ION MEDIA NETWORKS INC. Form SC 13D May 14, 2007

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

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

<u>Ion Media Networks, Inc.</u> (Name of Issuer)

Class A Common Stock, \$0.001 Par Value Per Share (Title of Class of Securities)

46205A103 (CUSIP Number)

Abbe L. Dienstag, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

May 1, 2007
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: o.

l

CUSIP No. 46205A10	46205A103
--------------------	-----------

1) NAME OF REPORTING PER S.S. OR I.R.S. IDENTIFICATION NO Contrarian Capital Management, L.). OF ABOV	VE PERSON	
2) CHECK THE APPROPRIATION (b) x	E BOX IF	A MEMBER OF A GROUP (a) o	
3) SEC USE ONLY			
4) SOURCE OF FUNDS AF			
5) CHECK BOX IF DISCLOSUR ITEMS 2(d) OR 2(e) o	RE OF LE	GAL PROCEEDINGS IS REQUIRED PURSUANT TO	
6) CITIZENSHIP OR PLACE Of Delaware	F ORGAN	NIZATION	
7) SOLE VOTING POWER NUMBER OF SHARES	R	290,625*	
BENEFICIALLY OWNED BY EACH	8)	SHARED VOTING POWER 1,829,375*	_
REPORTING PERSON WITH	9)	SOLE DISPOSITIVE POWER 290,625*	
10) SHARED DISPOSITIVE 1,829,375*	E POWER		_
11) AGGREGATE AMOUNT BI 2,120,000*	ENEFICIA	ALLY OWNED BY EACH REPORTING PERSON	
12) CHECK BOX IF THE AGGI	REGATE	AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARI	ES o
13) PERCENT OF CLASS REP 3.3%	RESENTI	ED BY AMOUNT IN ROW (11)	
14) TYPE OF REPORTING PER OO, IA	RSON		
* Represents shares issuable upon o	conversion	of 9 3/4% Series A Convertible Preferred Stock.	

CUSIP No. 46205A10	46205A103
--------------------	-----------

1) NAME OF REPORTING PE S.S. OR I.R.S. IDENTIFICATION N	
Contrarian Capital Fund I, L.P.	
2) CHECK THE APPROPRIATE (b) x	TE BOX IF A MEMBER OF A GROUP (a) o
3) SEC USE ONLY	
4) SOURCE OF FUNDS WC	
5) CHECK BOX IF DISCLOSU ITEMS 2(d) OR 2(e) o	JRE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
6) CITIZENSHIP OR PLACE (Delaware	OF ORGANIZATION
7) SOLE VOTING POW	
NUMBER OF SHARES	1,274,375*
BENEFICIALLY	8) SHARED VOTING POWER
OWNED BY	none
EACH	O) COLE DISPOSITIVE DOWED
REPORTING PERSON	9) SOLE DISPOSITIVE POWER 1,274,375*
WITH	1,274,373
10) SHARED DISPOSITIV	YE POWER
none	
11) AGGREGATE AMOUNT E 1,274,375*	BENEFICIALLY OWNED BY EACH REPORTING PERSON
12) CHECK BOX IF THE AGO	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13) PERCENT OF CLASS REP 2.0%	PRESENTED BY AMOUNT IN ROW (11)
14) TYPE OF REPORTING P IPN	ERSON

^{*} Represents shares issuable upon conversion of 9 3/4% Series A Convertible Preferred Stock.

CUSIP No. 46205A103

1) NAME OF REPORTING S.S. OR I.R.S. IDENTIFI	G PERSON ICATION NO. OF ABOVE PERSON	
Contrarian Equity Fund, L.P.		
2) CHECK THE APPROPR (b) x	RIATE BOX IF A MEMBER OF A GROUP (a) o	
3) SEC USE ONLY		
4) SOURCE OF FUNDS V	VC	
5) CHECK BOX IF DISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
6) CITIZENSHIP OR PLAC Delaware	CE OF ORGANIZATION	
7) SOLE VOTING PO	OWER	
NUMBER OF	$270,\!000^*$	
SHARES BENEFICIALLY	8) SHARED VOTING POWER	
OWNED BY	none	
EACH		
REPORTING	9) SOLE DISPOSITIVE POWER	
PERSON	$270,\!000^*$	
WITH		
10) SHARED DISPOS none	ITIVE POWER	
11) AGGREGATE AMOUN 270,000*	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12) CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13) PERCENT OF CLASS 0.4%	REPRESENTED BY AMOUNT IN ROW (11)	
14) TYPE OF REPORTING PN	G PERSON	

 ^{*} Represents shares issuable upon conversion of 9 ¾% Series A Convertible Preferred Stock.

