

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Frey Andrew</u>  (Last) (First) (Middle) 745 FIFTH AVENUE, 27TH FLOOR  (Street) NEW YORK NY 10151  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEMISPHERE MEDIA GROUP, INC. [ HMTV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/21/2020		A <sup>(1)</sup>		10,765	A	\$0	10,765	D	
CLASS A COMMON STOCK	05/21/2020		J <sup>(2)</sup>		10,765	D	\$0	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents restricted shares of Hemisphere Media Group, Inc. (the "Company") Class A common stock, par value \$0.0001 per share ("Common Stock") granted to Mr. Frey in connection with his service on the Company's Board of Directors pursuant to the Hemisphere Media Group, Inc. Amended and Restated 2013 Equity Incentive Plan. The number of restricted shares was calculated by dividing \$100,000 by the closing share price of the Common Stock on May 21, 2020, the date of grant. The restricted stock will vest on the day preceding the Company's 2021 annual meeting, subject to Mr. Frey's continued service as a director on such vesting date.
- All restricted shares referred to in the preceding note 1 were transferred by Mr. Frey and are owned by Searchlight Capital Partners, LP, a Delaware limited partnership ("SCP LP"). See Remarks below.

**Remarks:**

Mr. Frey, a manager of Searchlight II HMT GP, LLC ("SCP HMT GP"), a Delaware limited liability company and an affiliate of SCP LP, serves on the board of directors of the Company. Mr. Frey was selected by SCP HMT GP as a designee to the board of directors of the Company pursuant to the Stockholders Agreement, dated as of September 6, 2016, as amended by Amendment No. 1, dated as of October 21, 2016, and Amendment No. 2, dated as of June 9, 2019, by and among the Company, Gato Investments LP, InterMedia Hemisphere Roll-Over L.P., InterMedia Partners VII, L.P., Gemini Latin Holdings, LLC, Peter M. Kern and Searchlight II HMT, L.P.

/s/ Alan J. Sokol, Attorney-in-fact 05/26/2020

\*\* Signature of Reporting Person Date

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

\* 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).

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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