

Edgar Filing: Ascent Capital Group, Inc. - Form SC 13G/A

Ascent Capital Group, Inc.  
Form SC 13G/A  
February 20, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Ascent Capital Group, Inc.

(Name of Issuer)

Common Stock

(Title and Class of Securities)

043632108  
(CUSIP Number)

December 31, 2013  
(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 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.

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 ("Act") 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).

Edgar Filing: Ascent Capital Group, Inc. - Form SC 13G/A

CUSIP No.

043632108

Page 2

1 NAMES OF REPORTING PERSONS

Principal Global Investors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|                          |   |                          |         |
|--------------------------|---|--------------------------|---------|
| NUMBER OF<br>SHARES      | 5 | SOLE VOTING POWER        | 0       |
| BENEFICIALLY<br>OWNED BY | 6 | SHARED VOTING POWER      | 778,664 |
| EACH<br>REPORTING        | 7 | SOLE DISPOSITIVE POWER   | 0       |
| PERSON WITH              | 8 | SHARED DISPOSITIVE POWER | 778,664 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

778,664

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (See Instructions)

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

5.7

12 TYPE OF REPORTING PERSON (See Instructions)

IA

CUSIP No.

043632108

Page 3

Item 1(a). Name of Issuer:

Ascent Capital Group, Inc.

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Item 1(b). Address of Issuer's Principal Executive Offices:

5251 DTC Pkwy  
Suite 1000  
Greenwood Village, CO 80111

Item 2(a). Name of Person Filing:

Principal Global Investors, LLC

Item 2(b). Address of Principal Business Office, or, if None, Residence:

Principal Global Investors, LLC  
801 Grand Avenue  
Des Moines, IA 50392

Item 2(c). Citizenship:

Principal Global Investors, LLC - State of Delaware

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Numbers:

043632108

Item 3. If this statement is filed pursuant to section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)

Item 4. Ownership:

(a) Amount Beneficially Owned

778,664 Shares Common Stock presently held by Principal Global Investors, LLC

CUSIP No.

043632108

Page 4

(b) Percent of Class

5.7 Principal Global Investors, LLC

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

(i) Sole Power to Vote or Direct the Vote

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0 Shares Common Stock Principal Global Investors, LLC

(ii) Shared Power to Vote or Direct the Vote

778,664 Shares Common Stock presently held by Principal  
Global Investors, LLC

(iii) Sole Power to Dispose or to Direct the Disposition of

0 Shares Common Stock Principal Global Investors, LLC

(iv) Shared Power to Dispose or to Direct the Disposition of

778,664 Shares Common Stock presently held by Principal  
Global Investors, LLC

Item 5. Ownership of Five Percent or Less of a Class:

[]

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

Persons other than the reporting persons have a right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of such securities. The interest of no such person having such an interest relates to more than five percent of the class.

Item 7. See Exhibit attached

CUSIP No.

043632108

Page 5

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10(a). Certification

By signing below I certify, 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

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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.

Principal Global Investors, LLC

By /s/ Jill Hittner  
Jill Hittner, Chief Financial Officer

Dated February 20, 2014

EXHIBIT 99.1

Principal Global Investors, LLC

Item 3 Classification:

(e) Investment Adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)