HEMISPHERE MEDIA GROUP, INC.
Form 424B4
May 08, 2015

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Filed Pursuant to Rule 424(B)(4)
Registration No. 333-203223

PROSPECTUS

3,195,583 Shares

Hemisphere Media Group, Inc.

Class A Common Stock

The selling stockholders identified in this prospectus are offering 3,195,583 shares of Class A common stock of Hemisphere Media Group, Inc., par value $0.0001 per share. Our Class A common stock is traded on the NASDAQ Global Market ("NASDAQ") under the symbol "HMTV." On May 7, 2015, the last reported sale price of our Class A common stock as reported on NASDAQ was $12.69 per share.

We have two classes of common stock, Class A common stock and Class B common stock, par value $0.0001 per share. The rights of the holders of our Class A common stock and Class B common stock are identical, except with respect to voting and conversion rights. Each share of Class A common stock is entitled to one vote. Each share of Class B common stock is entitled to ten votes and is convertible at any time at the holder's sole discretion into one share of Class A common stock. The holders of our outstanding shares of Class B common stock will hold approximately 95% of the voting power of our outstanding capital stock (not including shares of Class A common stock or derivative securities (other than Class B shares) convertible into shares of our Class A common stock held by such Class B holders) following the completion of this offering.

We will not receive any proceeds from the sale of Class A common stock to be offered by the selling stockholders.

We have granted the underwriters a 30-day option to purchase up to an additional 479,337 shares of our Class A common stock from us.

	Per share	Total
Public offering price	$ 12.00	$ 38,346,996
Underwriting discounts and commissions	$ 0.72	$ 2,300,820
Proceeds to the selling stockholders before expenses(1)	$ 11.28	$ 36,046,176

(1) See "Underwriting."

Investing in our Class A common stock involves a high degree of risk. See "Risk Factors" on page 22 of this prospectus to read about factors you should consider before making any decision to invest in our Class A common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of Class A common stock to purchasers on or about May 13, 2015.

Joint Book-Running Managers

RBC CAPITAL MARKETS GUGGENHEIM SECURITIES STIFEL

Co-Manager

MAXIM GROUP LLC

The date of this prospectus is May 7, 2015

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Neither we, the selling stockholders nor the underwriters have authorized any other person to provide you with different or additional information other than that contained in this prospectus. We, the selling stockholders and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may provide. We and the selling stockholders are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus is accurate only as of the date of this prospectus or such other date stated in this prospectus, and our business, financial condition, results of operations and/or prospects may have changed since those dates.

The laws of certain jurisdictions may restrict the distribution of this prospectus and the offer and sale of the shares of our Class A common stock. Persons into whose possession this prospectus or any shares of Class A common stock may come must inform themselves about, and observe, any such restrictions on the distribution of this prospectus and the offering and sale of the shares of Class A common stock. In particular, there are restrictions on the distribution of this prospectus and the offer or sale of the shares of our Class A common stock in the United States, the European Economic Area and Canada. Neither we, the selling stockholders nor our respective representatives are making any representation to any offeree or any purchaser of the shares of Class A common stock regarding the legality of any investment in the shares of our Class A common stock by such offeree or purchaser under applicable legal investment or similar laws or regulations. Accordingly, no shares of Class A common stock may be offered or sold, directly or indirectly, and neither this prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Ownership of our Class A common stock is also subject to certain regulatory restrictions, including the Communications Act of 1934 or FCC rules and policies (an "FCC Regulatory Limitation"). For more information, see "Description of Capital Stock Regulatory Restrictions."

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Unless otherwise indicated, all references in this prospectus to:

"Acquired Cable Business" refers to assets of Media World, LLC and its affiliates primarily used in, or held for use in connection with, the operation or conduct of Media World, LLC's Spanish-language television network business including: (i) Pasiones, (ii) Centroamerica TV and (iii) Television Dominicana;

"Acquired Cable Networks" refers to (i) Pasiones, (ii) Centroamerica TV and (iii) Television Dominicana;

"Annual Report on Form 10-K" refers to our Annual Report on Form 10-K for the fiscal year ended December 31, 2014;

"Azteca" refers to Azteca Acquisition Corporation, a Delaware blank check corporation;

