

NEXSTAR MEDIA GROUP, INC.
 Form 3
 January 25, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Â Vaughn Gary Michael (Last) (First) (Middle) C/O NEXSTAR MEDIA GROUP, INC., Â 545 E. JOHN CARPENTER FREEWAY, SUITE 700 (Street) IRVING, Â TX Â 75062 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/17/2017	3. Issuer Name and Ticker or Trading Symbol NEXSTAR MEDIA GROUP, INC. [NXST]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SEE REMARKS	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock options (right to purchase Class A Common Stock)	11/01/2008 ⁽¹⁾	11/01/2017	Class A Common Stock	10,000	\$ 4.56	D ⁽²⁾	^
Stock options (right to purchase Class A Common Stock)	12/20/2008 ⁽³⁾	12/20/2017	Class A Common Stock	5,000	\$ 4.56	D ⁽⁴⁾	^
Stock options (right to purchase Class A Common Stock)	01/15/2015 ⁽⁵⁾	01/15/2024	Class A Common Stock	15,000	\$ 46.03	D ⁽⁶⁾	^
Restricted Stock Units	^ ⁽⁷⁾	^ ⁽⁸⁾	Class A Common Stock	4,000	\$ 0	D	^

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vaughn Gary Michael C/O NEXSTAR MEDIA GROUP, INC. 545 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX 75062	^	^	^ SEE REMARKS	^

Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Michael Vaughn

01/25/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 2,000 options became exercisable as of each of the vesting dates November 1, 2008 through November 1, 2012.
- (2) This award was made pursuant to the Nexstar Broadcasting Group, Inc. 2003 Long-Term Equity Incentive Plan.
- (3) 1,000 options became exercisable as of each of the vesting dates December 20, 2008 through December 20, 2012.
- (4) This award was made pursuant to the Nexstar Broadcasting Group, Inc. 2006 Long-Term Equity Incentive Plan.
- (5) 3,750 options became exercisable as of each of the vesting dates January 15, 2015 through January 15, 2017 or a total of 11,250 vested options.
- (6) This award was made pursuant to the Nexstar Broadcasting Group, Inc. 2012 Long-Term Equity Incentive Plan.
- (7) 8,000 Restricted Stock Units ("RSUs") vest over four years beginning August 1, 2014.
- (8) The RSUs have no expiration. However, all unvested portion of RSUs shall be forfeited and cancelled should the awardee be terminated for any reason other than a company change of control.

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Remarks:

SVP^ and^ Regional^ Manager,^ Nexstar^ Broadcasting,^ Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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