

HEMISPHERE MEDIA GROUP, INC.
 Form 4
 April 13, 2015

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 *
 Tolston Alex J

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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/09/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 General Counsel & Corp. Sec'y

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

(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

CORAL GABLES, FL 33134

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
CLASS A COMMON STOCK	04/09/2015		F		2,204 <u>(1)</u>	D	\$ 12.73 <u>(2)</u>
					20,576 ⁽³⁾	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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tolston Alex J
C/O HEMISPHERE MEDIA GROUP, INC.
2000 PONCE DE LEON BLVD., SUITE 500
CORAL GABLES, FL 33134

General Counsel & Corp. Sec'y

Signatures

/s/ Alex J. 04/13/2015
Tolston

__Signature of Date
Reporting Person

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) The fair market value of the Class A common stock at the close of trading on April 9, 2015, the date of vesting, was used to calculate the number of shares deducted to satisfy the Reporting Person's tax withholding obligations.
 - (3) Of these shares, 8,333 are restricted securities and will vest, subject to certain exceptions, in a final installment on the third anniversary of April 9, 2013.

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.