"Azteca's Sponsor" refers to Azteca Acquisition Holdings, LLC;

"Business" refers collectively to our consolidated operations;

"Cable Networks" refers to our Networks with the exception of WAPA and WAPA 2 Deportes;

"Cable Networks Acquisition" refers to the acquisition of the Acquired Cable Business;

"Centroamerica TV" refers to HMTV Centroamerica TV, LLC, a Delaware limited liability company;

"Cinelatino" refers to Cine Latino, Inc., a Delaware corporation;

the "Company" refers to Hemisphere;

"Current Sponsor Warrantholders" refers to Brener International Group, LLC, a Delaware limited liability company and an affiliate of Azteca's Sponsor, Juan Pablo Albán and Clive Fleissig;

"Distributors" refers collectively to Satellite systems, telephone companies ("telcos"), and cable multiple system operators ("MSO"s), and the MSO's affiliated regional or individual cable systems;

"Hemisphere" refers to Hemisphere Media Group, Inc., a Delaware corporation and, where applicable, its consolidated subsidiaries;

"Holdings" refers to Hemisphere Media Holdings, LLC;

"Hispanic Programming Packages" refers to 20 or more channels, such as Cinelatino, Pasiones, Centroamerica TV, Television Dominicana, CNN en Español, Discovery en Español, History en Español, ESPN Deportes and Fox Deportes, on which our U.S. cable networks are distributed;

"InterMedia" refers to InterMedia Partners VII, L.P., a Delaware limited partnership;

"MSOs" refers to cable multiple system operators;

"MVS" refers to Grupo MVS, S.A. de C.V., a Mexican Sociedad Anonima de Capital Variable (variable capital corporation) and its affiliates, as applicable;

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"Networks" refers collectively to WAPA, WAPA2 Deportes, WAPA America, Cinelatino, Pasiones, Centroamerica TV and Television Dominicana;

"Pasiones" refers collectively to HMTV Pasiones US, LLC, a Delaware limited liability company and HMTV Pasiones LatAm, LLC, a Delaware limited liability company;

"Seller" refers to Media World, LLC, a Florida limited liability company;

"Seller Warrants" refers to the 2,333,334 warrants that were issued by Hemisphere to InterMedia and the Cinelatino stockholders upon the consummation of the Transaction;

"Sponsor Warrants" refers to the 4,666,667 warrants issued to Azteca's Sponsor pursuant to the Warrant Agreement at the time of Azteca's initial public offering;

"telcos" refers to telephone companies;

"Television Dominicana" refers to HMTV TV Dominicana, LLC, a Delaware limited liability company;

"Transaction" collectively refers to the mergers resulting in Azteca, WAPA Holdings and Cinelatino becoming indirect wholly-owned subsidiaries of Hemisphere;

"Warrant Agreement" refers to the Warrant Agreement, dated as of June 29, 2011, between Azteca and Continental Stock Transfer & Trust Company, as warrant agent;

"WAPA" refers to Televicentro of Puerto Rico, LLC, a Delaware limited liability company;

"WAPA America" refers to WAPA America, Inc., a Delaware corporation;

"WAPA Holdings" refers to WAPA Holdings, LLC, a Delaware limited liability company and, where applicable, its consolidated subsidiaries;

"WAPA2 Deportes" refers to a sports television network in Puerto Rico operated by WAPA;

"*wapa.tv*" refers to a news and entertainment website in Puerto Rico operated by WAPA; and

unless otherwise indicated or as the context requires, all references in this prospectus to "we," "us" and "our" refer to Hemisphere.

TRADEMARKS

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains statements that do not directly or exclusively relate to historical facts. These statements are "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995.

These forward-looking statements are necessarily estimates reflecting the best judgment and current expectations, plans, assumptions and beliefs about future events (in each case subject to change) of our senior management and management of our subsidiaries (including target businesses) and involve a number of risks, uncertainties and other factors, some of which may be beyond our control that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets," "plans," "believes," "expects," "intends," "will," "likely," "may," "anticipates," "estimates," "projects," "should," "would," "expect," "positioned," "strategy," "future," "potential," "plan," "forecast," or words, phrases or terms of similar substance or the negative thereof, are forward-looking statements. These include, but are not limited to, statements relating to the synergies and the benefits that we expect to achieve from the acquisition of the Acquired Cable Business, including future financial and operating results, the Company's plans, objectives, expectations and intentions and other statements that are not historical facts.

