

LIN Media LLC
Form 4
August 12, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
**HICKS MUSE TATE & FURST
EQUITY FUND III LP**

(Last) (First) (Middle)

**C/O HICKS, MUSE, TATE &
FURST INCORP., 200 CRESCENT
COURT, SUITE 1600**

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIN Media LLC [NYSE: LIN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 08/08/2013 | | S ⁽¹⁾ | 42,153 D | \$ 14.97 552,649 | I ⁽²⁾ ⁽³⁾ | See footnotes ⁽²⁾ ⁽³⁾ |
| Class A Common Stock | 08/08/2013 | | S ⁽⁴⁾ | 551 D | \$ 14.97 552,098 | I ⁽³⁾ ⁽⁵⁾ | See footnotes ⁽³⁾ ⁽⁵⁾ |
| Class A Common Stock | 08/08/2013 | | S ⁽¹⁾ | 544,972 D | \$ 14.33 7,126 | I ⁽³⁾ ⁽⁶⁾ | See footnotes ⁽³⁾ ⁽⁶⁾ |
| Class A Common Stock | 08/08/2013 | | S ⁽⁴⁾ | 7,126 D | \$ 0 | I ⁽³⁾ ⁽⁷⁾ | See |

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Common Stock 14.33 footnotes (3) (7)

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

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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) | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HICKS MUSE TATE & FURST EQUITY FUND III LP
C/O HICKS, MUSE, TATE & FURST INCORP.
200 CRESCENT COURT, SUITE 1600
DALLAS, TX 75201

X

HM3/GP PARTNERS, L.P.
C/O HICKS, MUSE, TATE & FURST INCORP.
200 CRESCENT COURT, SUITE 1600
DALLAS, TX 75201

X

HM3 COINVESTORS, L.P.
C/O HICKS, MUSE, TATE & FURST INCORP.
200 CRESCENT COURT, SUITE 1600
DALLAS, TX 75201

X

HICKS MUSE GP PARTNERS III LP
C/O HICKS, MUSE, TATE & FURST INCORP.
200 CRESCENT COURT, SUITE 1600
DALLAS, TX 75201

X

HICKS MUSE FUND III INC
C/O HICKS, MUSE, TATE & FURST INCORP.
200 CRESCENT COURT, SUITE 1600
DALLAS, TX 75201

X

Signatures

SEE

ATTACHMENTS 08/12/2013

__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) On August 8, 2013, Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("Fund III"), sold 587,125 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "Exchange Act").
 - (2) Of the 552,649 shares of Class A Common Stock, (a) 544,972 shares are held of record by Fund III, and (b) 7,677 shares are held of record by HM3 Coinvestors, L.P., a Texas limited partnership ("HM3 Coinvestors").

HM3/GP Partners, L.P., a Texas limited partnership ("HM3/GP Partners"), is the sole general partner of Fund III. Hicks Muse GP Partners III, L.P., a Texas limited partnership ("GP Partners III"), is the sole general partner of HM3/GP Partners and HM3 Coinvestors. Hicks Muse Fund III Incorporated, a Texas corporation ("Fund III Incorporated"), is the sole general partner of GP Partners III. HM3/GP may be deemed to beneficially own all of the securities held directly by Fund III, and GP Partners III and Fund III Incorporated may be deemed to beneficially own all of the securities held directly by Fund III and HM3 Coinvestors. Each of HM3/GP, GP Partners III and Fund III Incorporated disclaim beneficial ownership of such securities except to the extent of any of their respective pecuniary interest therein.
 - (4) On August 8, 2013, HM3 Coinvestors sold 7,677 shares of Class A Common Stock pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Exchange Act.
 - (5) Of the 552,098 shares of Class A Common Stock, (a) 544,972 shares are held of record by Fund III, and (b) 7,126 shares are held of record by HM3 Coinvestors.
 - (6) All shares of Class A Common Stock are held of record by HM3 Coinvestors.
 - (7) Prior to the sale of the 7,126 shares of Class A Common Stock, HM3 Coinvestors was the holder of record of such shares.

Remarks:

The reporting persons may be deemed to be members of a group with other affiliated entities that collectively are 10% owners

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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