

MEDIA GENERAL INC  
Form SC 13D/A  
November 20, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule (13d-101))

**INFORMATION TO BE INCLUDED IN STATEMENTS**

**FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS**

**THERE TO FILED PURSUANT TO RULE 13-d2(a)**

**(Amendment No. 5)\***

**MEDIA GENERAL, INC.**

(Name of Issuer)

**Class A Common Stock (par value \$5 per share)**

(Title of Class of Securities)

**584404107**

(CUSIP Number)

**Joel B. Piassick**

**2100 Third Avenue North, Suite 600**

**Birmingham, Alabama 35203**

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

**November 14, 2008**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

**IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR MORE OF THE FUNDS.**

\* 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 disclosures provided in a prior cover page.

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The information required on 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 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).

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1 NAME OF REPORTING PERSONS

**Harbinger Capital Partners Master Fund I, Ltd.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**WC**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

0

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Cayman Islands**

7 SOLE VOTING POWER

**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

**2,705,647**

9 SOLE DISPOSITIVE POWER

**-0-**

10 SHARED DISPOSITIVE POWER

**2,705,647**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,705,647**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

0

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**12.18%**

14 TYPE OF REPORTING PERSON

**CO**

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1 NAME OF REPORTING PERSONS

**Harbinger Capital Partners Offshore Manager, L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER  
**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
**2,705,647**

9 SOLE DISPOSITIVE POWER  
**-0-**

10 SHARED DISPOSITIVE POWER  
**2,705,647**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,705,647**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**12.18%**

14 TYPE OF REPORTING PERSON

**OO**

---

1 NAME OF REPORTING PERSONS

**HMC Investors, L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER  
**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
**2,705,647**

9 SOLE DISPOSITIVE POWER  
**-0-**

10 SHARED DISPOSITIVE POWER  
**2,705,647**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,705,647**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**12.18%**

14 TYPE OF REPORTING PERSON

**OO**

---



1 NAME OF REPORTING PERSONS

**Harbinger Capital Partners Special Situations Fund, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**WC**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER  
**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
**999,037**

9 SOLE DISPOSITIVE POWER  
**-0-**

10 SHARED DISPOSITIVE POWER  
**999,037**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**999,037**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**4.50%**

14 TYPE OF REPORTING PERSON

**PN**

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1 NAME OF REPORTING PERSONS

**Harbinger Capital Partners Special Situations GP, LLC**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**0**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER  
**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
**999,037**

9 SOLE DISPOSITIVE POWER  
**-0-**

10 SHARED DISPOSITIVE POWER  
**999,037**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**999,037**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

**0**

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**4.50%**

14 TYPE OF REPORTING PERSON

**OO**

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1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

**HMC – New York, Inc.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**New York**

7 SOLE VOTING POWER  
**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
**999,037**

9 SOLE DISPOSITIVE POWER  
**-0-**

10 SHARED DISPOSITIVE POWER  
**999,037**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**999,037**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(see Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**4.50%**

14 TYPE OF REPORTING PERSON

**CO**

---

1 NAME OF REPORTING PERSONS

**Harbert Management Corporation**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Alabama**

7 SOLE VOTING POWER  
**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
**999,037**

9 SOLE DISPOSITIVE POWER  
**-0-**

10 SHARED DISPOSITIVE POWER  
**999,037**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**999,037**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**4.50%**

14 TYPE OF REPORTING PERSON

**CO**

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1 NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

**Philip Falcone**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**U.S.A.**

7 SOLE VOTING POWER

**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

**3,704,684**

9 SOLE DISPOSITIVE POWER

**-0-**

10 SHARED DISPOSITIVE POWER

**3,704,684**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**3,704,684**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**16.67%**

14 TYPE OF REPORTING PERSON

**IN**

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1 NAME OF REPORTING PERSONS

**Raymond J. Harbert**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**U.S.A.**

7 SOLE VOTING POWER  
**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
**3,704,684**

9 SOLE DISPOSITIVE POWER  
**-0-**

10 SHARED DISPOSITIVE POWER  
**3,704,684**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**3,704,684**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**16.67%**

14 TYPE OF REPORTING PERSON

**IN**

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1 NAME OF REPORTING PERSONS

**Michael D. Luce**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**0**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**U.S.A.**

7 SOLE VOTING POWER  
**-0-**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
**3,704,684**

9 SOLE DISPOSITIVE POWER  
**-0-**

10 SHARED DISPOSITIVE POWER  
**3,704,684**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**3,704,684**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