Forward-looking statements are not guarantees of performance. If one or more of these factors materialize, or if any underlying assumptions prove incorrect, our actual results, performance, or achievements may vary materially from any future results, performance or achievements expressed or implied by these forward-looking statements. In addition to the risk factors described under "Risk Factors" in this prospectus and in our Annual Report on Form 10-K, which is incorporated by reference herein, those factors include:

- the reaction by advertisers, programming providers, strategic partners, the Federal Communications Commission (the "FCC") or other government regulators to businesses that we acquire;

- the potential for viewership of our Networks' programming to decline or unexpected reductions in the number of subscribers to our Networks;

- the risk that we may fail to secure sufficient or additional advertising and/or subscription revenue;

- our ability to successfully integrate the Acquired Cable Business and achieve the expected synergies from that integration at the expected costs;

- the ability to realize anticipated growth and growth strategies of the company since the completion of (i) the Transaction (as defined below) and (ii) the acquisition of the Acquired Cable Business;

- the ability to realize the anticipated benefits of (i) the Transaction and (ii) the acquisition of the Acquired Cable Business, in each case, which may be affected by, among other things, competition in the industry in which we operate;

- the risk that we may become responsible for certain liabilities of the Acquired Cable Business;

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the costs expected to be incurred in connection with the integration of us and the Acquired Cable Business;

the risk that integrating our Business with that of the Acquired Cable Business may divert our management's attention;

future financial performance, including our ability to obtain additional financing in the future on favorable terms;

reduced access to capital markets or significant increases in borrowing costs;

our ability to successfully manage relationships with customers and distributors and other important relationships;

continued consolidation of Distributors in the marketplace;

the inability of advertisers or affiliates to remit payment to us in a timely manner or at all;

disagreements with our distributors over contract interpretation;

the outcome of any pending or threatened litigation;

the loss of key personnel and/or talent or expenditure of a greater amount of resources attracting, retaining and motivating key personnel than in the past;

strikes or other union job actions that affect our operations;

changes in technology, including changes in the distribution and viewing of television programming, including the expanded deployment of personal video recorders, video on demand ("VOD"), internet protocol television, mobile personal devices and personal tablets and their impact on subscription and television advertising revenue;

uncertainties inherent in the development of new business lines and business strategies;

changes in pricing and availability of products and services;

changes in the nature of key strategic relationships with partners and Distributors;

the ability of suppliers and vendors to deliver products and services;

fluctuations in foreign currency exchange rates and political unrest and regulatory changes in the international markets in which we operate;

- the deterioration of general economic conditions, either nationally or in the local markets in which we operate;

- changes in, or failure or inability to comply with, government regulations including, without limitation, regulations of the FCC, and adverse outcomes from regulatory proceedings;

- the ability to protect electronically stored data;

- competitor responses to our products and services; and

- a failure to secure affiliate agreements or renewal of such agreements on less favorable terms.

The list of factors above is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. All subsequent written and oral forward-looking statements concerning the matters addressed in this prospectus and attributable to us or any person acting on our behalf are qualified by these cautionary statements.

The forward-looking statements are based on current expectations about future events and are not guarantees of future performance, and are subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking statements are reasonable, these expectations may not be achieved. We may change our intentions, beliefs or expectations at any time and without notice, based upon any change in our assumptions or otherwise. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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PROSPECTUS SUMMARY

The following summary highlights only selected information contained elsewhere in this prospectus or the documents incorporated by reference herein, but does not contain all the information that may be important to you. Accordingly, you are encouraged to read this prospectus and the incorporated documents carefully and in their entirety, especially the risks of investing in our Class A common stock discussed under "Risk Factors." See also the section entitled "Incorporation of Documents by Reference."

