

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.

(Name of Issuer)

Class A Common Stock

(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 (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 EACH REPORTING PERSON WITH

3,056,793

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%¹

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

¹ 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%¹

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

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 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.

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.

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.

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