

SOOK PERRY A  
Form 4  
January 14, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SOOK PERRY A

2. Issuer Name **and** Ticker or Trading  
Symbol  
NEXSTAR MEDIA GROUP, INC.  
[NXST]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O NEXSTAR MEDIA GROUP,  
INC., 545 E. JOHN CARPENTER  
FREEWAY, SUITE 700

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/14/2019

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO & President

(Street)  
IRVING, TX 75062

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |   |                  |
| Class A Common Stock            | 01/14/2019                           |  | M                              |   | 25,000 | A          | 11  | 1,089,894  | I   | See Footnote (2) |
| Class A Common Stock            | 01/14/2019                           |  | F                              |   | 8,077  | D          | \$ 83.27  | 1,081,817  | I   | See Footnote (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.                         |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|----------------------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)   | 01/14/2019                              |   | M                                       |  | 25,000   |     | (3)   | (3)                | Class A<br>Common<br>Stock | 25,000                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| SOOK PERRY A<br>C/O NEXSTAR MEDIA GROUP, INC.<br>545 E. JOHN CARPENTER FREEWAY, SUITE 700<br>IRVING, TX 75062 | X CEO & President                |

## Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Perry Sook 01/14/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) As restricted stock units vest, they are converted into shares of Class A Common Stock on a one-for-one basis at the vesting date.

(2) The shares are held by PS Sook Ltd., for which Mr. Sook and his spouse are the beneficial owners.

(3) Restricted stock units awarded on January 14, 2015. 25,000 restricted stock units vest at each anniversary of the award through January 14, 2019.

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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