Overview

We are a leading U.S. Spanish-language media company serving the fast growing and highly attractive U.S. Hispanic and Latin American markets with five Spanish-language cable television networks distributed in the U.S., two Spanish-language cable television networks distributed in Latin America, and the #1-rated broadcast television network in Puerto Rico. Headquartered in Miami, Florida, we own and operate the following leading Spanish language Networks and content production platform, including the leading movie and telenovela channels, two of the most popular Hispanic entertainment genres, and the leading cable television networks targeting the second, third and fourth largest U.S. Hispanic groups:

Cinelatino: the leading Spanish-language cable movie network with over 15 million subscribers across the U.S., Latin America and Canada, including 4.3 million subscribers in the U.S. and 10.8 million subscribers in Latin America. Cinelatino is programmed with a lineup featuring the best contemporary films and original television series from Mexico, Latin America, the U.S. and Spain. Driven by the strength of its programming and distribution, Cinelatino is the #1-rated Spanish-language cable movie network in the U.S. and the #2-rated Spanish-language cable television network in the U.S. overall.

WAPA: the leading broadcast television network and television content producer in Puerto Rico. WAPA has been the #1-rated broadcast television network in Puerto Rico for the last six years. WAPA is Puerto Rico's news leader and the largest local producer of entertainment programming, producing over 70 hours each week of programming that is aired on WAPA and WAPA America. Through WAPA's multicast signal, we distribute WAPA2 Deportes, a leading sports television network in Puerto Rico, featuring *Major League Baseball* and professional sporting events from Puerto Rico. Additionally, we operate *wapa.tv*, the leading broadband news and entertainment website in Puerto Rico featuring news and content produced by WAPA.

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WAPA America: a cable television network serving primarily Puerto Ricans and other Caribbean Hispanics in the United States, collectively the second largest segment of the U.S. Hispanic population. WAPA America's programming features news and entertainment programming produced by WAPA. WAPA America is distributed in the U.S. to over 5 million subscribers.

Pasiones: a cable television network dedicated to showcasing the best telenovelas and serialized dramas, licensed from the most important producers. Pasiones is distributed in the U.S. to 4.2 million subscribers and in Latin America to 8.9 million subscribers.

Centroamerica TV: a cable television network targeting Central Americans, the third largest U.S. Hispanic group and the fastest growing segment of the U.S. Hispanic population. Centroamerica TV features the most popular news and entertainment programming from Central America, as well as soccer programming from the top professional soccer leagues in the region. Centroamerica TV is distributed in the U.S. to over 3.7 million subscribers.

Television Dominicana: a cable television network targeting Dominicans living in the U.S., the fourth largest U.S. Hispanic group. Television Dominicana features the most popular news and entertainment programming from the Dominican Republic, as well as the professional winter baseball league from the Dominican Republic. Television Dominicana is distributed in the U.S. to over 2.6 million subscribers.

We are committed to providing unique programming focused on underserved but significant segments of the U.S. Hispanic population. We have demonstrated a strong track record of growing and cultivating our current Networks and expanding our portfolio by acquiring highly complementary cable networks and strengthening those assets. We became a publicly traded company under the symbol "HMTV" on NASDAQ on April 4, 2013.

We have been an active industry consolidator since our inception on January 16, 2013. Most recently, on April 1, 2014, we closed on the acquisition of three Spanish-language cable networks from Media World, LLC, a Florida limited liability company (the "Seller"). The Acquisition included the purchase of assets of the Seller primarily used in connection with the operation of the Seller's Spanish-language television network business, including Pasiones, Centroamerica TV, and Television Dominicana (the "Acquired Cable Networks"), which we refer to as the Cable Networks Acquisition.

For the fiscal year ended December 31, 2014, we generated $112.0 million of revenue, $50.0 million of EBITDA and $10.6 million of net income, including nine months of operating results from the Acquired Cable Networks.

