

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Sokol Alan J.</u> (Last) (First) (Middle) <u>C/O HEMISPHERE MEDIA GROUP, INC.</u> <u>4000 PONCE DE LEON BLVD, SUITE 650</u> (Street) <u>CORAL</u> <u>FL</u> <u>33146</u> <u>GABLES</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEMISPHERE MEDIA GROUP, INC. [</u> <u>HMTV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2019</u>	
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	08/13/2019		A		300,000 ⁽¹⁾	A	\$0	766,171 ⁽²⁾	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						Title
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$12.06	08/13/2019		A		500,000 ⁽³⁾		(4)	08/13/2029	Class A Common Stock	500,000	\$0	500,000 ⁽⁵⁾	D	

Explanation of Responses:

- Represents restricted shares of Class A common stock, par value \$0.0001 per share ("Class A common stock"), granted pursuant to the Hemisphere Media Group, Inc. Amended and Restated 2013 Equity Incentive Plan (the "Equity Plan"). The restricted stock will vest, subject to certain exceptions, in equal annual installments on each of the first three (3) anniversaries of April 5, 2019 (the "Effective Date").
- Of these shares, 100,000 are restricted securities which will vest upon the fair market value of the Class A common stock price reaching or exceeding \$15.00 per share on at least ten trading days (which need not be consecutive) following April 4, 2013.
- Represents options to purchase shares of Class A common stock granted pursuant to the Equity Plan.
- The employee stock options will vest, subject to certain exceptions, in equal annual installments on each of the first three (3) anniversaries of the Effective Date.
- Does not include (i) 212,500 stock options which will vest upon the fair market value of the Class A common stock price reaching or exceeding \$15.00 per share on at least ten trading days (which need not be consecutive) following April 4, 2013, (ii) 37,500 shares of Class A common stock issuable upon exercise of stock options that will vest upon the fair market value of the Class A common stock price reaching or exceeding \$15.00 per share on at least ten trading days (which need not be consecutive) following April 4, 2013, which options are being held in constructive trust by the Reporting Person until the vesting condition is satisfied, at which point such options shall be transferred as previously reported, (iii) 275,000 stock options to purchase shares of Class A common stock at \$10.20 per share, and (iv) 300,000 stock options to purchase shares of Class A common stock at \$11.90 per share, each previously reported by Reporting Person.

/s/ Alan J. Sokol

08/15/2019

** 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.

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 Number.