

NEXSTAR BROADCASTING GROUP INC  
Form 425  
June 08, 2016  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of  
Report (Date  
of earliest  
event  
reported)  
June 8, 2016  
(June 8,  
2016)

**MEDIA  
GENERAL,  
INC.**

(Exact name  
of registrant  
as specified  
in its charter)

**Commonwealth of Virginia**

(State or other jurisdiction of incorporation)

**1-6383**

(Commission  
File  
Number)

**54-0850433**

(I.R.S.  
Employer  
Identification  
No.)

**333 E. 23219  
Franklin  
St.,  
Richmond,**

**VA**  
(Address of  
principal (Zip  
executive Code)  
offices)

Registrant's  
telephone  
number, **(804)**  
including **887-5000**  
area code

**N/A**  
(Former  
name or  
former  
address,  
if  
changed  
since  
last  
report.)

Check the  
appropriate box  
below if the Form  
8-K filing is  
intended to  
simultaneously  
satisfy the filing  
obligation of the  
registrant under any  
of the following  
provisions (see  
General Instruction  
A.2. below):  
 Written  
communications  
pursuant to Rule  
425 under the  
Securities Act (17  
CFR 230.425)  
 Soliciting  
material pursuant to  
Rule 14a-12 under  
the Exchange Act  
(17 CFR  
240.14a-12)

Pre-commencement  
communications  
pursuant to Rule  
14d-2(b) under the  
Exchange Act (17  
CFR 240.14d-2(b))

Pre-commencement  
communications  
pursuant to Rule  
13e-4(c) under the  
Exchange Act (17  
CFR 240.13e-4(c))

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**Item 5.07 Submission of Matters to a Vote of Security Holders**

On June 8, 2016, Media General, Inc. (“Media General”) convened the special meeting of the holders of its Voting Common Stock (the “Special Meeting”), which was called to seek stockholder approval of the proposals described in detail in the joint proxy statement/prospectus filed by Nexstar Broadcasting Group, Inc. (“Nexstar”) with the Securities and Exchange Commission (the “SEC”) on March 22, 2016 and the amendments thereto filed by Nexstar with the SEC on April 27, 2016 and May 5, 2016. The record date for stockholders entitled to notice of, and to vote at, the Special Meeting was May 5, 2016.

As of such record date, there were 129,303,063 shares of Media General’s Voting Common Stock issued and outstanding and entitled to be voted at the Special Meeting. 118,185,378 shares of Media General’s Voting Common Stock were represented in person or by proxy at the Special Meeting, which constituted a quorum to conduct business at the Special Meeting.

At the Special Meeting, the holders of Media General’s Voting Common Stock voted to approve the Agreement and Plan of Merger, dated as of January 27, 2016, by and among Nexstar, Neptune Merger Sub, Inc. and Media General (the “Merger Agreement”), and the related plan of merger, respectively in connection with the combination of Media General and Nexstar. The holders of Media General’s Voting Common Stock also voted to approve, on a non-binding and advisory basis, the compensation that may be paid or become payable to Media General’s named executive officers in connection with the transaction contemplated by the Merger Agreement (the “Compensation”). The results for each matter voted on were as follows:

(1) Proposal to approve Merger Agreement and the related plan of merger.

For	Against	Abstain	Broker Non-Votes
117,630,803	497,717	56,858	-

(2) Proposal to approve, on a non-binding and advisory basis, the Compensation.

For	Against	Abstain	Broker Non-Votes
67,271,338	50,829,245	84,795	-

In connection with the Special Meeting, Media General also solicited proxies with respect to a proposal to approve one or more adjournments of the Special Meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the proposal to approve the Merger Agreement. Because the stockholders approved the Merger Agreement, as noted above, the proposal was not brought forward for a vote at the Special Meeting.

**Item 8.01. Other Events**

On June 8, 2016, Media General and Nexstar issued a joint press release announcing the results of the Special Meeting and the results of Nexstar's annual meeting of shareholders held on the same date. A copy of this press release is furnished as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
Number Description**

99.1 Joint Press Release of Media General, Inc. and Nexstar Broadcasting Group, Inc., dated June 8, 2016.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MEDIA GENERAL, INC.**  
(Registrant)

Date: June 8, 2016

*/s/ Vincent L. Sadusky*  
Name: Vincent L. Sadusky  
Title: President and Chief Executive  
Officer

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**EXHIBIT INDEX**

**Exhibit No. Description**

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