

NEXSTAR MEDIA GROUP, INC.

Form SC 13G/A

February 14, 2019

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)

Nexstar Media Group, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

65336K103  
(CUSIP Number)

December 31, 2018  
(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 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 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).

CUSIP  
No. 65336K103

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)

Hound Partners,  
LLC

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A (a) ☐  
GROUP (SEE  
INSTRUCTIONS) (b) ☒

3. SEC USE ONLY

CITIZENSHIP OR  
4. PLACE OF  
ORGANIZATION

Delaware

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING  
POWER

0

6. SHARED VOTING  
POWER

2,267,754

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

2,267,754

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

2,267,754

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

10. CERTAIN ☐   
SHARES

(SEE  
INSTRUCTIONS)

PERCENT OF  
CLASS

11. REPRESENTED  
BY AMOUNT IN  
ROW (9)

4.97%

TYPE OF  
REPORTING

12. PERSON (SEE  
INSTRUCTIONS)

OO



CUSIP  
No. 65336K103

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)

Hound Performance,  
LLC

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A (a) ☐  
GROUP (SEE  
INSTRUCTIONS) (b) ☒

3. SEC USE ONLY

CITIZENSHIP OR  
4. PLACE OF  
ORGANIZATION

Delaware

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING  
POWER

0

6. SHARED VOTING  
POWER

2,193,715

SOLE  
7. DISPOSITIVE  
POWER  
  
0  
  
SHARED  
8. DISPOSITIVE  
POWER  
  
2,193,715  
  
AGGREGATE  
AMOUNT  
9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
  
2,193,715  
  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
10. CERTAIN ☐   
SHARES  
  
(SEE  
INSTRUCTIONS)  
  
PERCENT OF  
CLASS  
11. REPRESENTED  
BY AMOUNT IN  
ROW (9)  
  
4.81%  
  
TYPE OF  
REPORTING  
12. PERSON (SEE  
INSTRUCTIONS)  
  
OO

CUSIP  
No. 65336K103

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)

Jonathan Auerbach\*

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A (a) ☐  
GROUP (SEE  
INSTRUCTIONS)  
(b) ☒

3. SEC USE ONLY

CITIZENSHIP OR  
4. PLACE OF  
ORGANIZATION

United States

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING  
POWER

0

6. SHARED VOTING  
POWER

2,267,754

7.



SOLE  
DISPOSITIVE  
POWER

0

8. SHARED  
DISPOSITIVE  
POWER

2,267,754

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

2,267,754

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

(SEE  
INSTRUCTIONS)

PERCENT OF  
CLASS  
11. REPRESENTED  
BY AMOUNT IN  
ROW (9)

4.97%

12. TYPE OF  
REPORTING  
PERSON (SEE  
INSTRUCTIONS)

IN

CUSIP No. 65336K103

Item 1. (a). Name of Issuer:

Nexstar Media Group, Inc.

(b). Address of issuer's principal executive offices:

545 E. John Carpenter Freeway, Suite 700

Irving, Texas 75062

Item 2. (a)-(c). Name Principal Business Address, and Citizenship of Person Filing:

Hound Partners, LLC

101 Park Avenue, 48th Floor

New York, NY 10178

Hound Performance, LLC

101 Park Avenue, 48th Floor

New York, NY 10178

Jonathan Auerbach

101 Park Avenue, 48th Floor

New York, NY 10178

Item 2. (d) Title of class of securities:

Common Stock, \$.01 Par Value

Item 2. (e). CUSIP No.:

65336K103

Item 3. If This Statement is Filed Pursuant to Rule 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 Exchange Act.
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act.
- (e) ☒ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

#### 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:

Hound Partners, LLC	2,267,754 shares
Hound Performance, LLC	2,193,715 shares
Jonathan Auerbach	2,267,754 shares

(b) Percent of class:

Hound Partners, LLC	4.97%
Hound Performance, LLC	4.81%
Jonathan Auerbach	4.97%

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

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

Hound Partners, LLC	0 shares
Hound Performance, LLC	0 shares
Jonathan Auerbach	0 shares

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

Hound Partners, LLC	2,267,754 shares
Hound Performance, LLC	2,193,715 shares
Jonathan Auerbach	2,267,754 shares

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

Hound Partners, LLC	0 shares
Hound Performance, LLC	0 shares
Jonathan Auerbach	0 shares

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

Hound Partners, LLC	2,267,754 shares
Hound Performance, LLC	2,193,715 shares
Jonathan Auerbach	2,267,754 shares

Item  
5. Ownership of 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].

This final amendment reflects that each Reporting Person has ceased to be the beneficial owner of more than five percent of the Common Stock of the issuer.

Item  
6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A.

Item  
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

See Exhibit B attached hereto.

Item  
8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item  
9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item  
10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 14, 2019  
(Date)

HOUND PARTNERS, LLC (1)

By: /s/ Courtney Lewis  
Courtney Lewis, Authorized Person

HOUND PERFORMANCE, LLC (1)

By: /s/ Courtney Lewis  
Courtney Lewis, Authorized Person

/s/ Jonathan Auerbach (1)  
JONATHAN AUERBACH

(1) The Reporting Persons disclaim beneficial ownership except to the extent of their pecuniary interest therein.



**EXHIBIT A**

**AGREEMENT**

The undersigned agree that this to Schedule 13G, dated February 14, 2019 relating to the Common Stock, of Nexstar Media Group, Inc. shall be filed on behalf of the undersigned.

February 14, 2019  
(Date)

HOUND PARTNERS, LLC

By: /s/ Courtney Lewis  
Courtney Lewis, Authorized Person

HOUND PERFORMANCE, LLC

By: /s/ Courtney Lewis  
Courtney Lewis, Authorized Person

/s/ Jonathan Auerbach  
JONATHAN AUERBACH

**EXHIBIT A**

Hound Partners, LLC is the relevant entity for which Jonathan Auerbach may be considered a control person.