

Ascent Capital Group, Inc.  
Form 8-K  
October 28, 2013

**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): **October 25, 2013**

**ASCENT CAPITAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-34176**  
(Commission  
File Number)

**26-2735737**  
(I.R.S. Employer  
Identification No.)

**5251 DTC Parkway, Suite 1000**

**Greenwood Village, Colorado 80111**

(Address of principal executive offices and zip code)

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Registrant's telephone number, including area code: **(303) 628-5600**

(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 7.01. Regulation FD Disclosure.**

On October 25, 2013, Ascent Capital Group, Inc. (the Company ) issued a press release, attached hereto as Exhibit 99.1, announcing that it has purchased 351,734 shares of the Company's Series B common stock from Dr. John Malone for aggregate cash consideration of approximately \$32.7 million. Following the transaction, Dr. Malone will continue to beneficially own 351,734 shares of the Company's Series B common stock and 198,540 shares of the Company's Series A common stock, which together represent approximately 21.6% of the Company's outstanding voting power.

This Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 are being furnished to the SEC under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed filed for any purpose.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Ascent Capital Group, Inc. on October 25, 2013

**SIGNATURE**

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

Date: October 28, 2013

ASCENT CAPITAL GROUP, INC.

By:

/s/ William E. Niles

Name: William E. Niles

Title: Executive Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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