

Bordes Cristina
Form 5
February 09, 2018

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Bordes Cristina

2. Issuer Name and Ticker or Trading Symbol
BEASLEY BROADCAST GROUP INC [BBGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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

C/O CARTER LEDYARD & MILBURN LLP, TWO WALL STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10005

__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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | 12/29/2017 | Â | J | 160,442.318 (1) (2) D \$ 4.61 | 489,762.455 | I (3) (4) | By Gift Trust |
| Class A Common Stock | 12/29/2017 | Â | J | 280,558.92 (5) D \$ 4.61 | 2,004,759.9816 | I (4) (6) | By GRATs |

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

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SEC 2270 (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) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bordes Cristina
C/O CARTER LEDYARD & MILBURN LLP
TWO WALL STREET
NEW YORK, NY 10005

Â Â X Â Â

Signatures

/s/ Stephen F. Lappert, Attorney-in-Fact on behalf of Cristina Bordes

02/09/2018

__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) Includes 56,409.54 shares surrendered to Beasley Broadcast Group, Inc. (the "Issuer") and 104,032.778 shares released to the Issuer from escrow, in connection with the Agreement and Plan of Merger dated July 19, 2016, by and among the Issuer, Greater Media, Inc. ("Greater Media"), Beasley Media Group 2, Inc., an indirect wholly owned subsidiary of the Issuer ("Merger Sub"), and Peter A. Bordes, Jr., as the stockholders' representative (the "Stockholders' Representative"), pursuant to which, on November 1, 2016 (the "Effective Time"), Merger Sub was merged with and into Greater Media, with Greater Media surviving the merger as an indirect wholly owned subsidiary of the Issuer (the "Merger"), and pursuant to the Settlement Agreement (the "Settlement Agreement"), dated December 29, 2017, by and among the Issuer, Greater Media and the Stockholders' Representative, in full satisfaction of the Reporting Person's obligations with respect to (continued in next footnote)
- (2) (i) certain purchase price and other adjustments under Section 1.7 of the Merger Agreement, and (ii) resolution of certain other claims between the Issuer and BFTW LLC.
- (3) Cristina Bordes is a co-trustee and beneficiary of the Cristina Bordes 2009 Gift Trust.

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- (4) Cristina Bordes disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this report shall not be deemed to be an admission that she is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

- (5) Includes 230,902.96 shares surrendered to the Issuer and 49,685.955 shares released to the Issuer from escrow in connection with the Merger Agreement and pursuant to the Settlement Agreement, in full satisfaction of the Reporting Person's obligations with respect to (i) certain purchase price and other adjustments under Section 1.7 of the Merger Agreement, and (ii) resolution of certain other claims between the Issuer and BFTW LLC.

- (6) These securities are owned by various grantor retained annuity trusts (the "Lee Bordes GRATs"). Cristina Bordes is a co-trustee of the Lee Bordes GRATs.

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