**0**

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**16.67%**

14 TYPE OF REPORTING PERSON

IN

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**Item 1**      **Security and Issuer**

This Amendment No. 5 to Schedule 13D ("Amendment No. 5") is being filed by the undersigned to amend the Schedule 13D filed by the Reporting Persons on December 17, 2007, as amended by Amendment No. 1 on January 18, 2008, Amendment No. 2 on January 25, 2008, Amendment No. 3 on January 30, 2008 and Amendment No. 4 on April 25, 2008 (as amended, the "Schedule 13D"), with respect to the Class A Common Stock, \$5.00 par value per share (the "Shares"), of Media General, Inc. (the "Issuer"). The address of the Issuer is 333 E. Franklin St., Richmond, VA 23219.

**Item 2**      **Identity and Background.**

Item 2 of the Schedule 13D is hereby amended by deleting the first two paragraphs thereof and replacing such paragraphs with the following:

"(a-c, f) This Schedule 13D is being filed by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), an investment fund, Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Manager"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Fund"), an investment fund, Harbinger Capital Partners Special Situations GP, LLC, the general partner of the Special Fund ("HCPSS"), HMC - New York, Inc., the managing member of HCPSS ("HMCNY"), Harbert Management Corporation ("HMC"), the parent of HMCNY, Philip Falcone, a member of HMC Investors, a shareholder of HMC and the portfolio manager of the Master Fund and the Special Fund, Raymond J. Harbert, a member of HMC Investors and a shareholder of HMC and Michael D. Luce, a member of HMC Investors and a shareholder of HMC, (each of the Master Fund, Harbinger Manager, HMC Investors, the Special Fund, HCPSS, HMCNY, HMC and Messrs. Falcone, Harbert and Luce, a "Reporting Person", and collectively, the "Reporting Persons").

The Master Fund is a Cayman Islands corporation with its principal business address at c/o International Fund Services (Ireland) Limited, Third Floor, Bishop's Square, Redmond's Hill, Dublin 2, Ireland. Each of Harbinger Manager, HMC Investors and HCPSS is a Delaware limited liability company. The Special Fund is a Delaware limited partnership. HMC is an Alabama corporation. HMCNY is a New York corporation. Each of Philip Falcone, Raymond J. Harbert and Michael D. Luce is a United States citizen. The principal business address for each of the Special Fund, HCPSS, HMCNY and Philip Falcone is 555 Madison Avenue, 16th Floor, New York, New York 10022. The principal business address for each of Harbinger Manager, HMC Investors, HMC, Raymond J. Harbert and Michael D. Luce is 2100 Third Avenue North, Suite 600, Birmingham, Alabama 35203."

**Item 3.**      **Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

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“As of the date hereof the Master Fund may be deemed to beneficially own 2,705,647 Shares.

As of the date hereof Harbinger Manager may be deemed to beneficially own 2,705,647 Shares.

As of the date hereof HMC Investors may be deemed to beneficially own 2,705,647 Shares.

As of the date hereof the Special Fund may be deemed to beneficially own 999,037 Shares.

As of the date hereof HCPSS may be deemed to beneficially own 999,037 Shares.

As of the date hereof HMCNY may be deemed to beneficially own 999,037 Shares.

As of the date hereof HMC may be deemed to beneficially own 999,037 Shares.

As of the date hereof Philip Falcone may be deemed to beneficially own 3,704,684 Shares.

As of the date hereof Raymond J. Harbert may be deemed to beneficially own 3,704,684 Shares.

As of the date hereof Michael D. Luce may be deemed to beneficially own 3,704,684 Shares.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.”

**Item 4. Purpose of Transaction.**

No material change.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended by deleting paragraphs (a), (b) and (c) thereof and replacing such paragraphs with the following:

“References to percentage ownerships of Shares in this Schedule 13D are based upon the 22,218,617 Shares stated to be outstanding as of November 2, 2008 by the Issuer in the Issuer’s Quarterly Report on Form 10-Q for the quarter ended September 28, 2008.

“(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 2,705,647 Shares, constituting 12.18% of the Shares outstanding of the Issuer.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,705,647 Shares; has sole power to dispose or direct



the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,705,647 Shares.

(a, b) As of the date hereof, Harbinger Manager may be deemed to be the beneficial owner of 2,705,647 Shares, constituting 12.18% of the Shares outstanding of the Issuer.

