

Jarvis David R
 Form 4
 September 07, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Jarvis David R

2. Issuer Name and Ticker or Trading Symbol
 BARNWELL INDUSTRIES INC
 [BRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/13/2005

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O MERCURY REAL ESTATE ADVISORS LLC, 100 FIELD POINT ROAD

(Street)

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

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

GREENWICH, CT 06830

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <u>(1)</u>	04/13/2005		P	4,000 A \$ 54.92	400,200	I	See Footnote <u>(6)</u>
Common Stock <u>(2)</u>	04/13/2005		P	4,000 A \$ 54.92	400,200	I	See Footnote <u>(7)</u>
Common Stock <u>(3)</u>	04/13/2005		P	592 A \$ 54.92	137,622	D	
Common	04/13/2005		P	592 A \$	137,622	I	See

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Stock ⁽⁴⁾						54.92			Footnote ⁽⁴⁾
Common Stock ⁽⁵⁾	04/13/2005		P	3,408	A	\$ 54.92	144,998	D	
Common Stock ⁽¹⁾	04/14/2005		P	2,200	A	\$ 54.52	402,400	I	See Footnote ⁽⁶⁾
Common Stock ⁽²⁾	04/14/2005		P	2,200	A	\$ 54.52	402,400	I	See Footnote ⁽⁷⁾
Common Stock ⁽³⁾	04/14/2005		P	1,170	A	\$ 54.52	138,792	D	
Common Stock ⁽⁴⁾	04/14/2005		P	1,170	A	\$ 54.52	138,792	I	See Footnote ⁽⁴⁾
Common Stock ⁽⁵⁾	04/14/2005		P	1,030	A	\$ 54.52	146,028	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Jarvis David R C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830	X
MacLean Malcolm F IV C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830	X
Mercury Special Situations Fund L P C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830	X
Mercury Securities II LLC C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830	X
Mercury Special Situations Offshore Fund Ltd C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830	X

Signatures

/s/ David R. Jarvis	09/07/2005
**Signature of Reporting Person	Date

/s/ Malcolm F. MacLean IV	09/07/2005
**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) These shares were acquired by Mercury Real Estate Advisors, LLC ("Advisors"), a registered investment adviser, on behalf of Mercury Special Situations Fund LP ("MSSF") and Mercury Special Situations Offshore Fund, Ltd. ("MSSOF"), for which Advisors serves as the investment adviser. Mr. David R. Jarvis is a managing member of Advisors. Mr. Jarvis disclaims beneficial ownership of the shares held directly by MSSF and MSSOF, except to the extent of the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MSSF and MSSOF, or as a result of his membership interest in MS II LLC (as defined below), of which he is a managing member. That performance-based fee qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C) except in the limited circumstances where an investor in MSSF or MSSOF joins or withdraws from MSSF or MSSOF, as applicable.

(2) These shares were acquired by Advisors on behalf of MSSF and MSSOF. Mr. Malcolm F. MacLean IV is a managing member of Advisors. Mr. MacLean disclaims beneficial ownership of the shares held directly by MSSF and MSSOF, except to the extent of the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MSSF and MSSOF, or as a result of his membership interest in MS II LLC (as defined below), of which he is a managing member. That performance-based fee qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C) except in the limited circumstances where an investor in MSSF or MSSOF joins or withdraws from MSSF or MSSOF, as applicable.

(3) These shares are held directly by MSSF.

(4)

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These shares are held directly by MSSF. Mercury Securities II LLC ("MS II LLC") is the general partner of MSSF. MS II LLC disclaims beneficial ownership of these shares except to the extent of the pecuniary interest, if any, in such shares as a result of its partnership interest in MSSF.

(5) These shares are held directly by MSSOF.

The shares reported in Column 5 are held directly by certain private investment funds, including MSSF and MSSOF (the "Funds"), and certain managed accounts (the "Managed Accounts"), for which Advisors serves as the investment adviser. Mr. Jarvis disclaims beneficial ownership of the shares held directly by the Funds and the Managed Accounts, except to the extent of the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from each of the Funds and Managed Accounts, or as a result of his membership interest in certain limited liability companies, including MS II LLC, that serve as the general partners of certain of the Funds. That performance-based fee qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C), except in the limited circumstances where an investor in a Fund or Managed Account joins or withdraws from such Fund or Managed Account, as applicable.