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Operating Strategy

Our strategy is to provide unique programming focused on underserved but significant segments of the U.S. Hispanic population, allowing us to reach a deeper and broader U.S. Hispanic demographic than our competitors. Our objective is to maintain and improve our position as a leading U.S. Spanish language media company by, among other things:

Growing retransmission fees and subscriber fees in both the U.S. and Latin America We believe our Networks are well-positioned to further grow our retransmission and subscriber fees, fueled by strong ratings, continued growth in our target demographic audiences and robust content portfolio. For example, WAPA recently renewed its expiring retransmission agreements on very favorable terms by virtue of its dominance in the Puerto Rico market, and these agreements are expected to create significant retransmission fee growth for the Company. We continually review the quality of our programming to ensure that it is maximizing our Networks' viewership and giving our Networks' subscribers a premium, high-value experience. We expect to continue to increase the distribution of our Networks in the U.S., and our two Latin American cable networks on additional systems in under penetrated markets. In November 2014, we launched Pasiones, Centroamerica TV and Television Dominicana on Cablevision's Optimum TV, which now carries all five of our U.S. Cable Networks. In addition, Centroamerica TV has secured national distribution on Cox Cable, adding key Hispanic markets such as San Diego, Las Vegas and Phoenix, and Television Dominicana has launched on DISH Network and Choice Cable in Puerto Rico. As U.S. cable television distributors become more focused on targeting the Hispanic audience as a way to grow subscribers, we believe that our networks will be well-positioned to capture the upside.

Converting Cinelatino to an ad-supported model and further driving advertising sales We continue to see a large opportunity to increase our future advertising revenues. Cinelatino, for example, is transitioning to an ad-supported model in the U.S. to monetize its strong ratings. The conversion to an ad-supported model is expected to occur in the second quarter of 2015 and create a significant new revenue stream for the network. In addition, as a result of our enhanced scale following our recent acquisition, we will create a bundled product offering that we believe will be attractive to advertisers. We offer a unique and differentiated target audience for our advertisers, driven by our targeted demographic and our ability to segment the U.S. Hispanic population. We believe we can become a one-stop shop to advertisers, providing a truly unique and efficient buying opportunity and heighten our position in the Hispanic advertising market.

Investing in content for our Networks to build viewership We have made substantial investment in our programming and marketing efforts in order to improve the performance of our Networks by expanding our distribution reach, increasing our audience size, and increasing our attractiveness to advertisers. We will continue to invest in programming in 2015. To date, we have successfully created a highly differentiated content strategy at WAPA and in doing so, have maintained a #1 ratings ranking in the Puerto Rico market for six consecutive years. Cinelatino, as the only buyer of scale that can cover both the U.S. and Latin American markets for television rights to Spanish-language films, is well-positioned to acquire the best content available at favorable terms and has built an expansive library of licensed content. Since the completion of the Cable Networks Acquisition, we have also begun to invest in programming at each of the Acquired

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Cable Networks to continue enhancing our content and audience engagement as we have done in the past with WAPA, WAPA America and Cinelatino.

Acquisition-driven growth We continue to look for attractive opportunities to acquire assets that we consider to be undervalued or fairly valued with attractive financial or strategic characteristics. We intend to take a long-term view and primarily seek opportunities which will expand our leadership position in the fast growing and highly desirable Spanish-language media market. We intend to seek a variety of acquisition opportunities, including businesses where we believe a catalyst for value realization is already present, or where we can realize synergies with our existing businesses. These may include Hispanic cable networks distributed in the U.S., Latin American broadcast and cable television networks, production companies and content libraries. We may also seek businesses that are in need of operational turnaround through our experienced and knowledgeable management team, which has a proven ability to develop and grow acquired assets. Consistent with this strategy, we are currently evaluating a number of acquisition opportunities.

Well-positioned to capture growth from over-the-top distribution We believe that the digital media opportunity has the potential of providing long-term growth and value, and that we are well-positioned to capture that upside. Spanish-language content remains an underserved category among over-the-top platforms in the U.S. As such, we have been intentionally reserved in our digital strategy and license our content on a limited basis to over-the-top services. However, we own digital rights for a significant percentage of our content and are well-positioned to capture viewers wherever and however they choose to consume video content. Furthermore, we own an expansive library of the best Spanish-language films and other content and are continually generating new content that can be distributed digitally or licensed to over-the-top platforms. We may also seek alternatives to capture digital audiences in the future, including development of software applications for our Networks and/or acquiring strategic digital media assets.