Harbinger Manager has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,705,647 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,705,647 Shares.

Harbinger Manager specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, HMC Investors may be deemed to be the beneficial owner of 2,705,647 Shares, constituting 12.18% of the Shares outstanding of the Issuer.

HMC Investors has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,705,647 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,705,647 Shares.

HMC Investors specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, the Special Fund may be deemed to be the beneficial owner of 999,037 Shares, constituting 4.50% of the Shares outstanding of the Issuer.

The Special Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 999,037 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 999,037 Shares.

(a, b) As of the date hereof, HCPSS may be deemed to be the beneficial owner of 999,037 Shares, constituting 4.50% of the Shares outstanding of the Issuer.

HCPSS has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 999,037 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 999,037 Shares.

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HCPSS specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, HMCNY may be deemed to be the beneficial owner of 999,037 Shares, constituting 4.50% of the Shares outstanding of the Issuer.

HMCNY has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 999,037 Shares; has sole power to dispose or direct the

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disposition of 0 Shares; and has shared power to dispose or direct the disposition of 999,037 Shares.

HMCNY specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, HMC may be deemed to be the beneficial owner of 999,037 Shares, constituting 4.50% of the Shares outstanding of the Issuer.

HMC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 999,037 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 999,037 Shares.

HMC specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 3,704,684 Shares, constituting 16.67% of the Shares outstanding of the Issuer.

Mr. Falcone has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,704,684 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,704,684 Shares.

Mr. Falcone specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

(a, b) As of the date hereof, Raymond J. Harbert may be deemed to be the beneficial owner of 3,704,684 Shares, constituting 16.67% of the Shares outstanding of the Issuer.

Mr. Harbert has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,704,684 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,704,684 Shares.

Mr. Harbert specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

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(a, b) As of the date hereof, Michael D. Luce may be deemed to be the beneficial owner of 3,704,684 Shares, constituting 16.67% of the Shares outstanding of the Issuer.

Mr. Luce has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,704,684 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,704,684 Shares.

Mr. Luce specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

(c) The trading dates, number of Shares purchased and sold and price per share for all transactions in the Shares by the Reporting Persons that were effected during the last sixty days are set forth in Exhibit L.”

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**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended by adding the following as the last paragraph thereto:

“The Master Fund entered into a total return swap agreement with TradIndex on September 15, 2008, under which TradIndex agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay TradIndex an amount equal to any decrease, in the official market price of an aggregate of 186,100 notional Shares above or below initial reference prices of US\$8.2346, respectively, per share until the swap agreement is terminated. All balances will be cash settled, and neither party acquires any voting or similar rights, or dispositive power over the shares.”

**Item 7. Material to be Filed as Exhibits.**

Exhibit K: Joint Filing Agreement

Exhibit L: Transactions in the Class A Common Stock (\$5.00 par value per share) of Media General, Inc.

**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.

**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.**

By: Harbinger Capital Partners Offshore Manager, L.L.C.

By: HMC Investors, L.L.C.,  
Managing Member

By: /s/ Joel B. Piassick  
Name: Joel B. Piassick

Title: Executive Vice President

**HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER,  
L.L.C.**

By: HMC Investors, L.L.C.,  
Managing Member

By: /s/ Joel B. Piassick  
Name: Joel B. Piassick

Title: Executive Vice President

**HMC INVESTORS, L.L.C.**

By: /s/ Joel B. Piassick  
Name: Joel B. Piassick

Title: Executive Vice President

**HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS  
FUND, L.P.**

By: Harbinger Capital Partners Special Situations GP, LLC

By: HMC — New York, Inc.,  
Managing Member

By: /s/ Joel B. Piassick  
Name: Joel B. Piassick

Title: Executive Vice President

**HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS  
GP, LLC**

By: HMC — New York, Inc.  
Managing Member

By: /s/ Joel B. Piassick  
Name: Joel B. Piassick

Title: Executive Vice President

**HMC ~~NEW YORK, INC.~~**

By: /s/ Joel B. Piassick  
Name: Joel B. Piassick

Title: Executive Vice President

**HARBERT MANAGEMENT CORPORATION**

By: /s/ Joel B. Piassick  
Name: Joel B. Piassick

Title: Executive Vice President

/s/ Philip Falcone  
Name: Philip Falcone

/s/ Raymond J. Harbert  
Name: Raymond J. Harbert

/s/ Michael D. Luce  
Name: Michael D. Luce

November 19, 2008

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001)