

Gato Investments LP  
Form 4  
April 06, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gemini Latin Holdings, LLC

(Last) (First) (Middle)

C/O INTERMEDIA PARTNERS,  
L.P., 405 LEXINGTON AVENUE,  
48TH FLOOR

(Street)

NEW YORK, NY 10174

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

HEMISPHERE MEDIA GROUP,  
INC. [HMTV]

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

04/04/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.<br>D<br>S<br>(          |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                      | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | (1)                                                                   | 04/04/2018                              |                                                             | D                                       | 749,758<br>(2)                                                                                            | (1)                                                            | (1)                                                                 | Class A<br>Common<br>Stock | 749,758                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                                        | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                       | Director      | 10% Owner | Officer | Other |
| Gemini Latin Holdings, LLC<br>C/O INTERMEDIA PARTNERS, L.P.<br>405 LEXINGTON AVENUE, 48TH FLOOR<br>NEW YORK, NY 10174 |               | X         |         |       |
| Gato Investments LP<br>C/O INTERMEDIA PARTNERS, L.P.<br>405 LEXINGTON AVENUE, 48TH FLOOR<br>NEW YORK, NY 10174        |               | X         |         |       |

## Signatures

/s/ Peter M.  
Kern 04/06/2018

\_\_Signature of  
Reporting Person Date

/s/ Peter M.  
Kern 04/06/2018

\_\_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) In accordance with the terms of the amended and restated certificate of incorporation of Hemisphere Media Group, Inc. (the "Company"), each share of the Company's Class B common stock, par value \$0.0001 per share, is convertible in whole or in part at any time at the holder's election into an equal number of fully paid and non-assessable shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), and has no expiration date.

(2) Represents the forfeiture of shares of Class B Common Stock to the Company pursuant to the terms of the Equity Restructuring and Warrant Purchase Agreement, dated as of January 22, 2013, by and among Azteca Acquisition Holdings, LLC, Brener International Group, LLC, InterMedia Partners VII, L.P., InterMedia Cine Latino, LLC, Cinema Aeropuerto, S.A. de C.V., the Company and the other parties identified therein, whereby the closing sales price of the Class A Common Stock did not equal or exceed \$15.00 per share for any 20 trading days within at least one 30-trading day period within 60 months of April 4, 2013.

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- (3) The reported securities are owned directly by Gato Investments LP (the "Investor") and indirectly by Gemini Latin Holdings, LLC (the "General Partner"), as general partner of the Investor and Peter M. Kern, as the managing member of the General Partner. The General Partner and Mr. Kern disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

### Remarks:

This report is filed jointly by the Investor and the General Partner, each of whom are 10% owners. Mr. Kern will file a separate report.

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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