

HEMISPHERE MEDIA GROUP, INC.

Form 3

October 25, 2016

**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Gemini Latin Holdings, LLC		(Month/Day/Year)	HEMISPHERE MEDIA GROUP, INC. [HMTV]	
(Last)	(First)	(Middle)	10/21/2016	
C/O INTERMEDIA PARTNERS, L.P., Â 405 LEXINGTON AVENUE, 48TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10174			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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)	
Warrants (Right to Purchase)	04/04/2013	Â (1)	Class A Common Stock	1,166,290	\$ 6	I (3)	By Gato Investments LP
Class B Common Stock	Â (2)	Â (2)	Class A Common Stock	16,494,671	\$ (2)	I (3)	By Gato Investments LP

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gemini Latin Holdings, LLC C/O INTERMEDIA PARTNERS, L.P. 405 LEXINGTON AVENUE, 48TH FLOOR NEW YORK, NY 10174	Â	Â X	Â	Â
Gato Investments LP C/O INTERMEDIA PARTNERS, L.P. 405 LEXINGTON AVENUE, 48TH FLOOR NEW YORK, NY 10174	Â	Â X	Â	Â

## Signatures

/s/ Peter M. Kern 10/25/2016

\*\*Signature of Reporting Person

Date

/s/ Peter M. Kern 10/25/2016

\*\*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) Pursuant to the terms of the warrant agreement, as amended by the Assignment, Assumption and Amendment of Warrant Agreement, a form of which was filed with the Securities and Exchange Commission as Annex B to Hemisphere Media Group, Inc.'s Amendment No. 3 to its Registration Statement on Form S-4 filed on March 15, 2013, as subsequently amended, the warrants will expire on April 4, 2018 unless Hemisphere Media Group, Inc. (the "Company") is liquidated prior to such time.

(2) In accordance with the terms of the Company's amended and restated certificate of incorporation, each share of the Company's Class B common stock, par value \$0.0001 per share, is convertible in whole or in part at any time at the holder's election into an equal number of fully paid and non-assessable shares of Class A common stock, par value \$0.0001 per share, and has no expiration date.

(3) The reported securities are owned directly by Gato Investments LP (the "Investor"), and indirectly by Gemini Latin Holdings, LLC (the "General Partner"), as general partner of the Investor and Peter M. Kern, as the managing member of the General Partner. The General Partner and Mr. Kern disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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### Remarks:

This report is filed jointly by the Investor and the General Partner, each of whom are 10% owners

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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.