

YUDROFF ROYCE
Form 4
December 21, 2012

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 *
YUDROFF ROYCE

2. Issuer Name and Ticker or Trading Symbol
NEXSTAR BROADCASTING 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)
12/21/2012

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

111 HUNTINGTON AVE, 29TH FLOOR

(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

BOSTON, MA 02199

(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)
Class A Common Stock of Nexstar Broadcasting Group, Inc.	12/19/2012		C	519,368 A	\$ 0 519,368	I	See Footnotes (2) (4)
Class A Common Stock of Nexstar Broadcasting	12/19/2012		C	680,632 A	\$ 0 1,200,000	I	See Footnotes (3) (4)

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Group, Inc.

Class A
Common

Stock of
Nexstar
Broadcasting
Group, Inc.

12/21/2012

S

519,368

D

\$
8.8338

680,632

I

See
Footnotes
(2) (4)

Class A
Common

Stock of
Nexstar
Broadcasting
Group, Inc.

12/21/2012

S

680,632

D

\$
8.8338

0

I

See
Footnotes
(3) (4)

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 displays a currently valid OMB control number.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Class B Common Stock of Nexstar Broadcasting Group, Inc.	<u>(1)</u>	12/19/2012		C	519,368	<u>(1)</u> <u>(1)</u>	Class A Common Stock of Nexstar Broadcasting Group, Inc. 519,368
Class B Common Stock of Nexstar Broadcasting Group, Inc.	<u>(1)</u>	12/19/2012		C	680,632	<u>(1)</u> <u>(1)</u>	Class A Common Stock of Nexstar Broadcasting Group, Inc. 680,632

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YUDROFF ROYCE 111 HUNTINGTON AVE 29TH FLOOR BOSTON, MA 02199	X	X		

Signatures

/s/ SHIRLEY E. GREEN, as Attorney-in-Fact for Royce
Yudkoff

12/21/2012

__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) Each share of Class B Common Stock of Nexstar Broadcasting Group, Inc. is convertible into Class A Common Stock on a one-for-one basis at the election of the holder at any time.
- (2) The Reporting Person is the trustee of ABRY Holdings Co., which is the sole member of ABRY Holdings, LLC, which is the sole general partner of ABRY Capital, L.P., which is the sole general partner of ABRY Broadcast Partners II, L.P. ("ABRY II").
- (3) The Reporting Person is the sole trustee of ABRY Holdings III, Co., which is the sole member of ABRY Holdings III, LLC, which is the sole general partner of ABRY Equity Investors, L.P., the sole general partner of ABRY Broadcast Partners III, L.P. ("ABRY III").
- (4) The Reporting Person disclaims beneficial ownership of the securities issued to ABRY II and ABRY III, except to the extent of his "pecuniary interest" (as defined in Rule 16a-1 under the Securities and Exchange Act of 1934, as amended), if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for Section 16 purposes or for any other purposes.

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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