(7) The shares reported in Column 5 are held directly by the Funds and the Managed Accounts, for which Advisors serves as the investment adviser. Mr. MacLean disclaims beneficial ownership of the shares held directly by the Funds and the Managed Accounts, except to the extent of the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from each of the Funds and Managed Accounts, or as a result of his membership interest in certain limited liability companies, including MS II LLC, that serve as the general partners of certain of the Funds. That performance-based fee qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C), except in the limited circumstances where an investor in a Fund or Managed Account joins or withdraws from such Fund or Managed Account, as applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. EXT-ALIGN: left">

As of March 25, 2012

Historical

Adjustments for Properties Sold to World Media (1a)

Adjustments for Other Properties to be Divested (1f)

Pro Forma

ASSETS

Current assets:

Cash and cash equivalents

\$12,177 \$(19) \$(6) \$12,152

Accounts receivable - net

83,263 (19,016) (8,072) 56,175

Inventories

6,105 (4,562) (1,543) -

Other

18,953 (2,376) (1,917) 14,660

Assets of discontinued operations

- - 24,375 (1g) 24,375

Total current assets

120,498 (25,973) 12,837 107,362

Other assets

38,536 (3,623) (821) 34,092

Property, plant and equipment - net

364,724 (173,918) (26,726) 164,080

FCC licenses and other intangibles - net

Explanation of Responses:

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		203,760	(2,019)	(50)	201,691
Excess of cost over fair value of net identifiable assets of acquired businesses - net					
	315,590	(66,023)	(2,460)	247,107	
Total assets					
	\$1,043,108	\$(271,556)	\$(17,220)	\$754,332	
Current liabilities:					
Accounts payable					
		\$24,603	\$(6,571)	\$(3,593)	\$14,439
Accrued expenses and other liabilities					
		68,228	(16,066)	(1b) (6,719)	45,443
Liabilities of discontinued operations					
				- - 10,884	10,884
Total current liabilities					
	92,831	(22,637)	572	70,766	
Long-term debt					
		658,444	(134,738)	(1c) -	523,706
Retirement, post-retirement and post-employment plans					
			221,121	- -	221,121
Deferred income taxes					
		46,334	(1,121)	(1d) 3,116	(1h) 48,329
Other liabilities and deferred credits					
	24,361	(60)	(572)	23,729	
Stockholders' equity (deficit)					
	17	(113,000)	(1e) (20,336)	(1i) (133,319)	
Total liabilities and stockholders' equity (deficit)					
	\$1,043,108	\$(271,556)	\$(17,220)	\$754,332	

See notes to the pro forma condensed consolidated financial statements.

Media General, Inc.
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited, in thousands except per share amounts)

	For the Three Months Ended March 25, 2012			
	Historical	Adjustments for Properties Sold to World Media (2a)	Adjustments for Other Properties to be Divested (2b)	Pro Forma
Revenues				
Broadcast television	\$ 73,442	\$ -	\$ (1,290)	\$ 72,152
Digital media and other	8,808	(4,123)	(1,718)	2,967
Print	67,264	(50,929)	(16,335)	-
Total revenues	149,514	(55,052)	(19,343)	75,119
Operating costs:				
Employee compensation	73,204	(27,075)	(9,245)	36,884
Production	35,599	(10,826)	(6,685)	18,088
Selling, general and administrative	25,003	(9,782)	(6,455)	8,766
Depreciation and amortization	12,494	(4,079)	(1,100)	7,315
Goodwill and other asset impairment	10,082	-	(10,082)	-
Total operating costs	156,382	(51,762)	(33,567)	71,053
Operating income (loss)	(6,868)	(3,290)	14,224	4,066
Other income (expense):				
Interest expense	(15,152)	1	-	(15,151)
Debt modification costs	(10,408)	-	-	(10,408)
Other, net	200	-	(15)	185
Total other income (expense)	(25,360)	1	(15)	(25,374)
Income (loss) from continuing operations before income taxes	(32,228)	(3,289)	14,209	(21,308)
Income tax expense (benefit)	2,196	(2,308)	3,520	3,408
Income (loss) from continuing operations	\$ (34,424)	\$ (981)	\$ 10,689	\$ (24,716)
Loss from continuing operations per common share basic and assuming dilution	\$ (1.53)			\$ (1.10)
Weighted average common shares	22,555			22,555

Explanation of Responses:

See notes to the pro forma condensed consolidated financial statements.

