

NEXSTAR BROADCASTING GROUP INC

Form SC 13G/A

February 17, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 2)\*

Nexstar Broadcasting Group, Inc.

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(Name of Issuer)

Class A Common Stock

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(Title of Class of Securities)

65336K103

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(CUSIP Number)

December 31, 2014

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder  
of this cover  
page shall be  
filled out for a  
reporting  
person's initial  
filing on this

form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 65336K103 13G

1 NAMES OF REPORTING PERSONS

MSDC  
Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

3,056,793

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

3,056,793

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,056,793

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF  
CLASS  
REPRESENTED IN  
ROW (9)

9.9%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

<sup>1</sup> The percentages used herein and in the rest of this Schedule 13G are calculated based upon 30,889,901 shares of Class A Common Stock outstanding as of November 3, 2014 as disclosed in the Company's Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission on November 7, 2014.

CUSIP NO. 65336K10313G

1 NAMES OF  
REPORTING  
PERSONS

MSD Torchlight  
Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

2,950,056

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

2,950,056

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

2,950,056

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED IN  
ROW (9)

9.6%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

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CUSIP NO. 65336K103 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Torchlight  
Partners (MM), L.P.

2 CHECK THE  
APPROPRIATE BOX (a)  
IF A MEMBER OF A  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Cayman Islands

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

106,737

EACH  
REPORTING  
PERSON WITH  
7 SOLE  
DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

106,737

9 AGGREGATE  
AMOUNT  
BENEFICIALLY

OWNED BY EACH  
REPORTING PERSON

106,737

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED IN  
ROW (9)

.3%1

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

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CUSIP NO. 65336K10313G

Item 1(a) Name of Issuer:

The name of the issuer is Nexstar Broadcasting Group, Inc. (the "Company").

Item 1(b) Principal Executive Offices:

The Company's principal executive office is located at 5215 N. O'Connor Blvd., Suite 1400, Irving, Texas, 75039.

Item 2(a) Name of Person Filing:

This Schedule 13G is being jointly filed by and on behalf of each of MSD Torchlight Partners, L.P. ("MSD Torchlight"), MSD Torchlight Partners (MM), L.P. and MSDC Management, L.P. ("MSDC" and, together with MSD Torchlight Partners (MM), L.P. and MSD Torchlight, the "Reporting Persons"). Each of MSD Torchlight Partners (MM),

L.P. and MSD Torchlight is the direct owner of the securities covered by this statement. MSDC is the investment manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Torchlight and MSD Torchlight Partners (MM), L.P. MSDC Management (GP), LLC (“MSDC GP”) is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSDC. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSDC GP.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 17, 2015 a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting

Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each MSD Torchlight and MSDC is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

The address of the principal business office of MSD Torchlight Partners (MM), L.P. is c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman,

KY1-1104,  
Cayman Islands.

Item 2(c) Citizenship:

MSD Torchlight  
Partners, L.P. is  
organized as a  
limited  
partnership under  
the laws of the  
State of Delaware.

MSDC  
Management, L.P.  
is organized as a  
limited  
partnership under  
the laws of the  
State of  
Delaware. MSD  
Torchlight  
Partners (MM),  
L.P. is organized  
under the laws of  
Cayman Islands.

Item 2(d) Title of Class of  
Securities:

Class A Common  
Stock

Item 2(e) CUSIP No.:

65336K103

Item 3 If this statement is  
filed pursuant to  
Rules 13d-1(b), or  
13d-2(b), check  
whether the person  
filing is a:

Not applicable.

Item 4 Ownership:

A. MSDC Management, L.P.

(a) Amount beneficially owned: 3,056,793

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,056,793

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,056,793

B. MSD Torchlight Partners, L.P.

(a) Amount beneficially owned: 2,950,056

(b) Percent of class: 9.6%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,950,056

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,950,056

C. MSD Torchlight Partners (MM), Ltd.

(a) Amount beneficially owned: 106,737

(b) Percent of class: 0.3%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 106,737

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 106,737

D. MSDC Management (GP), LLC

(a) Amount beneficially owned: 3,056,793

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,056,793
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,056,793

E. Glenn R. Fuhrman

(a) Amount beneficially owned: 3,056,793

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,056,793
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,056,793

F. John C. Phelan

(a) Amount beneficially owned: 3,056,793

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,056,793
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,056,793

G. Marc R. Lisker

(a) Amount beneficially owned: 3,056,793

(b) Percent of class: 9.9%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,056,793

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,056,793

Item 5 Ownership of  
Five Percent  
or Less of a  
Class:

If this  
statement is  
being filed to  
report the fact  
that as of the  
date hereof  
each of the  
Reporting  
Persons has  
ceased to be  
the beneficial  
owner of  
more than five  
percent of the  
class of  
securities,  
check the  
following [].

Item 6 Ownership of  
More Than  
Five Percent  
on Behalf of  
Another  
Person:

Not  
Applicable.

Item 7 Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security  
Being

Reported on  
by the Parent  
Holding  
Company or  
Control  
Person:

Not  
Applicable.

Item 8 Identification  
and  
Classification  
of Members  
of the Group:

Class A  
Common  
Stock

Item 9 Notice of  
Dissolution of  
Group:

Not  
Applicable.

Item 10 Certification:

By signing  
below I  
certify that, to  
the best of my  
knowledge  
and belief, the  
securities  
referred to  
above were  
not acquired  
and are not  
held for the  
purpose of or  
with the effect  
of changing or  
influencing  
the control of  
the issuer of  
the securities  
and were not  
acquired and  
are not held in



connection  
with or as  
participant in  
any  
transaction  
having that  
purpose or  
effect, other  
than activities  
solely in  
connection  
with a  
nomination  
under §  
240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2015

MSDC Management, L.P.

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSDC Management, L.P.  
Its: Investment Manager

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners (MM), L.P.

By: MSDC Management, L.P.  
Its: Investment Manager

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 17, 2015.

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Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 17, 2015

MSDC Management, L.P.

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSDC Management, L.P.  
Its: Investment Manager

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners (MM), L.P.

By: MSDC Management, L.P.  
Its: Investment Manager

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager