

NEXSTAR BROADCASTING GROUP INC
Form DEF 14C
March 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14C

(Rule 14c-101)

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the

Securities Exchange Act of 1934

(Amendment No.)

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

Nexstar Broadcasting Group, Inc.

(Name of Registrant as Specified In Its Charter)

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1) Amount Previously Paid:

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3) Filing Party:

4) Date Filed:

NEXSTAR BROADCASTING GROUP, INC.

NOTICE OF STOCKHOLDER ACTION BY WRITTEN CONSENT

To the Stockholders of Nexstar Broadcasting Group, Inc.:

This Notice and the accompanying Information Statement are being furnished to the stockholders of Nexstar Broadcasting Group, Inc., a Delaware corporation (the *Company*), to notify stockholders of the actions taken by the Board of Directors of the Company by written consent dated January 24, 2013 and by the holders of a majority of the issued and outstanding voting securities of the Company by written consent dated February 13, 2013, adopting and approving resolutions to amend and restate the Company's Amended and Restated Certificate of Incorporation (as amended, the *Amended and Restated Certificate of Incorporation*). The primary changes to the Amended and Restated Certificate of Incorporation are:

- (i) establish a classified board of directors to be divided into three classes, each serving staggered, three-year terms;
- (ii) provide that the Court of Chancery of the State of Delaware is the sole and exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our Amended and Restated Certificate of Incorporation or our amended and restated bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine;
- (iii) provide that stockholder action can be taken only at an annual or special meeting of stockholders and cannot be taken by written consent in lieu of a meeting of stockholders once ABRY, our principal stockholder, ceases to beneficially own shares representing at least a majority of the votes entitled to be cast by the then outstanding shares generally entitled to vote on the election of directors;
- (iv) specify that only the Chairman of the Board of Directors and a majority of the Board of Directors are permitted to call a special meeting of stockholders; and
- (v) provide that we can request certain information from stockholders, including specifically authorizing us to request certain citizenship, stock ownership and affiliation information from stockholders and proposed transferees if we have reason to believe that such stock ownership could result in, among other things, a violation of law, loss of permit, creation of an encumbrance on our assets, or a lawsuit against us and, in such case, refuse to permit the sale or transfer of shares and suspend voting rights or redeem the shares at fair market value.

As the matters set forth in this Information Statement have been duly authorized and approved by the written consent of the holders of more than a majority of our voting securities, your vote or consent is not requested or required to approve these matters. This Information Statement is provided solely for your information, and also serves the purpose of informing stockholders of the matters described herein pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended, and the rules and regulations prescribed thereunder, including Regulation 14C, and serves as the notice required by Section 228 of the Delaware General Corporation Law of the taking of a corporate action without a meeting by less than unanimous written consent of our stockholders. You do not need to do anything in response to this Notice and the Information Statement.

We are not asking you for a Proxy and you are requested not to send us a Proxy.

Sincerely,

/s/ Perry A. Sook
Perry A. Sook
Chairman of the Board of Directors,

Chief Executive Officer and President

March 15, 2013

NEXSTAR BROADCASTING GROUP, INC.

5215 N. O Connor Blvd., Suite 1400

Irving, Texas 75039

(972) 373-8800

INFORMATION STATEMENT

ABOUT THIS INFORMATION STATEMENT

Nexstar Broadcasting Group, Inc., a Delaware corporation, and its subsidiaries (*Nexstar*, the *Company*, *we*, *us*, or *our*), is sending you this Information Statement solely for purposes of informing our stockholders of record as of the close of business on February 26, 2013 (the *Record Date*) of actions taken by our stockholders by less than unanimous written consent in lieu of a special meeting of stockholders. No action is requested or required on your part. This Information Statement is available at <http://www.amstock.com/proxyservices/viewmaterial.asp?CoNumber=13194>.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE

REQUESTED NOT TO SEND US A PROXY.