Revenue Sources

Our two primary sources of revenue are advertising and retransmission/subscriber fees. All of our Networks generate retransmission/subscriber fees and all of our Networks, except Cinelatino, presently generate advertising revenue. Subscriber and retransmission fees represented approximately 50% of our net revenues in 2014, up from 39% in 2013. We generate over 90% of our net revenue from the United States.

Advertising revenue is generated from the sale of advertising time. Our advertising sales success is demonstrated by our large and diversified portfolio of advertising partners, including many Fortune 500 companies across a variety of industries, which is supplemented by the direct on-air advertising and the sale of air-time.

Our advertising revenue tends to reflect seasonal patterns of our advertisers' demand, which is generally greatest during the fourth quarter of each year, driven by the holiday buying season. In addition, Puerto Rico's political election cycle occurs every four years and we benefit from increased advertising sales in an election year. For example, in 2012, we experienced higher advertising sales as a result of political advertising spending during the 2012 governmental elections. The next election in Puerto Rico will be in 2016. Cinelatino is currently commercial-free, but in an effort to further monetize Cinelatino's strong ratings and attractive audience, one of our primary objectives is to introduce advertising on Cinelatino in the second quarter of 2015. Also in

2015, we expect to make significant investments in programming and marketing at the Acquired Cable Networks, which we expect will increase viewership and, as a result, advertising sales.

Retransmission and subscriber fees are charged to distributors of our television networks, including cable, satellite and telecommunication service providers. Our television networks are distributed pursuant to multi-year agreements that generally provide for monthly subscriber fees with annual rate increases and have terms of varying length. We recognize retransmission and subscriber fees when they are accrued pursuant to the agreements we have entered into with respect to such revenue.

All of our U.S. Cable Networks are distributed on Hispanic programming packages, which generally consist of 20 or more channels, such as Cinelatino, Pasiones, Centroamerica TV, Television Dominicana, CNN en Español, Discovery en Español, History en Español, ESPN Deportes and Fox Deportes ("Hispanic Programming Packages"). WAPA America is also distributed in more highly penetrated packages in the major markets of Orlando and Tampa. Cinelatino and Pasiones have dedicated feeds distributed in Latin America primarily on basic cable packages. Hispanic pay-TV subscribers in the U.S. are expected to grow, driven by the rapid growth in Hispanic television households and by increased penetration of pay-TV among Hispanics. Similarly, pay-TV subscribers in Latin America are expected to grow, driven by rising disposable income across the region. For more information, see " Industry."

WAPA is distributed over-the-air and by all pay-TV distributors in Puerto Rico on basic cable packages. WAPA has been the #1-rated broadcast television network in Puerto Rico for the last six years and management believes it is highly valued by its viewers and distributors. In fact, WAPA's primetime household rating in 2014 was more than three times higher than the most highly rated English language U.S. broadcast network in the U.S. As a result of its ratings success in the last six years, management believes WAPA is well positioned for future growth in retransmission fees, similar to the growth in retransmission fees that the four major U.S. networks have experienced in the U.S. (ABC, CBS, NBC and Fox).

Recent Developments

First quarter 2015 results

On May 4, 2015, we reported financial results for the three months ended March 31, 2015. Net revenues were $29.5 million for the three months ended March 31, 2015, an increase of 41% versus the prior year period result of $21.0 million. This increase was due to our inclusion of the operating results of the Acquired Cable Networks in our results, growth in advertising revenue, primarily resulting from an increase in WAPA's market share, and subscriber and retransmission fee growth across our Networks. Operating expenses were $22.4 million for the three months ended March 31, 2015, an increase of 30% from operating expenses of $17.3 million for the comparable period in 2014. This increase was primarily due to the inclusion of the operating results of the Acquired Cable Networks in our results, higher amortization expense due to intangible assets identified in connection with the Cable Networks Acquisition, and increased corporate overhead charges as we grew our infrastructure to support the expansion of our Business. Net income was $2.5 million in the three-month period, versus net income of $0.2 million in the prior year period. In addition, we reported Adjusted EBITDA of $12.8 million for the three-month period ended March 31, 2015 versus Adjusted EBITDA of $8.0 million in the

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prior year period. This increase was due to the inclusion of the operating results of the Acquired Cable Networks in our results, growth in advertising revenues and increases in subscriber and retransmission fees, which are high-margin revenue streams, representing 55% of our net revenue in the quarter. Accordingly, our Adjusted EBITDA margin expanded to 43% in the current quarter, up from 38% in the same period in 2014.

