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

New Media Investment Group Inc. Form 4

February 03	3, 2015										
FORM			CECU						- T	APPROVAL	
	UNITED	SIAIES					GE (COMMISSION	Number:	3235-0287	
Check t if no los subject Section Form 4	to STATE 16.	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average urs per 0.5	
Form 5 obligati may co <i>See</i> Inst 1(b).	Filed putions ntinue. truction	(a) of the I	Public U		ding Co	mpany .	Act o	ge Act of 1934, f 1935 or Section 40	response	. 0.0	
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> Freiberg Gregory William			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			New Media Investment Group Inc. [NEWM]				nc.	. (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Tr (Month/Day/Year)					Director X_ Officer (given the second s	ve title Otl	% Owner her (specify	
1345 AVE AMERICA	NUE OF THE AS, 46 FL		01/30/2	•				below)	below) CFO and CAO		
	(Street)			endment, D	-	al		6. Individual or .	Joint/Group Fili	ing(Check	
NEW YOF	RK, NY 10105		Filed(Mo	onth/Day/Yea	r)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting F More than One R		
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securiti	ies Aco	quired, Disposed	of. or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securi	ties l (A) or l of (D)	S S H O H F	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
				Code V	Amount	or (D) P		Instr. 3 and 4)			
Reminder: Re	eport on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned direc	ctly or	indirectly.			
					inforı requi	mation o red to re ays a cu	contai espor	ond to the colle ned in this form d unless the fo ly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab			curities Acq ls, warrants				eneficially Owned curities)	1		
		saction Date /Day/Year)			4. Transact	5. Nur tiorDeriva		f 6. Date Exerci Expiration Dat		7. Title and Amount of Underlying Securities	

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	7 (A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 23.63	01/30/2015		А	25,000	(1)(2)	09/23/2024 <u>(3)</u>	Common Stock, par value \$0.01 per share (4)	25,000

Reporting Owners

Reporting Owner Name / Address		Relationships					
FB	Director	10% Owner	Officer	Other			
Freiberg Gregory William 1345 AVENUE OF THE AMERICAS, 46 I NEW YORK, NY 10105	FL		CFO and CAO				
Signatures							
/s/ Michael E. Reed as attorney-in-fact	02/03/2014						
**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).

Tandem awards correspond on a one-to-one basis with options granted to FIG LLC, the Company's manager (or an affiliate of the Company's manager), such that exercise by an employee of the tandem award would result in the corresponding option held by the

(1) manager being cancelled. Upon the grant of options to the manager (or an affiliate), such options are fully vested and become exercisable over a 30-month period (the "Total Exercisability Period") in equal monthly installments beginning on the first of each month following the month in which the options were granted. (Continued in Footnote 2)

When tandem awards are granted with respect to manager options, the manager options become exercisable in equal monthly installments over a portion of the Total Exercisability Period equal to the product of (i) the ratio of tandem awards to the total number of related

- (2) options (including options underlying such tandem awards) multiplied by (ii) 30 (such period, the "Manager Exercisability Period"). Following the Manager Exercisability Period, the tandem awards vest in equal installments on the first of each month over the remainder of the Total Exercisability Period and become exercisable only at the end of the Total Exercisability Period.
- (3) Represents the expiration date of the related manager option. In general, the expiration date of the tandem award occurs prior to the expiration date of the underlying option.
- Tandem awards will be settled in an amount of cash equal to the excess of the fair market value of a share of our common stock on the(4) date of exercise over the fair market value on the date of grant, unless advance approval is given by the Board of Directors or an officer of the Company, as applicable, to settle the tandem awards in shares.

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.