Summary of the Corporate Actions

In recent months, our principal stockholder, ABRY, expressed its desire to reduce its ownership in the Company and has subsequently reduced its aggregate voting power from approximately 87.5%, as of September 25, 2012, to approximately 60.2%, as of February 12, 2013. In anticipation of the Company's common stock being more widely held, our Board of Directors initiated a review of the Company's organizational documents and corporate governance practices. Accordingly, our Board of Directors on January 24, 2013 adopted and approved resolutions to amend and restate the Company's Amended and Restated Certificate of Incorporation (as amended, the *Amended and Restated Certificate of Incorporation*). In addition, the holders of a majority of the Company's issued and outstanding voting securities have adopted and approved, by written consent dated February 13, 2013, resolutions to amend and restate the Company's Amended and Restated Certificate of Incorporation. The primary changes to the Amended and Restated Certificate of Incorporation are:

- (i) establish a classified board of directors to be divided into three classes, each serving staggered, three-year terms;
- (ii) provide that the Court of Chancery of the State of Delaware is the sole and exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our Amended and Restated Certificate of Incorporation or our amended and restated bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine;
- (iii) provide that stockholder action can be taken only at an annual or special meeting of stockholders and cannot be taken by written consent in lieu of a meeting of stockholders once ABRY, our principal stockholder, ceases to beneficially own shares representing at least a majority of the votes entitled to be cast by the then outstanding shares generally entitled to vote on the election of directors;
- (iv) specify that only the Chairman of the Board of Directors and a majority of the Board of Directors are permitted to call a special meeting of stockholders; and
- (v) provide that we can request certain information from stockholders, including specifically authorizing us to request certain citizenship, stock ownership and affiliation information from stockholders and proposed transferees if we have reason to believe that such stock ownership could result in, among other things, a violation of law, loss of permit, creation of an encumbrance on our

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assets, or a lawsuit against us and, in such case, refuse to permit the sale or transfer of shares and suspend voting rights or redeem the shares at fair market value.

This Information Statement is first being mailed on or about March 22, 2013 to the Company's stockholders of record as of the Record Date. In accordance with Rule 14c-2 under the Securities Exchange Act of 1934, as amended (the *Exchange Act*), the action taken by written consent will become effective no earlier than 20 calendar days after the date on which this Information Statement is sent or given to our stockholders.

Voting and Vote Required

The Company is not seeking consents, authorizations or proxies from you. Under the Delaware General Corporation Law (the *DGCL*), the Amended and Restated Certificate of Incorporation may be approved, without a meeting of stockholders, by a resolution of our Board of Directors, followed by the written consent of stockholders representing a majority of the voting power of our outstanding shares of common stock. As of the Record Date, the Company had 25,164,248 shares of Class A common stock, 4,252,471 shares of Class B common stock and no shares of Class C common stock outstanding and entitled to vote. Holders of our Class A common stock and our Class B common stock generally vote together as a single class on all matters submitted to a vote of our stockholders. The holders of our Class A common stock are entitled to one vote per share and the holders of our Class B common stock are entitled to 10 votes per share. Holders of our Class C common stock have no voting rights. The written consent was executed by the holders of 4,315,384 shares of our Class B common stock representing a majority of the voting power of our common stock voting as a single class. Accordingly, the written consent was executed by stockholders holding sufficient voting power to approve the actions contemplated by the written consent and no further stockholder action is required.

Dissenters' Rights of Appraisal

The corporate action described in this Information Statement will not afford to stockholders the opportunity to dissent from the actions described herein and receive an agreed or judicially appraised value for their shares of Class A common stock.

Notice Pursuant to the Company's Amended and Restated By-laws and Delaware General Corporation Law

Pursuant to Section 2.07 of our Amended and Restated By-laws and Section 228(e) of the DGCL, the Company is required to provide prompt notice of the taking of a corporate action by written consent to the Company's stockholders who have not consented in writing to such action. This Information Statement serves as the notice required by Section 2.07 of our Amended and Restated By-laws and Section 228(e) of the DGCL.

AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH A CLASSIFIED BOARD OF DIRECTORS

Background and Principal Reasons for the Classified Board Amendment

Our Board of Directors has unanimously approved and stockholders representing a majority of the voting power of our outstanding shares of common stock have approved an amendment to our Amended and Restated Certificate of Incorporation to provide for the classification of the Board of Directors into three classes of directors with staggered terms of office. The initial Class I directors will consist of Lisbeth R. McNabb, Royce Yudkoff, Brent Stone and Michael Donovan, who will hold office initially for a term expiring at the 2013 annual meeting of stockholders. The initial Class II directors will consist of Erik Brooks, Tomer Yosef-Or and I. Martin Pompadur, who will hold office initially for a term expiring at the 2014 annual meeting of stockholders. The initial Class III directors will consist of Jay M. Grossman, Geoff Armstrong and Perry A. Sook, who will hold office initially for a term expiring at the 2015 annual meeting of stockholders. At each annual meeting following this initial classification and election, the successors to the class of directors whose terms expire at that meeting would be elected for a term of three years. The text of the classified board amendment to our Amended and Restated Certificate of Incorporation is set forth in full in Article V, Section 5.01 in Annex A to this Information Statement, which is hereby incorporated by reference into this Information Statement by reference.

In recent months, our principal stockholder, ABRY, expressed its desire to reduce its ownership in the Company and has reduced its aggregate voting power from approximately 87.5%, as of September 25, 2012, to approximately 60.2%, as of February 12, 2013. In that regard, our Board of Directors initiated a review of the Company's organizational documents. As part of that review, our Board of Directors was presented with various information.

We believe that establishing a classified board is in the best interests of the Company and its stockholders at this time. We believe that a classified board will be beneficial in maintaining a long-term strategy focus because directors do not have to be constantly focused on reelection. In addition, directors elected for three-year terms have the same fiduciary duties as, and are not any more insulated from responsibility to stockholders than, directors elected annually, and therefore are equally accountable to stockholders. Further, corporate governance requirements of The NASDAQ Stock Market and the Sarbanes-Oxley Act of 2002 impose responsibilities on directors. We have implemented policies and procedures focused on the quality of directors and the effective functioning and regular evaluation of the board, both as a whole and as individual members, and its committees. We believe that electing one-third of the Company's directors each year will provide stockholders with an orderly manner in which to effect change and communicate their views on the performance of the Company and its directors.

A staggered board will also allow the Company to attract highly qualified directors who are willing to commit the time and resources necessary to understand the Company's business, operations and strategy, thereby providing continuity and stability in decision making. While management has not experienced any material problems with such continuity in the past, it wishes to ensure that this situation will continue. We believe that directors who serve the Company for multiple years are well positioned to take a long-term perspective and make the decisions necessary to maximize stockholder value in the long-term, while being sensitive to short-term needs or objectives.

In addition, a classified board will enhance the ability of the board to obtain the best outcome for the Company's stockholders in the event of an unsolicited takeover proposal by incentivizing the proponent for change to negotiate with the board and evaluate a variety of alternatives. The existence of a classified board does not prevent a person from acquiring control of the board. If all directors were elected at a single annual meeting, the short-term objectives of those proposing an alternative slate could deprive other stockholders from realizing long-term value the experienced and knowledgeable board was working to enhance. The classified board structure will also serve to prevent precipitous changes in corporate policies and strategies that were implemented by a board focused on improving the Company's long-term value proposition.

Finally, we believe that a classified board is part of a carefully balanced governance structure that is specifically tailored to the responsibilities, needs and duties of the Company and is designed to protect and enhance financial results for the Company and its stockholders.

Effect of the Classified Board Amendment

The board classification amendment may extend the time required to effect an unsolicited change in control of the Board of Directors, which may discourage unsolicited takeover bids for the Company. Upon effectiveness of the board classification amendment, and assuming ABRY no longer beneficially owns a majority of our voting securities, it will take at least two annual meetings for a simple majority of outstanding shares to effect a change in control of the Board of Directors because only a minority of the directors will be elected at each meeting.

Without the ability to obtain control of our Board of Directors quickly, an unsolicited takeover bidder may be incapable of taking action necessary to remove other impediments to its acquisition of the Company, even if that takeover bidder were to acquire a majority of our outstanding shares of common stock. This situation may discourage unsolicited tender offers, perhaps including some tender offers that stockholders would conclude to be in their best interests if made. The board classification amendment will also cause it to take additional time for our stockholders to change the composition of our Board of Directors, even if our stockholders and management believe such a change would be desirable.

**AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO
PROVIDE A FORUM SELECTION PROVISION**

Background and Principal Reasons for the Forum Selection Amendment

Our Board of Directors has unanimously approved and stockholders representing a majority of the voting power of our outstanding shares of common stock have approved an amendment to our Amended and Restated Certificate of Incorporation to provide that the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for certain legal actions or proceedings against the Company. In particular, the forum selection amendment provides that the Court of Chancery of the State of Delaware is the sole and exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our Amended and Restated Certificate of Incorporation or our amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine. The text of the amendment to our Amended and Restated Certificate of Incorporation is set forth in full in Article XIII in Annex A to this Information Statement, which is hereby incorporated by reference into this Information Statement by reference.

Our Board of Directors believes that the forum selection amendment is in the best interests of the Company and its stockholders because it may help the Company to avoid numerous lawsuits in different jurisdictions regarding the same matter. The forum selection amendment does not restrict the ability of stockholders to bring claims against the Company nor does it seek to deprive stockholders of rights. Rather, it provides for claims relating to the relationships between and among the Company, its stockholders and its officers and directors which are matters governed by Delaware law to be decided by the Delaware Court of Chancery. The Court of Chancery is a specialized court, which primarily hears cases involving Delaware corporate law and is thus uniquely qualified to decide matters of Delaware law involving Delaware companies. In addition, the Court of Chancery has earned a reputation for the quality and impartiality of its judges, promptly resolving complex corporate law claims and dismissing frivolous claims.

Without the forum selection amendment, certain legal actions and proceedings would be determined pursuant to applicable conflicts of law principles, the DGCL and any existing contractual arrangements. In addition, the Company would be exposed to the possibility of having to litigate multiple claims arising out of the same facts in different states, which would significantly increase the Company's expenses, divert management attention and could result in differing interpretations of Delaware law.

We have joined several leading Delaware companies in adopting a Delaware forum selection provision. However, the enforceability of similar forum selection provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. Our Board of Directors believes that the Delaware courts are best suited to address disputes involving the actions or proceedings governed by the forum selection amendment because the Company is incorporated in Delaware and the Delaware courts have a reputation for expertise in corporate law matters. Our Board of Directors also believes that providing for Delaware as the exclusive forum for the types of disputes listed above is in the best interests of the Company and its stockholders. The amendment, however, still retains the Company's ability to consent to alternative forums on a case-by-case basis where the interests of the Company and its stockholders are best served by permitting such a dispute.

Effect of the Forum Selection Amendment

The forum selection amendment may provide for the orderly, efficient and cost-effective resolution of Delaware-law issues affecting the Company by designating the courts located in the State of Delaware (the Company's state of incorporation) as the exclusive forum for cases involving such issues. However, the forum selection provision may increase the cost bringing certain legal actions and proceedings and discourage a stockholder from bringing certain legal actions and proceedings against the Company. The provision may also

reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit the Company and its stockholders. By organizing litigation activity involving Delaware law in one logical venue, however, this should result in reduced litigation costs, less diversion of management attention and more consistent rulings affecting the Company if the Company is ever exposed to the possibility of having to litigate multiple claims arising out of the same facts in different states. Our Board of Directors believes that the forum selection amendment is in the best interests of the Company and its stockholders because it would appropriately address many of these unnecessary risks.

AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

TO ELIMINATE STOCKHOLDER ACTION BY WRITTEN CONSENT IN LIEU OF

STOCKHOLDER MEETING

Background and Principal Reasons for the Stockholder Action by Written Consent Amendment

Our Board of Directors has unanimously approved and stockholders representing a majority of the voting power of our outstanding shares of common stock have approved an amendment to our Amended and Restated Certificate of Incorporation to eliminate stockholder action by written consent in lieu of a meeting of stockholders once ABRY, our principal stockholder, ceases to beneficially own shares representing at least a majority of the votes entitled to be cast by the then outstanding shares generally entitled to vote on the election of directors. The text of the amendment to our Amended and Restated Certificate of Incorporation is set forth in full in Article VIII, Section 8.01(a) in Annex A to this Information Statement, which is hereby incorporated by reference into this Information Statement by reference.

Our Board of Directors believes that the stockholder action by written consent amendment is in the best interests of the Company and its stockholders because it could be detrimental to stockholders, as well as management and our Board of Directors in their ability to ensure the orderly and efficient conduct of our corporate affairs. Since our initial public offering in 2003, we have been controlled by ABRY, our principal stockholder; accordingly, our amended and restated bylaws has permitted action by written consent to protect ABRY's investment in the Company. We believe that once ABRY ceases to beneficially own shares representing at least a majority of the votes entitled to be cast by the then outstanding shares generally entitled to vote on the election of directors permitting stockholder action by written consent may be detrimental to stockholders and is not necessary to protect stockholder interests in light of other corporate governance practices. A corresponding amendment to our amended and restated bylaws has been approved by our Board of Directors and has become effective.

In the context of a widely-held stockholder base, stockholder action by written consent compromises stockholder democracy, circumvents advantages provided by stockholder meetings and wastes Company resources. In addition, stockholder action by written consent creates the potential for uninformed action, potentially disables the Company from pursuing superior alternatives in the face of an unsolicited takeover and potentially creates stockholder confusion. Actions by written consent can be taken without notice to stockholders and without the opportunity for stockholders or management to comment on and debate the merits of a particular action. This possible disenfranchisement of stockholders would run counter to our objective of good corporate governance. Further, we believe that appropriate procedures must be in place to make stockholders aware of a pending consent solicitation; otherwise, we would be vulnerable to unannounced corporate change, without disclosure of the interests of all parties involved. For example, permitting stockholder action by written consent could permit a group of stockholders to remove and replace our sitting Board of Directors without notice to the Company and without making publicly available information to all stockholders regarding the consent solicitation. Further, without procedural safeguards, different groups of stockholders could solicit conflicting or duplicative consents on the same topic resulting in inconsistencies and confusion as to which action(s) are effective. This potentially chaotic process upsets the ability of management and our Board of Directors to ensure the orderly and efficient conduct of our corporate affairs. Finally, and most importantly, we believe the ability to act almost immediately, and in secrecy, when combined with a hostile bid for the Company, could dissuade third parties who might be willing to offer more to undertake the process and expense required to compete in an effort to maximize stockholder value.

Effect of the Stockholder Action by Written Consent Amendment

The stockholder action by written consent amendment will enable the Company to conduct its corporate affairs in an orderly and efficient manner by providing for an organized and informed debate on the merits of a proposed stockholder action. However, the written consent amendment may limit the ability of stockholders to act on matters that arise between annual meetings. Our Board of Directors believes that the stockholder action by written consent amendment is in the best interests of the Company and its stockholders because it could be detrimental to stockholders, as well as management and our Board of Directors in their ability to ensure the orderly and efficient conduct of our corporate affairs.

**AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO
PROVIDE FOR WHO MAY CALL SPECIAL MEETINGS OF STOCKHOLDERS**

Background and Principal Reasons for the Special Meeting of Stockholders Amendment

Our Board of Directors has unanimously approved and stockholders representing a majority of the voting power of our outstanding shares of common stock have approved an amendment to our Amended and Restated Certificate of Incorporation to provide that only the Board of Directors or the Chairman of the Board of Directors may call a special meeting of stockholders. The text of the amendment to our Amended and Restated Certificate of Incorporation is set forth in full in Article VIII, Section 8.01(b) in Annex A to this Information Statement, which is hereby incorporated by reference into this Information Statement by reference.

Our Board of Directors believes that the special meeting of stockholders amendment is in the best interests of the Company and its stockholders because it would allow management and our Board of Directors to conduct our corporate affairs in an orderly and efficient manner. Organizing and preparing for a special meeting of stockholders involves a significant management commitment of time and focus and imposes substantial legal, administrative and distribution costs on the Company. In light of the cost and disruption associated with special meetings, we believe that they should only be held in relation to extraordinary events that are important to a broad group of our stockholders. We believe that this provision attains the proper balance between the needs of the Company to hear from stockholders when critical issues should be addressed on an expedited basis and the interests of all of stockholders to avoid the cost and disruption associated with such meetings.

Effect of the Special Meeting of Stockholders Amendment

The special meeting of stockholders amendment will enable the Company to conduct its corporate affairs in an orderly and efficient manner by providing that a special meeting of stockholders can be called by our Board of Directors or the chairman of our Board of Directors when critical issues should be addressed on an expedited basis that relate to the interests of all of stockholders. However, the special meeting of stockholders amendment may limit the ability of stockholders to act on matters that arise between annual meetings. Our Board of Directors believes that the special meeting of stockholders amendment is in the best interests of the Company and its stockholders because it would allow management and our Board of Directors to orderly and efficiently conduct our corporate affairs.

**AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
TO PROVIDE PROVISIONS REGARDING COMPLIANCE WITH CERTAIN REGULATORY
MATTERS**

Background and Principal Reasons for the Regulatory Matters Amendment

Our Board of Directors has unanimously approved and stockholders representing a majority of the voting power of our outstanding shares of common stock have approved an amendment to our Amended and Restated Certificate of Incorporation to provide that we can request certain information from stockholders, including

specifically authorizing us to request certain citizenship, stock ownership and affiliation information from stockholders and proposed transferees if we have reason to believe that such stock ownership could result in, among other things, a violation of law, loss of permit, creation of an encumbrance on our assets, or a lawsuit against us and, in such case, refuse to permit the sale or transfer of shares and suspend voting rights or redeem the shares at fair market value. The text of the amendment to our Amended and Restated Certificate of Incorporation is set forth in full in Article X in Annex A to this Information Statement, which is hereby incorporated by reference into this Information Statement by reference.

Our Board of Directors believes that the regulatory matters amendment is in the best interests of the Company and its stockholders in order to protect the Company's existing regulatory licenses and permits and ensure compliance with applicable law and regulation, including the Federal Communications Commission's (*FCC*) regulations and policies and the Communications Act of 1934, as amended (the *Communications Act*), that govern the business operations of television broadcast stations. For example, the Communications Act limits the extent of non-U.S. ownership of companies that own U.S. broadcast stations. Under this restriction, a U.S. broadcast company, such as ours, may have no more than 20% (in the case of a licensed entity) or 25% (in the case of a parent company) non-U.S. ownership (by vote and by equity). In order to ensure compliance with these provisions and to protect the Company, we believe it is necessary to allow us to request certain information from stockholders if we have reason to believe that such stock ownership could result in, among other things, a violation of law, loss of permit, creation of an encumbrance on our assets, or a lawsuit against us and, in such case, refuse to permit the sale or transfer of shares and suspend voting rights or redeem the shares at fair market value. The loss of the Company's existing regulatory licenses and permits or the imposition of legal proceedings or administrative actions by or on behalf of the FCC could materially affect the Company and would be detrimental to stockholders.

Effect of the Regulatory Matters Amendment

The regulatory matters amendment will enable us to request certain information from stockholders if we have reason to believe that such stock ownership could result in, among other things, a violation of law, loss of permit, creation of an encumbrance on our assets, or a lawsuit against us and, in such case, refuse to permit the sale or transfer of shares and suspend voting rights or redeem the shares at fair market value. These provisions will serve to protect the Company's existing regulatory licenses and permits and ensure compliance with applicable law and regulation, including FCC regulations and policies and the Communications Act. Our Board of Directors believes that the regulatory matters amendment is in the best interests of the Company and its stockholders because it would allow management and our Board of Directors to orderly and efficiently manage the Company's corporate affairs.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our shares of Class A common stock and Class B common stock as of February 15, 2013 by (i) those persons known to us to be the beneficial owners of more than five percent of our outstanding shares of common stock, (ii) each of our directors, (iii) our named executive officers and (iv) all of our directors and executive officers as a group. Under such rules, beneficial ownership includes any shares as to which the entity or individual has sole or shared voting power or investment power and also any shares that the entity or individual had the right to acquire as of April 16, 2013 (60 days after February 15, 2013) through the exercise of any stock option or other right. This information has been furnished by the persons named in the table below or in filings made with the Securities and Exchange Commission (the "SEC"). Where the number of shares set forth below includes shares beneficially owned by spouses and minor children, the named persons disclaim any beneficial interest in the shares so included. Unless otherwise indicated, a person's address is c/o Nexstar Broadcasting Group, Inc., 5215 N. O'Connor Blvd., Suite 1400, Irving, TX 75039.

Name of Beneficial Owner	Class A Common Stock			Class B Common Stock		Percent of Total	
	Direct Ownership	Vested Options	Percent	Direct Ownership	Percent	Economic Interest	Voting Power
Beneficial Owners of More Than 5%:							
ABRY ⁽¹⁾				3,865,384	90.9%	13.1%	57.1%
FMR Corp. ⁽²⁾	1,950,200		7.7%			6.6%	2.9%
Silver Point Capital, L.P. ⁽³⁾	1,566,000		6.2%			5.3%	2.3%
North Run Capital, LP ⁽⁴⁾	1,500,000		6.0%			5.1%	2.2%
Current Directors:							
Royce Yudkoff ⁽⁵⁾⁽⁶⁾				3,865,384	90.9%	13.1%	57.1%
Perry A. Sook ⁽⁷⁾	538,869	1,500,000	7.6%	387,087	9.1%	7.8%	8.5%
Erik Brooks ⁽⁶⁾	27,992		0.1%			0.1%	
Jay M. Grossman ⁽⁶⁾	100,000		0.4%			0.3%	0.1%
Brent Stone ⁽⁶⁾							
Tomer Yosef-Or ⁽⁶⁾							
Geoff Armstrong		53,000	0.2%			0.2%	0.1%
Michael Donovan	6,700	53,000	0.2%			0.2%	0.1%
I. Martin Pompadur	3,730	53,000	0.2%			0.2%	0.1%
Lisbeth McNabb		23,000	0.1%			0.1%	
Current Named Executive Officers:							
Thomas E. Carter	64,947	60,000	0.5%			0.4%	0.2%
Timothy C. Busch	55,214	190,000	1.0%			0.8%	0.4%
Brian Jones	10,500	186,000	0.8%			0.7%	0.3%
Richard Rogala		12,000					
All current directors and executive officers as a group (20 persons)	838,437	2,261,000	11.3%	4,252,471	100.0%	23.2%	65.2%

- (1) Represents 1,672,963 shares of Class B Common Stock owned by ABRY Broadcast Partners II, L.P.; and 2,192,421 shares of Class B Common Stock owned by ABRY Broadcast Partners III, L.P., which are affiliates of ABRY Broadcast Partners, LLC. The address of ABRY is 111 Huntington Avenue, 29th Floor, Boston, Massachusetts 02199.
- (2) The number of shares is derived from the Schedule 13G filed with the SEC on February 17, 2009. The address of FMR Corp. is 82 Devonshire Street, Boston, Massachusetts 02199.
- (3) The number of shares is derived from the Schedule 13G filed with the SEC on February 10, 2013. The address of Silver Point Capital L.P. is Two Greenwich Plaza, Greenwich, Connecticut 06830.
- (4) The number of shares is derived from the Schedule 13G filed with the SEC on February 14, 2013. The address of North Run Capital, LP is One International Place, Suite 2401, Boston, Massachusetts 02110.

- (5) Mr. Yudkoff is the sole trustee of ABRY Holdings III, Co., which is the sole member of ABRY Holdings III, LLC, which is the sole general partner of ABRY Equity Investors, L.P., the sole general partner of ABRY Broadcast Partners III, L.P. Mr. Yudkoff is also the trustee of ABRY Holdings Co., which is the sole member of ABRY Holdings, LLC, which is the sole general partner of ABRY