In addition to financial information presented in accordance with U.S. GAAP, Hemisphere presents non-GAAP financial measure, "Adjusted EBITDA." Management uses these measures to assess the operating results and performance of the business, perform analytical comparisons and identify strategies to improve performance. Management believes Adjusted EBITDA is relevant to investors because it allows them to analyze the operating performance of each business using the same metrics used by management. The following table presents our Adjusted EBITDA measures for the periods indicated and provides a reconciliation of net income, which we believe is the most closely comparable U.S. GAAP financial measure, to Adjusted EBITDA:

	Three Months Ended March 31,	
	2015	**2014**
	(Unaudited)	
Reconciliation of net income to Adjusted EBITDA (amounts in thousands):		
Net Income	$ 2,462	$ 248
Add (Deduct):		
Income tax expense	1,611	492
Interest expense, net	2,983	2,907
Gain on disposition of assets	(3)	(2)
Depreciation and amortization	4,381	2,578
Stock-based compensation	1,325	1,514
Transaction and other non-recurring expenses		249
Adjusted EBITDA	**$ 12,759**	**$ 7,986**

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Industry

U.S. Hispanic Market

The U.S. Census Department estimated that 54 million Hispanics resided in the United States in 2013, representing an increase of 19 million people between 2000 and 2013. Hispanics represent the largest minority group in the U.S. at 17% of the total U.S. population and accounted for half of the total U.S. population growth between 2000 and 2013. This trend is expected to continue as the U.S. Hispanic population is projected to grow to 66 million by 2020, an increase of 22% from 2013. As a result of this growth, the U.S. Hispanic market now represents the second largest Hispanic economy in the world after Mexico. In 2014, about 67% of the U.S. Hispanic population reported their origin as Mexican, followed by Puerto Rican, the second largest Hispanic national group, at 9%. In addition, the Hispanic population on average is significantly younger than the overall population. The median age of U.S. Hispanics is 27, which is nearly ten years younger than the overall U.S. median age.

Puerto Ricans are the second-largest Hispanic national community in the U.S. behind Mexican Americans. There are 5.2 million Puerto Ricans and an additional 5.1 million Hispanics from other Caribbean countries residing in the U.S., and together, Puerto Ricans and other Caribbean Hispanics represent more than 18% of the total U.S. Hispanic population. The Puerto Rican population in the U.S. grew 52% from 2000 to 2014, while the overall Caribbean Hispanic population grew 72% during the same time period, including the Dominican population, which grew 195% between 2000 and 2014.

Caribbean Hispanics (WAPA America and Television Dominicana Target Audience)

Place of Origin	**Population 2014**	**% of U.S. Hispanics**
Puerto Rico	5,159,469	9.2%
Dominican Republic	2,256,610	4.0%
Cuba	1,644,644	2.9%
Colombia	946,961	1.7%
Venezuela	277,166	0.5%
Total Caribbean Hispanics	**10,284,850**	**18.3%**

Source: 2014 Geoscape

Central Americans are the third largest U.S. Hispanic regional population group in the U.S. (behind Mexicans and Caribbeans), and represent the fastest growing segment of the U.S Hispanic population. There are 5.6 million Central Americans residing in the U.S., an increase of 253% since 2000. Central Americans comprised approximately 10% of the U.S. Hispanic population in 2014, compared to approximately 4% in 2000.

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Central Americans (Centroamerica TV Target Audience)

Place of Origin	Population 2014	% of U.S. Hispanics
El Salvador	2,435,080	4.3%
Guatemala	1,509,483	2.7%
Honduras	676,262	1.2%
Nicaragua	399,976	0.7%
Panama	340,307	0.6%
Costa Rica	226,561	0.4%
Total Central American Hispanics	**5,587,669**	**9.9%**

Source: 2014 Geoscape

Hispanic Television and Pay-TV Landscape

Within the U.S. cable network industry, the U.S. Hispanic demographic is attractive for a number of reasons:

Growth in Hispanic TV households: U.S. Hispanic television households grew by over 31% during the period from 2006 through 2014, from 11.2 million households to 14.8 million households, approximately six times the overall U.S. television household growth of only 5%. The continuing rapid growth of Hispanic television households creates a significant opportunity to reach an attractive audience at a time when overall household growth in the U.S. is more modest.

