

NEXSTAR BROADCASTING GROUP INC  
Form SC 13G/A  
January 29, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Nexstar Broadcasting Group, Inc.  
(Name of Issuer)

Class A Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

65336K103  
(CUSIP Number)

December 31, 2014  
(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 ("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  
65336K103  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Orange  
Capital,  
LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING  
POWER

0

SHARED

6. VOTING  
POWER

1,648,117

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

1,648,117

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,648,117

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW (9)

5.3%

TYPE OF  
REPORTING  
PERSON

12.(SEE  
INSTRUCTIONS)

OO, IA

---

CUSIP  
65336K103  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Orange  
Capital  
Master I,  
Ltd.

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Cayman  
Islands

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING

POWER

0

SHARED

6. VOTING  
POWER

1,648,117

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

1,648,117

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,648,117

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW (9)

5.3%

TYPE OF  
REPORTING  
PERSON

12. (SEE  
INSTRUCTIONS)

CO

---

CUSIP  
No. 65336K103

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Daniel Lewis

CHECK THE  
APPROPRIATE BOX IF  
2. A MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

CITIZENSHIP  
4. OR PLACE OF  
ORGANIZATION

United States of  
America

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

5. SOLE VOTING  
POWER

0

SHARED  
6. VOTING  
POWER

1,648,117



SOLE  
7. DISPOSITIVE  
POWER  
  
0  
  
SHARED  
8. DISPOSITIVE  
POWER  
  
1,648,117  
  
AGGREGATE  
AMOUNT  
9. BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

1,648,117

CHECK BOX IF  
THE  
AGGREGATE  
AMOUNT IN  
10. ROW (9)  
EXCLUDES  
CERTAIN  
SHARES (SEE  
INSTRUCTIONS)

PERCENT OF  
CLASS  
11. REPRESENTED  
BY AMOUNT  
IN ROW (9)

5.3%

TYPE OF  
REPORTING  
PERSON (SEE  
12. INSTRUCTIONS)

IN, HC  
CUSIP  
No. 65336K103

Item 1. (a). Name of Issuer:

Nexstar Broadcasting Group, Inc.

(b). Address of issuer's principal executive offices:

545 E. John Carpenter Freeway, Suite 700  
Irving, Texas 75062

Item 2. (a). Name of person filing:

Orange Capital, LLC

Orange Capital Master I, Ltd.

Daniel Lewis

(b). Address or principal business office or, if none, residence:

Orange Capital, LLC  
1370 Avenue of the Americas  
23<sup>rd</sup> Floor  
New York, York 10019

Orange Capital Master I, Ltd.  
c/o Ogier Fiduciary Services (Cayman) Limited  
89 Nexus Way  
Camana Bay  
Grand Cayman, KY1-9007  
Cayman Islands

Daniel Lewis  
c/o Orange Capital, LLC  
1370 Avenue of the Americas  
23<sup>rd</sup> Floor  
New York, York 10019

(c). Citizenship:

Orange Capital, LLC – Delaware

Orange Capital Master I, Ltd. – Cayman Islands

Daniel Lewis – United States of America

(d). Title of class of securities:

Class A Common Stock, \$0.01 par value per share

(e). CUSIP No.:

65336K103



Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Orange Capital, LLC – 1,648,117

Orange Capital Master I, Ltd. – 1,648,117

Daniel Lewis – 1,648,117

(b) Percent of class:

Orange Capital, LLC – 5.3%

Orange Capital Master I, Ltd. – 5.3%

Daniel Lewis – 5.3%

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

Orange Capital, LLC

(i) Sole power to vote or to direct the vote	0	,
(ii) Shared power to vote or to direct the vote	1,648,117,	
(iii) Sole power to dispose or to direct the disposition of	0	,
(iv) Shared power to dispose or to direct the disposition of	1,648,117.	

Orange Capital Master I, Ltd.

(i) Sole power to vote or to direct the vote	0	,
(ii) Shared power to vote or to direct the vote	1,648,117,	
(iii) Sole power to dispose or to direct the disposition of	0	,
(iv) Shared power to dispose or to direct the disposition of	1,648,117.	

Daniel Lewis

(i) Sole power to vote or to direct the vote	0	,
(ii) Shared power to vote or to direct the vote	1,648,117,	
(iii) Sole power to dispose or to direct the disposition of	0	,
(iv) Shared power to dispose or to direct the disposition of	1,648,117.	

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 the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

N/A

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A



Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the  
7. Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

See Exhibit B attached hereto.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

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 a participant in any transaction having that purpose or effect.

---

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.

January 28, 2015  
(Date)

Orange Capital, LLC\*

/s/ Daniel Lewis

By: Daniel Lewis  
Title: Managing Member

Orange Capital Master I, Ltd.

/s/ Russell Hoffman

By: Russell Hoffman  
Title: Director

Daniel Lewis\*

By: /s/ Daniel Lewis

\* The Reporting Person disclaims beneficial ownership in the common stock reported herein except to the extent of his pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

---



Exhibit A

AGREEMENT

The undersigned agree that this Amendment No. 1 to Schedule 13G dated January 28, 2015 relating to the Class A Common Stock, \$0.01 par value per share, of Nexstar Broadcasting Group, Inc. shall be filed on behalf of the undersigned.

Orange Capital, LLC

/s/ Daniel Lewis

By: Daniel Lewis

Title: Managing Member

Orange Capital Master I, Ltd.

/s/ Russell Hoffman

By: Russell Hoffman

Title: Director

Daniel Lewis

By: /s/ Daniel Lewis

---

Exhibit B

Orange Capital, LLC is the relevant entity for which Daniel Lewis may be considered a control person.

SK 25085 0003 6330573