

ENTRAVISION COMMUNICATIONS CORP

Form 4

December 28, 2016

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 *
JEFFERY LIBERMAN A

(Last) (First) (Middle)

2425 OLYMPIC BLVD., SUITE
6000 WEST

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENTRAVISION
COMMUNICATIONS CORP
[NYSE:EVC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2016

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)
Chief Operating Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A common stock	12/26/2016		A ⁽¹⁾		40,000 ⁽¹⁾ A \$ 0	110,286 ⁽²⁾	D

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. Nu
				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

JEFFERY LIBERMAN A
2425 OLYMPIC BLVD., SUITE 6000 WEST
SANTA MONICA, CA 90404

Chief Operating Officer

Signatures

/s/ Mark A. Boelke, by power of attorney for Jeffery A. Liberman

12/28/2016

__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).

Represents an award of 40,000 restricted stock units that will vest as follows: (i) 25% on December 31, 2016; (ii) 25% on December 31, 2017; (iii) 25% on December 31, 2018; and (iv) 25% on December 31, 2019; provided the recipient is employed by the company on each of such dates. Recipient is also eligible to vest additional restricted stock units in an amount equal to 0% to 200% of the amount listed

(1) above as follows: (A) upon the company's achievement of certain revenue and consolidated adjusted EBITDA goals for fiscal year 2017, and (B) provided the recipient is employed by the company on each of the following dates: (i) 50% of such additional amount vesting on December 31, 2017; (ii) 25% of such additional amount vesting on December 31, 2018, and (iii) 25% of such additional amount vesting on December 31, 2019.

(2) Includes 94,000 restricted stock units. The reporting person also has direct ownership of 16,286 shares of Class A common stock.

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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