware
Beach Point Total
Return Master
Fund, L.P. (Beach
Point Fund) -
Cayman Islands

Beach Point
Advisors LLC
(Beach Point
Advisors) -
Delaware

TITLE OF

ITEM 2(d). CLASS OF
SECURITIES:

CLASS A
COMMON
STOCK, PAR
VALUE \$0.0001
PER SHARE

ITEM 2(e). CUSIP
NUMBER:

29382R107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-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 (15 U.S.C. 78c);
- (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 (15 U.S.C. 78c);
- (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). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

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.

(a) Amount beneficially owned:

2,490,280 by each of Beach Point Capital and Beach Point GP **see Note 1**

2,299,470 by each of Beach Point Fund and Beach Point Advisors **see Note 1**

(b) Percent of class:

4.58% by each of Beach Point Capital and Beach Point GP
4.23% by each of Beach Point Fund and Beach Point Advisors

The percent of class is based on 54,404,226 shares of Common Stock, par value \$0.0001 per share of the Issuer outstanding as of November 1, 2012 as reported on the issuers Quarterly Report on Form 10-Q filed on November 2, 2012 for the quarterly period ended September 30, 2012.

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

(i) Sole power to vote or to direct the vote:

Beach Point Capital Management LP (Beach Point Capital) - 0

Beach Point GP LLC (Beach Point GP) - 0

Beach Point Total Return Master Fund, L.P. (Beach Point Fund) - 0

Beach Point Advisors LLC (Beach Point Advisors) - 0

(ii) Shared power to vote or to direct the vote:

Beach Point Capital Management LP (Beach Point Capital) - 2,490,280 **see Note 1**

Beach Point GP LLC (Beach Point GP) - 2,490,280 **see Note 1**

Beach Point Total Return Master Fund, L.P. (Beach Point Fund) - 2,299,470 **see Note 1**

Beach Point Advisors LLC (Beach Point Advisors) - 2,299,470 **see Note 1**

(iii) Sole power to dispose or to direct the disposition of:

Beach Point Capital Management LP (Beach Point Capital) - 0

Beach Point GP LLC (Beach Point GP) - 0

Beach Point Total Return Master Fund, L.P. (Beach Point Fund) - 0

Beach Point Advisors LLC (Beach Point Advisors) - 0

(iv) Shared power to dispose or to direct the disposition of:

Beach Point Capital Management LP (Beach Point Capital) - 2,490,280 **see Note 1**

Beach Point GP LLC (Beach Point GP) - 2,490,280 **see Note 1**

Beach Point Total Return Master Fund, L.P. (Beach Point Fund) - 2,299,470 **see Note 1**

Beach Point Advisors LLC (Beach Point Advisors) - 2,299,470 **see Note 1**

OWNERSHIP OF

ITEM 5. FIVE PERCENT OR
LESS OF A CLASS:

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 [X].

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER

PERSON:

Not applicable

IDENTIFICATION
AND

CLASSIFICATION
OF THE
SUBSIDIARY

ITEM 7. WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

See Exhibit I

IDENTIFICATION
AND

ITEM 8. 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.

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.

February 13, 2013

Date

Beach Point Capital Management LP (Beach Point Capital)

/s/ Lawrence M. Goldman

Signature

Lawrence M. Goldman, Chief Administrative Officer and General Counsel

Name/Title

Date

Beach Point GP LLC (Beach Point GP)

/s/Lawrence M. Goldman

Signature

Lawrence M. Goldman, Chief Administrative Officer and General Counsel

Name/Title

Date

Beach Point Total Return Master Fund, L.P. (Beach Point Fund)

/s/Lawrence M. Goldman

Signature

Lawrence M. Goldman, Chief Administrative Officer and General Counsel

Name/Title

Date

Beach Point Advisors LLC (Beach Point Advisors)

/s/Lawrence M. Goldman

Signature

Lawrence M. Goldman, Chief Administrative Officer and General Counsel

Name/Title

SIGNATURE

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).
CUSIP No.: 29382R107
EXHIBIT INDEX

Exhibit I - Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Exhibit II - Joint Filing Agreement
EXHIBIT I

Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Beach Point GP LLC is the sole general partner and therefore control person of Beach Point Capital Management LP, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Beach Point Advisors LLC is the sole general partner and therefore control person of Beach Point Total Return Master Fund, L.P.
EXHIBIT II

Joint Filing Agreement

THIS JOINT FILING AGREEMENT is entered into as of February 13, 2013, by and among the parties signatories hereto. The undersigned hereby agree that the Statement on Schedule 13G with respect to the shares of Class A Common Stock, par value \$0.0001 per share, of Entravision Communications Corporation is, and any amendment thereafter signed by each of the undersigned shall be, filed on behalf of each undersigned pursuant to and in accordance with the provisions of 13d-1(k) under the Securities Exchange Act of 1934, as amended.

BEACH POINT CAPITAL MANAGEMENT LP

By: /s/Lawrence M. Goldman
Name: Lawrence M. Goldman
Title: Chief Administrative Officer and General Counsel

BEACH POINT GP LLC

By: /s/Lawrence M. Goldman
Name: Lawrence M. Goldman
Title: Chief Administrative Officer and General Counsel

BEACH POINT TOTAL RETURN MASTER FUND, L.P.
By: BEACH POINT ADVISORS LLC, its general partner

By: /s/Lawrence M. Goldman
Name: Lawrence M. Goldman
Title: Chief Administrative Officer and General Counsel

SIGNATURE

BEACH POINT ADVISORS LLC

By: /s/Lawrence M. Goldman

Name: Lawrence M. Goldman

Title: Chief Administrative Officer and General Counsel

CUSIP No.: 29382R107

** Note 1 **

Beach Point Capital, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, furnishes investment advice to certain clients (the Clients). In its role as investment adviser, Beach Point Capital possesses voting and investment power over the shares of Common Stock of the Issuer described in this schedule that are owned by the Clients, and may be deemed to be the beneficial owner of the shares of Common Stock of the Issuer held by the Clients. However, all securities reported in this schedule are owned by the Clients. Beach Point Capital disclaims beneficial ownership of such securities.

Beach Point GP is the sole general partner of Beach Point Capital. As a result, Beach Point GP may be deemed to share beneficial ownership of the shares of Common Stock of the Issuer held by the Clients. Beach Point GP disclaims beneficial ownership of such securities.

Beach Point Fund is one of Beach Point Capitals clients.

Beach Point Advisors is the sole general partner of Beach Point Fund. As a result, Beach Point Advisors may be deemed to share beneficial ownership of the shares of Common Stock of the Issuer held by Beach Point Fund. Beach Point Advisors disclaims beneficial ownership of such securities.