## Edgar Filing: New Media Investment Group Inc. - Form 4

New Media Investment Group Inc. Form 4 January 21, 2015

January 21, 2	2015									
FORM					TT 4 %			-	PPROVAL	
	UNITEDS		URITIES A Vashington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 10	er STATEM	ENT OF CH	ANGES IN SECUR		CIAI	L OWI	NERSHIP OF	Expires: Estimated a burden hou	•	
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purs ns Section 17(a	) of the Public		ling Com	pany	Act of	e Act of 1934, 7 1935 or Section 0	response	0.5	
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> EDENS WESLEY R			suer Name <b>and</b> ol Modio Invoi				5. Relationship of Reporting Person(s) to Issuer			
			Media Inves WM]		oupi	nc.	(Check all applicable)			
(Last)		(Mon	te of Earliest Tr th/Day/Year)	ansaction			X Director Officer (give below)		Owner er (specify	
AMERICAS	UE OF THE	01/2	0/2015							
	(Street)		Amendment, Da Month/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Pe	rson	
NEW YORK	K, NY 10105						Form filed by M Person	iore man One Re	porting	
(City)	(State) (	Zip) 1	able I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securiti on(A) or Dis (Instr. 3, 4	posed	of (D)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common			Code V	Amount	(D)	Price	(instr. 5 and 4)		WDE	
Stock, par value \$0.01 per share	01/20/2015		A <u>(1)</u>	47,200	Α	\$ 21.7	47,200	I	WRE 2012 Trust LLC	
Common Stock, par value \$0.01 per share							300,246	D		
Common Stock, par value \$0.01							74,872	I	See footnote $(2)$	

Edgar Filing: New Media Investment Group Inc. - Form 4

#### per share

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 required to respond unless the form displays a currently valid OMB control number.

# 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. Transactic 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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 21.7	01/20/2015		A	700,000	(3)	01/20/2025	Common Stock, par value \$0.01 per share	700,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
EDENS WESLEY R 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Х					
Signatures						
/s/ Michael E. Reed as attorney-in-fact	01/21/2015					
**Signature of Reporting Person	Da	ate				

### **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) On January 20, 2015, Mr. Edens purchased 47,200 shares of the Issuer's common stock directly from the Issuer in connection with a public offering of common stock by the Issuer.
- (2) These shares are owned by Fortress Operating Entity I ("FOE I"). FIG Corp. is the general partner of FOE I and is a wholly-owned subsidiary of Fortress Investment Group LLC. Mr. Edens is a principal and co-chairman of the board of directors of, and owns approximately 14% of, Fortress Investment Group LLC. By virtue of his relationship to Fortress Investment Group LLC and certain of its affiliates, Mr. Edens may be deemed to have a pecuniary interest in shares beneficially owned by FOE I. Mr. Edens disclaims beneficial

#### Edgar Filing: New Media Investment Group Inc. - Form 4

ownership of such shares of the Issuer held by FOE I except to the extent of his pecuniary interest therein.

(3) Options were fully vested on date of initial grant from the Issuer to FOE I and become exercisable in thirty equal monthly installments beginning on the first of each month following the month in which the options were granted.

These options were granted to FOE I. FIG Corp. is the general partner of FOE I and is a wholly-owned subsidiary of Fortress Investment Group LLC. Mr. Edens is a principal and co-chairman of the board of directors of, and owns approximately 14% of, Fortress Investment

(4) Group LLC. By virtue of his relationship to Fortress Investment Group LLC and certain of its affiliates, Mr. Edens may be deemed to have a pecuniary interest in shares beneficially owned by FOE I. Mr. Edens disclaims beneficial ownership of any securities (and the underlying shares of common stock, if applicable) of the Issuer held by FOE I except to the extent of his pecuniary interest therein.

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.