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Media General, Inc.
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited, in thousands except per share amounts)

	For the Three Months Ended March 27, 2011			
	Historical	Adjustments for Properties Sold to World Media (3a)	Adjustments for Other Properties to be Divested (3b)	Pro Forma
Revenues				
Broadcast television	\$65,326	\$-	\$(1,381)	\$63,945
Digital media and other	10,273	(3,855)	(3,075)	3,343
Print	73,344	(54,073)	(19,271)	-
Total revenues	148,943	(57,928)	(23,727)	67,288
Operating costs:				
Employee compensation	78,219	(28,709)	(12,992)	36,518
Production	35,756	(10,847)	(7,806)	17,103
Selling, general and administrative	26,196	(10,188)	(7,167)	8,841
Depreciation and amortization	13,019	(4,462)	(1,339)	7,218
Total operating costs	153,190	(54,206)	(29,304)	69,680
Operating loss	(4,247)	(3,722)	5,577	(2,392)
Other income (expense):				
Interest expense	(16,564)	1	-	(16,563)
Other, net	265	-	(23)	242
Total other income (expense)	(16,299)	1	(23)	(16,321)
Income (loss) from continuing operations before income taxes	(20,546)	(3,721)	5,554	(18,713)
Income tax expense (benefit)	5,258	(2,569)	(93)	2,596
Income (loss) from continuing operations	\$(25,804)	\$(1,152)	\$5,647	\$(21,309)
Loss from continuing operations per common share basic and assuming dilution	\$(1.15)			\$(0.95)
Weighted average common shares	22,400			22,400

See notes to the pro forma condensed consolidated financial statements.

Media General, Inc.
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited, in thousands except per share amounts)

For the Fiscal Year Ended December 25, 2011

	Historical	Adjustments for Properties Sold to World Media (4a)	Adjustments for Other Properties to be Divested (4b)	Pro Forma
Revenues				
Broadcast television	\$278,669	\$-	\$(6,419)	\$272,250
Digital media and other	37,977	(16,713)	(9,182)	12,082
Print	299,561	(224,574)	(74,987)	-
Total revenues	616,207	(241,287)	(90,588)	284,332
Operating costs:				
Employee compensation	285,635	(106,783)	(50,485)	128,367
Production	139,963	(44,878)	(29,291)	65,794
Selling, general and administrative	106,636	(42,001)	(26,858)	37,777
Depreciation and amortization	51,575	(17,575)	(5,320)	28,680
Goodwill and other asset impairment	32,645	(26,617)	(6,028)	-
Total operating costs	616,454	(237,854)	(117,982)	260,618
Operating income (loss)	(247)	(3,433)	27,394	23,714
Other income (expense):				
Interest expense	(64,408)	5	-	(64,403)
Other, net	1,035	-	247	1,282
Total other expense	(63,373)	5	247	(63,121)
Income (loss) from continuing operations				
before income taxes	(63,620)	(3,428)	27,641	(39,407)
Income tax expense (benefit)	10,702	106	1,410	12,218
Income (loss) from continuing operations	\$(74,322)	\$(3,534)	\$26,231	\$(51,625)
Loss from continuing operations per common				
share basic and assuming dilution	\$(3.31)			\$(2.30)
Weighted average common shares				
	22,478			22,478

See notes to the pro forma condensed consolidated financial statements.

