

NEXSTAR MEDIA GROUP, INC.

Form 8-K

August 21, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 21, 2017

Nexstar Media Group, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

000-50478  
(Commission File Number)

23-3083125  
(IRS Employer Identification  
No.)

545 E. John Carpenter Freeway, Suite 700

Irving, Texas 75062  
(Address of Principal Executive Offices,  
including Zip Code)

(972) 373-8800

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(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On August 21, Nexstar Media Group, Inc. (the “Company”) provided to American Stock Transfer & Trust Company, LLC (the “Rights Agent”) the Distribution Notice required to be delivered to the Rights Agent pursuant to the Contingent Value Rights Agreement, dated as of January 13, 2017, by and between the Company and the Rights Agent (filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on January 17, 2017). The Distribution Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference into any filing under the Securities Act or in the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Distribution Notice Delivered to Rights Agent on August 21, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEXSTAR MEDIA GROUP, INC.

By: /s/ Thomas E. Carter

Date: August 21, 2017 Name: Thomas E. Carter

Title: Chief Financial Officer  
(Principal Financial Officer)

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Exhibit Index

Exhibit No. Description

|      |                                                                  |
|------|------------------------------------------------------------------|
| 99.1 | Distribution Notice Delivered to Rights Agent on August 21, 2017 |
|------|------------------------------------------------------------------|