

NEXSTAR BROADCASTING GROUP INC

Form 8-K/A

January 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K/A

(AMENDMENT NO. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report: (Date of earliest event reported): January 2, 2015

Nexstar Broadcasting Group, Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

000-50478

23-3083125

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

545 E. John Carpenter Freeway, Suite 700

Irving, Texas 75062

(Address of Principal Executive Offices, including Zip Code)

(972) 373-8800

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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 Instructions 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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Explanatory Note

This Amendment No. 1 on Form 8-K/A (this "Form 8-K/A") is an amendment to the Current Report on Form 8-K of Nexstar Broadcasting Group, Inc., filed on January 8, 2015 (the "Original Form 8-K"). This Form 8-K/A is being filed to correct typographical errors in the date and in the market information cited in the first sentence of Item 2.01 of the Original Form 8-K, which is corrected by this filing to be "January 1, 2015" and "in 10 markets". This Form 8-K/A amends and restates in its entirety the Item 2.01 of the Original Form 8-K.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On January 2, 2015, effective January 1, 2015, Nexstar Broadcasting Group, Inc. (the "Company" or "Nexstar") completed its previously announced acquisition of the outstanding equity of privately-held Communications Corporation of America ("CCA"), the owner of 13 television stations in 10 markets, for \$270.0 million in cash, subject to adjustments for working capital, from SP ComCorp LLC, NexPoint Credit Strategies Fund and Highland Floating Rate Opportunities Fund. The purchase price was funded by a combination of cash on hand and borrowings under the Company's existing credit facilities. Nexstar also assumed CCA's rights and obligations with respect to certain operating agreements between CCA and White Knight Broadcasting, the owner of six television stations in three markets. Simultaneous with the acquisition, Nexstar sold certain assets of two CCA television stations to Marshall Broadcasting Group, Inc. ("Marshall") for \$43.3 million in cash, subject to adjustments for working capital, and entered into local service agreements with Marshall to perform certain sales and other services. Additionally, Nexstar sold one CCA television station to Bayou City Broadcasting Evansville, Inc. ("BCB"), for \$26.9 million, subject to adjustments for working capital. Nexstar will not perform sales and other services to the station sold to BCB. The stations impacted in these transactions are as follows:

| Market                                    | Market Rank | Station        | Affiliation               |
|---|-------------|----------------|---------------------------|
| Nexstar:                                  |             |                |                           |
| Harlingen-Weslaco-Brownsville-McAllen, TX | 86          | KVEO           | NBC/Estrella              |
|   |             | KWKT           | FOX/MyNetworkTV/ Estrella |
| Waco-Temple-Bryan, TX                     | 87          | KYLE           | FOX/MyNetworkTV/ Estrella |
|   |             | El Paso, TX    | 91                        |
| Baton Rouge, LA                           | 93          | WGMB           | FOX                       |
|   |             | WBRL-CD        | The CW                    |
| Tyler-Longview, TX                        | 108         | KETK           | NBC/Estrella              |
|   |             | KADN           | FOX                       |
| Lafayette, LA                             | 124         | KLAF-LD        | MyNetworkTV               |
| Alexandria, LA                            | 179         | WNTZ           | FOX/MyNetworkTV           |
| Marshall:                                 |             |                |                           |
| Shreveport, LA                            | 83          | KMSS           | FOX                       |
| Odessa-Midland, TX                        | 146         | KPEJ           | FOX/Estrella              |
| White Knight:                             |             |                |                           |
| Baton Rouge, LA                           | 93          | WVLA           | NBC                       |
|   |             | KZUP-CD        | RTV                       |
|   |             | KFXK           | FOX                       |
| Tyler-Longview, TX                        | 108         | KFXL-LD        | FOX                       |
| Shreveport, LA                            | 83          | KLPN-LD        | MyNetworkTV               |
| BCB:                                      | 103         | KSHV           | MyNetworkTV               |
|   |             | Evansville, IN | WEVV                      |



Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The financial statements required by this item will be filed by an amendment to this Current Report on Form 8-K no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information

The pro forma financial information required by this item will be filed by an amendment to this Current Report on Form 8-K no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits

Exhibit

| No. | Description  |
|-----|--|
| 2.1 | Stock Purchase Agreement by and among Nexstar Broadcasting, Inc., Mission Broadcasting, Inc., Communications Corporation of America and White Knight Broadcasting dated April 24, 2013 (Incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K (File No. 000-50478) filed by Nexstar Broadcasting Group, Inc. on April 30, 2013) |

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SIGNATURES

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

**NEXSTAR BROADCASTING GROUP, INC.**

By: /s/ Thomas E. Carter

Date: January 12, 2015 Name: Thomas E. Carter

Title: Chief Financial Officer(Principal Financial Officer)

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EXHIBIT INDEX

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