

NEWHOUSE BROADCASTING CORP
Form 4
August 03, 2017

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 *
ADVANCE LONG-TERM
MANAGEMENT TRUST

2. Issuer Name and Ticker or Trading Symbol
Discovery Communications, Inc.
[DISC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

ONE NEWARK CENTER, 19TH
FLOOR, C/O ROBINSON MILLER,
LLC

08/01/2017

(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

NEWARK, NJ 07102

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 | Amount of Number of Shares |
| Series A Convertible Participating Preferred Stock | (1) | 08/01/2017 | | D | | (1) | (1) | Series A Common Stock | 434,070 |
| | | | | | 434,070 (2) (5) | | | | |
| Series A Convertible Participating Preferred Stock | (1) | 08/01/2017 | | D | | (1) | (1) | Series C Common Stock | 434,070 |
| | | | | | 434,070 (2) (5) | | | | |
| Series C Convertible Participating Preferred Stock | (4) | 08/01/2017 | | D | | (4) | (4) | Series C Common Stock | 892,320 |
| | | | | | 446,162 (2) (5) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADVANCE LONG-TERM MANAGEMENT TRUST ONE NEWARK CENTER, 19TH FLOOR C/O ROBINSON MILLER, LLC NEWARK, NJ 07102 | X | X | | |
| NEWHOUSE BROADCASTING CORP 6350 COURT STREET EAST SYRACUSE, NY 13057 | X | X | | |
| ADVANCE PUBLICATIONS, INC 950 FINGERBOARD ROAD STATEN ISLAND, NY 10305 | X | X | | |
| NEWHOUSE FAMILY HOLDINGS, L.P. ONE WORLD TRADE CENTER NEW YORK, NY 10007 | X | X | | |
| ADVANCE/NEWHOUSE PROGRAMMING PARTNERSHIP 6350 COURT STREET EAST SYRACUSE, NY 13057 | X | X | | |

Signatures

| | |
|--|------------|
| Advance/Newhouse Programming Partnership, By: /s/ Michael A. Newhouse, Vice President | 08/02/2017 |
| __Signature of Reporting Person | Date |
| Newhouse Broadcasting Corporation, By: /s/ Michael A. Newhouse, Executive Vice President | 08/02/2017 |
| __Signature of Reporting Person | Date |
| Advance Publications, Inc., By: /s/ Michael A. Newhouse, Co-President | 08/02/2017 |
| __Signature of Reporting Person | Date |
| Newhouse Family Holdings, L.P., By: Advance Long-Term Management Trust, as General Partner, By: /s/ Michael A. Newhouse, Trustee | 08/02/2017 |
| __Signature of Reporting Person | Date |
| Advance Long-Term Management Trust, By: /s/ Michael A. Newhouse, Trustee | 08/02/2017 |
| __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 Series A Convertible Participating Preferred Stock is convertible pursuant to its terms into one share of Series A Common Stock and one share of Series C Common Stock at any time (following a stock dividend that occurred on August 6, 2014).
Shares released from the escrow account governed by the Escrow Agreement, dated September 17, 2008, by and among the Issuer, Advance/Newhouse Programming Partnership and JPMorgan Chase Bank to the Issuer in accordance to the terms of such Escrow Agreement. Prior to their release in accordance with the Escrow Agreement, such shares were deemed to be beneficially owned by each reporting person.
 - (2) Advance/Newhouse Programming Partnership is the record holder of the Series A Convertible Participating Preferred Stock and Series C Convertible Participating Preferred Stock and therefore a reporting person hereunder. The other reporting persons own such shares through subsidiaries. Each reporting person disclaims beneficial ownership except to the extent of its pecuniary interest.
 - (3) Each share of Series C Convertible Participating Preferred Stock is convertible pursuant to its terms into two shares of Series C Common Stock at any time (following a stock dividend that occurred on August 6, 2014).
 - (4) Disposed to the Issuer in an exempt transaction.

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.