Media General, Inc.
 Pro Forma Condensed Consolidated Statements of Operations
 (Unaudited, in thousands except per share amounts)

For the Fiscal Year Ended December 26, 2010

	Historical	Adjustments for Properties Sold to World Media (5a)	Adjustments for Other Properties to be Divested (5b)	Pro Forma
Revenues				
Broadcast television	\$306,750	\$-	\$(8,907)	\$297,843
Digital media and other	42,993	(14,483)	(15,644)	12,866
Print	328,372	(242,704)	(85,668)	-
Total revenues	678,115	(257,187)	(110,219)	310,709
Operating costs:				
Employee compensation	297,725	(113,119)	(52,426)	132,180
Production	147,482	(44,615)	(30,758)	72,109
Selling, general and administrative	107,887	(42,014)	(28,304)	37,569
Depreciation and amortization	53,089	(18,245)	(5,715)	29,129
Gain on insurance recovery	(956)	956	-	-
Total operating costs	605,227	(217,037)	(117,203)	270,987
Operating income (loss)	72,888	(40,150)	6,984	39,722
Other income (expense):				
Interest expense	(71,053)	6	-	(71,047)
Other, net	954	-	32	986
Total other expense	(70,099)	6	32	(70,061)
Income (loss) from continuing operations				
before income taxes	2,789	(40,144)	7,016	(30,339)
Income tax expense (benefit)	25,427	(14,990)	(394)	10,043
Income (loss) from continuing operations	\$(22,638)	\$(25,154)	\$7,410	\$(40,382)
Loss from continuing operations per common				
share basic and assuming dilution	\$(1.01)			\$(1.81)
Weighted average common shares				
	22,341			22,341

See notes to the pro forma condensed consolidated financial statements.

Media General, Inc.
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited, in thousands except per share amounts)

For the Fiscal Year Ended December 27, 2009

	Historical	Adjustments for Properties Sold to World Media (6a)	Adjustments for Other Properties to be Divested (6b)	Pro Forma
Revenues				
Broadcast television	\$258,967	\$-	\$(8,395)	\$250,572
Digital media and other	41,143	(12,284)	(15,706)	13,153
Print	357,502	(257,343)	(100,159)	-
Total revenues	657,612	(269,627)	(124,260)	263,725
Operating costs:				
Employee compensation	300,439	(116,424)	(55,078)	128,937
Production	154,785	(50,058)	(34,290)	70,437
Selling, general and administrative	94,031	(36,521)	(29,018)	28,492
Depreciation and amortization	59,178	(19,901)	(6,808)	32,469
Goodwill and other asset impairment	84,220	(34,282)	(1,315)	48,623
Gain on insurance recovery	(1,915)	-	-	(1,915)
Total operating costs	690,738	(257,186)	(126,509)	307,043
Operating income (loss)	(33,126)	(12,441)	2,249	(43,318)
Other income (expense):				
Interest expense	(41,978)	7	-	(41,971)
Income on investments	701	-	-	701
Other, net	972	-	182	1,154
Total other income (expense)	(40,305)	7	182	(40,116)
Income (loss) from continuing operations				
before income taxes	(73,431)	(12,434)	2,431	(83,434)
Income tax expense (benefit)	(28,638)	(4,849)	948	(32,539)
Income (loss) from continuing operations	\$(44,793)	\$(7,585)	\$1,483	\$(50,895)
Loss from continuing operations per common				
share basic and assuming dilution	\$(2.01)			\$(2.29)
Weighted average common shares				
	22,245			22,245

See notes to the pro forma condensed consolidated financial statements.

Media General, Inc.
Notes to Pro Forma Condensed Financial Statements

BALANCE SHEET

March 25, 2012 Adjustments:

- 1(a) Eliminate assets and liabilities related to properties sold to World Media.
- 1(b) Accrue \$2.8 million of estimated additional expenses for liabilities directly related to the World Media sale transaction.
- 1(c) Decrease to long-term debt upon application of net sale proceeds from the World Media sale transaction.
- 1(d) Reduce deferred income taxes for expected tax benefit associated with loss on sale of the properties sold to World Media. The amount of income tax benefit associated with the sale is limited to the reversal of previously recorded valuation allowance in connection with the tax amortization of the Company's indefinite-lived intangible assets that were not available to offset existing deferred tax assets (termed a "naked credit").
- 1(e) Adjust stockholders' equity to reflect the estimated loss on sale of the properties sold to World Media as if the sale occurred on March 25, 2012.
- 1(f) Reflect assets and liabilities of other properties to be divested as held for sale as of March 25, 2012. Other properties to be divested include the Company's Tampa print properties and associated websites, DealTaker.com, and its Production Services business.
- 1(g) Reflect other properties to be divested at their fair value less costs to sell.
- 1(h) Increase deferred income taxes for anticipated net tax expense associated with properties to be divested primarily due to the elimination of the tax basis in the assets of DealTaker.com upon sale.
- 1(i) Reduce stockholders' equity to reflect other properties to be divested at their estimated fair value less costs to sell and for the anticipated \$3.1 million of net tax expense associated with other properties to be divested.

