

Fischer Craig D.
Form 4
May 20, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fischer Craig D.

2. Issuer Name **and** Ticker or Trading
Symbol
HEMISPHERE MEDIA GROUP,
INC. [HMTV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O HEMISPHERE MEDIA
GROUP, INC., 2000 PONCE DE
LEON BLVD, SUITE 500

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Financial Officer

CORAL GABLES, FL 33134

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

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

(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)
			Code	V	Amount (A) or (D)	Price \$	
CLASS A COMMON STOCK	05/20/2013		F		12,304 (1)	D 14.31 (2)	237,696 (3) D

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

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(9-02)

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fischer Craig D.
C/O HEMISPHERE MEDIA GROUP, INC.
2000 PONCE DE LEON BLVD, SUITE 500
CORAL GABLES, FL 33134

Chief Financial Officer

Signatures

/s/ Craig D.
Fischer 05/20/2013

__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) In accordance with the Hemisphere Media Group, Inc. (the "Company") 2013 Equity Incentive Plan (the "Plan"), the reporting person returned shares of the Company's Class A common stock to the Company for the purpose of paying the reporting person's withholding taxes due upon the vesting of restricted shares of Class A common stock previously awarded to the reporting person under the Plan. The disposition is exempt in accordance with Rule 16b-3.

(2) This is the market price used to calculate the number of shares deducted to satisfy tax withholding obligations.

(3) Of these shares, 200,000 are restricted securities and will vest as follows: subject to certain exceptions, 150,000 shares will vest in equal annual installments on each of the first three (3) anniversaries of April 4, 2013 (the "Effective Time") and 50,000 shares will vest upon the fair market value of the Company's Class A common stock price reaching or exceeding \$15.00 per share on at least ten trading days (which need not be consecutive) following the Effective Time.

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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