

HEMISPHERE MEDIA GROUP, INC.

Form S-8

May 18, 2016

As filed with the Securities and Exchange Commission on May 18, 2016

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**Hemisphere Media Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**4841**  
(Primary Standard Industrial  
Classification Code Number)

**80-0885255**  
(I.R.S. Employer  
Identification No.)

**Hemisphere Media Group, Inc.**

**2000 Ponce de Leon Boulevard**

**Suite 500**

**Coral Gables, FL 33134**  
**(305) 421-6364**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**Hemisphere Media Group, Inc. Amended and Restated**

**2013 Equity Incentive Plan**

(Full title of the plan)

**Alan J. Sokol  
Chief Executive Officer  
2000 Ponce de Leon Boulevard**

**Suite 500**

**Coral Gables, FL 33134  
(305) 421-6364**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**With copies to:**

**Tracey A. Zaccone, Esq.**

Paul, Weiss, Rifkind, Wharton & Garrison, LLP

1285 Avenue of the Americas

New York, NY 10019-6064

(212) 373-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
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(1) Represents additional shares of Hemisphere Media Group, Inc.'s Class A common stock, par value \$0.0001 ( Hemisphere Class A common stock ), reserved for issuance under the Hemisphere Media Group, Inc. Amended and Restated 2013 Equity Incentive Plan (the Amended and Restated Plan ). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends or similar transactions.

(2) Pursuant to Rule 457(c) and (h) under the Securities Act, the proposed maximum offering price per share was determined based on the high and low prices of Hemisphere Class A common stock reported on the Global Market of The NASDAQ Stock Market on May 16, 2016.

(3) Calculated by multiplying the proposed maximum aggregate offering price by .0001007.

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**EXPLANATORY NOTE**

The Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 10, 2013, File No. 333-187846, is hereby incorporated by reference. By such Registration Statement, the Company registered 4,000,000 shares of its Class A common stock that were reserved for issuance in respect of awards to be granted under the Hemisphere Media Group, Inc. 2013 Equity Incentive Plan (the Plan). On March 10, 2016, the board of directors of the Company approved the Amended and Restated Plan, effective upon and subject to stockholder approval, which was received on May 16, 2016, in order to, among other things, increase the number of shares of Hemisphere Class A common stock reserved for issuance in respect of awards to be granted under the Amended and Restated Plan from 4,000,000 shares of Hemisphere Class A common stock to an aggregate of 7,225,920 shares of Hemisphere Class A common stock. As of May 18, 2016, a total of 3,222,415 shares of Hemisphere Class A common stock registered under the Plan were issued or reserved for issuance upon exercise of outstanding non-qualified employee stock options and 777,585 shares of Hemisphere Class A common stock remain available for issuance (not taking into effect the share increase pursuant to the Amended and Restated Plan). This Registration Statement is to register the additional 3,225,920 shares of Hemisphere Class A common stock therefore increasing the total pool of shares of Hemisphere Class A common stock available for future issuance pursuant to the Amended and Restated Plan to approximately 4.0 million shares.

Pursuant to General Instruction E to Form S-8, the contents of such earlier Registration Statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the SEC are incorporated by reference in this Registration Statement:

1. the Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed on March 14, 2016 (including the exhibits thereto);
2. the portions of the Definitive Proxy Statement on Schedule 14A for the 2016 annual meeting of stockholders filed on April 6, 2016 that are incorporated by reference in the Annual Report on Form 10-K for the year ended December 31, 2015;

3. the Quarterly Report on Form 10-Q for the three month period ended March 31, 2016, filed on May 9, 2016; and

4. the description of the Hemisphere Class A common stock set forth in the Registration Statement on Form 8-A filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), on April 4, 2013, and any amendment or report filed for the purpose of updating any such description.

In addition, all reports and documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than portions of those made pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information furnished and not filed with the Securities and Exchange Commission), subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein and to be a part hereof shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The Registrant herewith files the exhibits identified below.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
3.1	Amended and Restated Certificate of Incorporation of Hemisphere Media Group, Inc. (incorporated herein by reference to Exhibit 3.3 to Amendment No. 2 to the Company's Registration Statement on Form S-4 filed with the Commission on March 11, 2013 (File No. 333-186210)).
3.2	Amended and Restated Bylaws of Hemisphere Media Group, Inc. (incorporated herein by reference to Exhibit 3.4 to Amendment No. 2 to the Company's Registration Statement on Form S-4 filed with the Commission on March 11, 2013 (File No. 333-186210)).
4.1	Hemisphere Media Group, Inc. Amended and Restated 2013 Equity Incentive Plan (incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement for its 2016 Annual Meeting of Stockholders filed with the Commission on May 16, 2016).
4.2	Specimen Hemisphere Class A common stock Certificate (incorporated herein by reference to Exhibit 4.1 to Amendment No. 2 to the Company's Registration Statement on Form S-4 filed with the Commission on March 11, 2013 (File No. 333-186210)).
5.1*	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison, LLP with respect to the legality of the common stock registered hereby.
23.1*	Consent of RSM US LLP.
23.2*	Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to this Registration Statement).

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\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Coral Gables, State of Florida, on May 18, 2016.

HEMISPHERE MEDIA GROUP, INC.

By:

/s/ Alan J. Sokol  
Alan J. Sokol  
*Chief Executive Officer and President*

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned constitute and appoint Alan J. Sokol and Craig D. Fischer their true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, from such person and in each person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement or any registration statement relating to this Registration Statement under Rule 462 and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed as of May 18, 2016 by the following persons in the capacities indicated.

<b>Name</b>	<b>Title</b>
/s/ Alan J. Sokol Alan J. Sokol	Chief Executive Officer, President and Director (Principal Executive Officer)
/s/ Peter M. Kern Peter M. Kern	Chairman of the Board and Director
/s/ Craig D. Fischer Craig D. Fischer	Chief Financial Officer (Principal Financial Officer and Chief Accounting Officer)
/s/ Gabriel Brener Gabriel Brener	Director
/s/ John Engelman John Engelman	Director
/s/ Leo Hindery, Jr.	

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Leo Hindery, Jr.	Director
/s/ James M. McNamara James M. McNamara	Director
/s/ Eric C. Neuman Eric C. Neuman	Director
/s/ Vincent L. Sadusky Vincent L. Sadusky	Director
/s/ Ernesto Vargas Guajardo Ernesto Vargas Guajardo	Director



**EXHIBIT INDEX**

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