CUSIP No. 46205A103

1) NAME OF REPORTING S.S. OR I.R.S. IDENTIFICATION		E PERSON
Contrarian Long Short, L.P.		
2) CHECK THE APPROPR	IATE BOX IF	A MEMBER OF A GROUP (a) o
(b) x		
3) SEC USE ONLY		
4) SOURCE OF FUNDS W	/C	
5) CHECK BOX IF DISCLO ITEMS 2(d) OR 2(e) 0	OSURE OF LE	GAL PROCEEDINGS IS REQUIRED PURSUANT TO
6) CITIZENSHIP OR PLAC Delaware	CE OF ORGAN	IZATION
7) SOLE VOTING PO	WER	
NUMBER OF		285,000*
SHARES		CHARD VOTING DOWER
BENEFICIALLY OWNED BY	8)	SHARED VOTING POWER
OWNED BY EACH		none
REPORTING	9)	SOLE DISPOSITIVE POWER
PERSON	9)	285,000*
WITH		203,000
10) SHARED DISPOS none	ITIVE POWER	R
11) AGGREGATE AMOUN 285,000*	T BENEFICIA	LLY OWNED BY EACH REPORTING PERSON
12) CHECK BOX IF THE A	GGREGATE A	AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o
13) PERCENT OF CLASS F 0.4%	REPRESENTE	D BY AMOUNT IN ROW (11)
14) TYPE OF REPORTING PN-	PERSON	

^{*} Represents shares issuable upon conversion of 9 3/4% Series A Convertible Preferred Stock.

CUSIP No. 46205A103

1) NAME OF REPORTING S.S. OR I.R.S. IDENTIFICATIO Litespeed Management LLC	
2) CHECK THE APPROPRI (b)x	IATE BOX IF A MEMBER OF A GROUP (a) o
3) SEC USE ONLY	
4)SOURCE OF FUNDS AF	7
5) CHECK BOX IF DISCLO ITEMS 2(d) OR 2(e) o	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
6) CITIZENSHIP OR PLAC Delaware	E OF ORGANIZATION
7) SOLE VOTING PO	OWER
NUMBER OF	1,406,250*
SHARES	
BENEFICIALLY	8) SHARED VOTING POWER
OWNED BY	none
EACH	
REPORTING	9) SOLE DISPOSITIVE POWER
PERSON	1,406,250*
WITH 10) SHARED DISPOSI none	ITIVE POWER
11) AGGREGATE AMOUN 1,406,250*	T BENEFICIALLY OWNED BY EACH REPORTING PERSON
12) CHECK BOX IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES of
13) PERCENT OF CLASS R 2.1%	REPRESENTED BY AMOUNT IN ROW (11)
14) TYPE OF REPORTING OO, IA–	PERSON

^{*} Represents shares issuable upon conversion of 9 3/4% Series A Convertible Preferred Stock.

CI	ISI	P No	46	205	A 1	03

1) NAME OF REPORTING PE S.S. OR I.R.S. IDENTIFICATION M Litespeed Master Fund, Ltd.		E PERSON	
2) CHECK THE APPROPRIATE (b) x	TE BOX IF	A MEMBER OF A GROUP (a) o	
3) SEC USE ONLY			
4) SOURCE OF FUNDS WC			
5) CHECK BOX IF DISCLOSU ITEMS 2(d) OR 2(e) 0	URE OF LE	GAL PROCEEDINGS IS REQUIRED PUR	RSUANT TO
6) CITIZENSHIP OR PLACE (Cayman Islands	OF ORGAN	IZATION	
7) SOLE VOTING POWI	ER		_
NUMBER OF		1,406,250*	
SHARES BENEFICIALLY	8)	SHARED VOTING POWER	
OWNED BY	8)	none	
EACH		none	
REPORTING	9)	SOLE DISPOSITIVE POWER	
PERSON WITH	,	1,406,250*	
10) SHARED DISPOSITI	IVE POWE	R	
none 11) AGGREGATE AMOUNT I 1,406,250*	BENEFICIA	LLY OWNED BY EACH REPORTING P	ERSON
12) CHECK BOX IF THE AGO	GREGATE A	AMOUNT IN ROW (11) EXCLUDES CER	TAIN SHARES o
13) PERCENT OF CLASS RE 2.1%	PRESENTE	D BY AMOUNT IN ROW (11)	
14) TYPE OF REPORTING P.	ERSON		

^{*} Represents shares issuable upon conversion of 9 3/4% Series A Convertible Preferred Stock.

CI	ISIP	No	4620	15 A	103

1) NAME OF REPORTING S.S. OR I.R.S. IDENTIFICATE Ore Hill Partners LLC		VE PERSON
2) CHECK THE APPROPI	RIATE BOX IF	A MEMBER OF A GROUP (a) o
3) SEC USE ONLY		
4) SOURCE OF FUNDS	AF	
5) CHECK BOX IF DISCL ITEMS 2(d) OR 2(e) o	OSURE OF LE	GAL PROCEEDINGS IS REQUIRED PURSUANT TO
6) CITIZENSHIP OR PLA Delaware	CE OF ORGAN	NIZATION
7) SOLE VOTING PO	OWER	
NUMBER OF		none
SHARES		CHARED VOTING DOWED
BENEFICIALLY OWNED BY	8)	SHARED VOTING POWER 1,525,660*
EACH		1,323,000**
REPORTING	9)	SOLE DISPOSITIVE POWER
PERSON	7)	none
WITH		none
10) SHARED DISPO : 1,525,660*	SITIVE POWE	R
11) AGGREGATE AMOU 1 1,525,660*	NT BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON
12) CHECK BOX IF THE	AGGREGATE	AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13) PERCENT OF CLASS 2.3%	REPRESENTI	ED BY AMOUNT IN ROW (11)
14) TYPE OF REPORTIN OO, IA	G PERSON	
_		& #