

Ascent Capital Group, Inc.  
Form 4  
November 28, 2016

**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 \*  
Okumus Fund Management Ltd.

2. Issuer Name and Ticker or Trading Symbol  
Ascent Capital Group, Inc.  
[ASCMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
767 THIRD AVENUE, 35TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2016

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

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Series A Common Stock	11/23/2016		S		2,466 D \$ 19.9173	1,239,459	D <u>(1)</u>
Series A Common Stock	11/23/2016		S		2,466 D \$ 19.9173	1,239,459	I See Footnote <u>(2)</u>
Series A Common Stock	11/23/2016		S		2,466 D \$ 19.9173	1,239,459	I See Footnote <u>(2)</u>
Series A Common Stock	11/25/2016		S		2,000 D \$	1,237,459	D <u>(1)</u>

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Common Stock						19.8875			
Series A Common Stock	11/25/2016		S	2,000	D	\$ 19.8875	1,237,459	I	See Footnote (2)
Series A Common Stock	11/25/2016		S	2,000	D	\$ 19.8875	1,237,459	I	See Footnote (2)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Okumus Fund Management Ltd.  
767 THIRD AVENUE  
35TH FLOOR  
NEW YORK, NY 10017

X

Okumus Opportunistic Value Fund Ltd.  
CRAIGMUIR CHAMBERS  
P.O. BOX 71, ROAD TOWN  
TORTOLA, D8 VG 1110

X

OKUMUS AHMET H  
C/O OKUMUS FUND MANAGEMENT LTD.

X

767 THIRD AVENUE, 35TH FLOOR  
NEW YORK, NY 10017

## Signatures

Okumus Fund Management Ltd., By: /s/ Ahmet H. Okumus, President	11/28/2016
__Signature of Reporting Person	Date
Okumus Opportunistic Value Fund, Ltd., By: /s/ Ahmet H. Okumus, Director	11/28/2016
__Signature of Reporting Person	Date
/s/ Ahmet H. Okumus	11/28/2016
__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) The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd.

The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd., a British Virgin Islands business company managed by Okumus Fund Management Ltd., and may be deemed indirectly beneficially owned by Okumus Fund Management Ltd. as the investment manager of Okumus Opportunistic Value Fund, Ltd. The reported securities may also be deemed indirectly beneficially

(2) owned by Ahmet H. Okumus as President of Okumus Fund Management Ltd. and Director of Okumus Opportunistic Value Fund, Ltd. Each of Okumus Fund Management Ltd. and Ahmet H. Okumus disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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