STATEMENTS OF OPERATIONS

Adjustments for the three months ended March 25, 2012

- 2(a) Eliminate the results of operations associated with properties to be sold to World Media. Income taxes allocated to these properties primarily represent the valuation allowance recorded during the period in connection with the tax amortization of the Company's indefinite-lived intangible assets that were not available to offset existing deferred tax assets (i.e., the naked credit).
- 2(b) Eliminate the results of operations associated with other properties to be divested. Other properties to be divested include the Company's Tampa print properties and associated websites, DealTaker.com, and its Production Services business. Income taxes allocated to these properties primarily represent the impact of the naked credit described above offset by a \$3.6 million income tax benefit related to the impairment of the goodwill and intangible assets of DealTaker.com.

Adjustments for the three months ended March 27, 2011

- 3(a) Eliminate the results of operations associated with properties to be sold to World Media. Income taxes allocated to these properties primarily represent the impact of the naked credit described above.
- 3(b) Eliminate the results of operations associated with other properties to be divested. Other properties to be divested include the Company's Tampa print properties and associated websites, DealTaker.com, and its Production Services business. Income taxes allocated to these properties primarily represent the impact of the naked credit described above.

Explanation of Responses:

Adjustments for the year ended December 25, 2011

- 4(a) Eliminate the results of operations associated with properties to be sold to World Media. Income taxes allocated to these properties primarily represent the impact of the naked credit described above offset by a \$10.4 million income tax benefit related to the impairment of the goodwill and intangible assets of certain print properties in the Virginia/Tennessee market.
- 4(b) Eliminate the results of operations associated with other properties to be divested. Other properties to be divested include the Company's Tampa print properties and associated websites, DealTaker.com, and its Production Services business. Income taxes allocated to these properties primarily represent the impact of the naked credit described above offset by a \$1.8 million income tax benefit related to the impairment of the goodwill and intangible assets of DealTaker.com.

Adjustments for the year ended December 26, 2010

- 5(a) Eliminate the results of operations associated with properties to be sold to World Media. Income taxes allocated to these properties primarily represent the impact of the naked credit described above.
- 5(b) Eliminate the results of operations associated with other properties to be divested. Other properties to be divested include the Company's Tampa print properties and associated websites, DealTaker.com, and its Production Services business. Income taxes allocated to these properties primarily represent the impact of the naked credit described above.

Adjustments for the year ended December 27, 2009

- 6(a) Eliminate the results of operations associated with properties to be sold to World Media. An intraperiod tax allocation was reflected at the Company's normalized tax rate of 39%. Impairment charges recorded during 2009 offset the impact of the naked credit described above.
- 6(b) Eliminate the results of operations associated with other properties to be divested. Other properties to be divested include the Company's Tampa print properties and associated websites, DealTaker.com, and its Production Services business. An intraperiod tax allocation was reflected at the Company's normalized tax rate of 39%. Impairment charges recorded during 2009 offset the impact of the naked credit described above.

Forward-Looking Statements

This Form 8-K contains forward-looking statements that are subject to various risks and uncertainties. Actual results may differ materially from those suggested by forward-looking statements for a number of reasons including those described in Item 1A "Risk Factors" of the Company's Form 10-K. The reader should understand that it is not possible to foresee or identify all risk factors. Consequently, any such list should not be considered a complete statement of all potential risks or uncertainties.

(d) Exhibits

Exhibit 10.1 Amendment No. 1 to Asset Purchase Agreement, dated as of June 25, 2012, by and among Media General, Inc., Media General Operations, Inc., Media General Communications Holdings, LLC and World Media Enterprises Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDIA GENERAL, INC.
(Registrant)

Date June 29, 2012

/s/ James F. Woodward
James F. Woodward
Vice President - Finance
and Chief Financial Officer