

Carter Thomas
Form 4
March 19, 2019

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 *
Carter Thomas

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Financial Officer

C/O NEXSTAR MEDIA GROUP, INC., 545 E. JOHN CARPENTER FREEWAY, SUITE 700

(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
____ Form filed by More than One Reporting Person

IRVING, TX 75062

(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)		
				(A) or (D)	Price				
Class A Common Stock	03/15/2019		M	8,333	A	11	96,416	D	
Class A Common Stock	03/15/2019		F	3,280	D	\$	106.59	93,136	D
Class A Common Stock	03/15/2019		M	8,333	A	11	101,469	D	

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Class A
Common Stock 03/15/2019 F 3,280 D \$ 106.59 98,189 D

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

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	03/15/2019		M	8,333	(2) (2)	Class A Common Stock	8,333
Restricted Stock Units	(1)	03/15/2019		M	8,333	(3) (3)	Class A Common Stock	8,333

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carter Thomas
C/O NEXSTAR MEDIA GROUP, INC.
545 E. JOHN CARPENTER FREEWAY, SUITE 700
IRVING, TX 75062

EVP, Chief Financial Officer

Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Thomas Carter

03/19/2019

**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) 25,000 Restricted stock units awarded on March 15, 2018. 8,333, 8,333 and 8,334 restricted stock units vest on March 15, 2019, 2020 and 2021, respectively.

(3) 25,000 performance-based restricted stock units (PSUs) were awarded on March 15, 2018. 8,333, 8,333 and 8,334 PSUs vest on March 15, 2019, 2020 and 2021, respectively, subject to continued employment and achievement of pre-established performance metrics. For the 8,333 PSUs that were scheduled to vest on March 15, 2019, the Compensation Committee of Nexstar's Board of Directors performed an assessment and determined that the conditions were satisfied, thus, the 8,333 PSUs vested in full on March 15, 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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