#### HEMISPHERE MEDIA GROUP, INC.

Form 4

November 15, 2016

FORM	ORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
	Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287		
Check this box if no longer  GENATION OF GENETICAL OF G								Expires:	January 31, 2005		
subject to Section 16. Form 4 or	subject to Section 16. Form 4 or								Estimated a burden hour response	verage	
Form 5 obligations may continue. See Instruction 1(b).  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									1		
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person * Tolston Alex J			2. Issuer Name <b>and</b> Ticker or Trading Symbol HEMISPHERE MEDIA GROUP,					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			INC. [HM	ITV]				(Cneci	c all applicable	)	
(Last) (First) (Middle)  C/O HEMISPHERE MEDIA GROUP, INC., 2000 PONCE DE			3. Date of Earliest Transaction (Month/Day/Year) 11/10/2016					Director 10% Owner _X_ Officer (give title Other (specify below)  EVP, Gen Counsel & Corp. Sec'y			
LEON BLVE											
	(Street)		4. If Amend Filed(Month		Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CORAL GAI	BLES, FL 331	134						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execusinstr. 3) any				4. Securition(A) or Dis (D) (Instr. 3, 4	sposed and 5	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
CLASS A COMMON STOCK	11/10/2016			A	25,000 (1)	A	\$0	43,372	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

**OMB APPROVAL** 

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Aı Nı Sh
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 11.9	11/10/2016		A	200,000		<u>(3)</u>	11/10/2026	CLASS A COMMON STOCK	20

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tolston Alex J C/O HEMISPHERE MEDIA GROUP, INC. 2000 PONCE DE LEON BLVD., SUITE 500 CORAL GABLES, FL 33134

EVP, Gen Counsel & Corp. Sec'y

### **Signatures**

/s/ Alex J. 11/15/2016 Tolston

\*\*Signature of Date
Reporting Person

### **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 restricted shares of Class A common stock, par value \$0.0001 per share ("Class A common stock"), granted pursuant to the Hemisphere Media Group, Inc. Amended and Restated 2013 Equity Incentive Plan (the "Equity Plan"). The restricted stock will vest,

- subject to certain exceptions, in equal annual installments on each of the first three (3) anniversaries of April 9, 2016 (the "Effective Date").
- (2) Represents options to purchase shares of Class A common stock granted pursuant to the Equity Plan.
- (3) The employee stock options will vest, subject to certain exceptions, in equal annual installments on each of the first three (3) anniversaries of the Effective Date.
- Of these shares, 25,000 stock options will vest upon the fair market value of the Class A common stock price reaching or exceeding \$15.00 per share on at least ten trading days (which need not be consecutive) following April 9, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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