

MORGAN DONALD E III

Form 3

November 16, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â Brigade Leveraged Capital
Structures Fund Ltd.

(Last) (First) (Middle)

C/O INTERTRUST CORP SVCS
(CYMN) LTD,Â 190 ELGIN
AVENUE, GEORGE TOWN

(Street)

2. Date of Event Requiring
Statement
(Month/Day/Year)
11/06/20173. Issuer Name **and** Ticker or Trading Symbol
Ascent Capital Group, Inc. [ASCMA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting PersonGRAND
CAYMAN,Â E9Â KY1-9007

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Series A Common Stock	1,720,000	D	Â
Series A Common Stock	1,720,000	I	See Footnote ⁽¹⁾
Series A Common Stock	43,000	I	See Footnote ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Call Option (obligation to sell)	Â <u>(3)</u>	04/20/2018	Series A Common Stock	860,000	\$ 13.5	D	Â
Put Option (right to sell)	Â <u>(3)</u>	04/20/2018	Series A Common Stock	860,000	\$ 11.5	D	Â
Call Option (obligation to sell)	Â <u>(3)</u>	04/20/2018	Series A Common Stock	860,000	\$ 13.5	I	See Footnote <u>(1)</u>
Put Option (right to sell)	Â <u>(3)</u>	04/20/2018	Series A Common Stock	860,000	\$ 11.5	I	See Footnote <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brigade Leveraged Capital Structures Fund Ltd. C/O INTERTRUST CORP SVCS (CYMN) LTD 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN,Â E9Â KY1-9007	Â	Â X	Â	Â
BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE 16TH FLOOR NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â
MORGAN DONALD E III C/O BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE, 16TH FLOOR NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â
Brigade Capital Management GP, LLC 399 PARK AVENUE 16TH FLOOR NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â

Signatures

Brigade Leveraged Capital Structures Fund Ltd., By: /s/ Donald E. Morgan, III, Director

11/16/2017

__Signature of Reporting Person

Date

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Brigade Capital Management, LP, /s/ Donald E. Morgan, III, Managing Member of its General Partner

11/16/2017

**Signature of Reporting Person

Date _____

/s/ Donald E. Morgan, III

11/16/2017

****Signature of Reporting Person**

Date _____

Brigade Capital Management GP, LLC, /s/ Donald E. Morgan, III, Managing Member

11/16/2017

Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

The reported securities are directly owned by Brigade Leveraged Capital Structures Fund Ltd. (the "Fund") and may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of the Fund, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital

- (1) Management GP, LLC, each a Reporting Person. Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The reported securities are directly owned by another private investment fund and may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of such other fund, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC, each a Reporting

- (2) Person. Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (3)** The stock option is currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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