Growth in Hispanic pay-TV subscribers: Hispanic pay-TV subscribers are expected to grow significantly, driven not only by the rapid growth in Hispanic television households, but also by the increased penetration of pay-TV among Hispanics. Hispanic pay-TV subscribers increased 57% from 2006 through 2014, growing from 7.9 million to 12.3 million subscribers, approximately eight times the 7% increase in overall U.S. pay-TV subscribers during the same period. This growth also significantly over-indexes the 31% Hispanic television household growth during the same period.

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U.S. Hispanic Pay-TV Households

Source: Hispanic TV HHs and pay-TV subscribers are from Nielsen Universe Estimates for 2006 and 2014-2015; Hispanic package subscribers are based on management estimates for 2006 and 2014.

Television Viewing and Language Preferences

Hispanics Enjoy Movies: In 2013, Hispanics had the highest per capita movie attendance, visiting theaters on average 6.0 times per year compared to about 4.2 times per year for African Americans and 3.4 times per year for Caucasians. Hispanics make up 17% of the U.S. population, but account for 25% of movie ticket sales and 32% of frequent moviegoers. In fact, the President of the National Association of Theater Owners recently described Hispanics as "the most valuable component of moviegoers."

Hispanics Prefer Television in Spanish: Spanish remains the most used language in the home by U.S. Hispanic Adults, and this powerfully influences television viewing habits. According to Nielsen, approximately 60% of Hispanics aged 18 and over speak Spanish as much as or more than English in their homes. Spanish-dominant or bilingual (Spanish/English Equal) homes comprise about 65% of U.S. Hispanic households, and these homes exhibit a strong preference to watch television in their native language. Spanish-dominant households view 59% of television in Spanish and bilingual homes view about 35% of television in Spanish.

Hispanic Advertising Market

Hispanics represent approximately 17% of the total U.S. population and approximately 10% of the total U.S. discretionary consumption, but only 5% of the aggregate media spend targets U.S. Hispanics. As a result, advertisers have been allocating a higher proportion of marketing dollars to the Hispanic market, but U.S. Hispanic cable advertising still under-indexes relative to its consumption. U.S. Hispanic cable advertising growth has significantly outpaced overall U.S.

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cable advertising growth, as well as Hispanic broadcast advertising growth. U.S. Hispanic cable advertising revenue grew at a 13% CAGR from 2007 to 2014, more than doubling from $178 million to $407 million. Going forward, U.S. Hispanic cable advertising is expected to grow at an 11% CAGR from 2014 to 2017, outpacing forecasted growth for U.S. cable advertising, U.S Hispanic broadcast advertising and U.S. general market broadcast advertising.

Similar to the under-indexing of U.S. general market cable advertising relative to viewing share 25 years ago, U.S. Hispanic cable advertising today significantly under-indexes relative to its share of the Spanish-language television audience. In 2014, U.S. Hispanic cable networks garnered only 11% of total U.S. Hispanic television advertising, while representing a 17% share of total Spanish-language television viewing. Spanish-language cable networks viewing as a percentage of total Spanish-language TV viewing has grown dramatically from 11% in 2007 to 17% in 2014.

Note: % Hispanic buying power and media spend data as of 2013.

Source: U.S. Census (2013), The Shelby Report (2013), Kantar Media (2013), Nielsen (2014), SNL Kagan (2013)

Latin American Market (excluding Brazil)

Latin America remains an attractive region due to its large population, shared language, strong economic growth and growing discretionary spending. Pay-TV subscribers in Latin America grew 16% from 2012 to 2014, and are projected to grow from 45 million in 2014 to 56 million by 2018, representing projected growth of 24%. Pay-TV penetration of television households has expanded from 43% in 2012 to 47% in 2014, and is projected to reach 53% by 2018. This growth is expected to be driven by a sizeable and growing population, as well as a strong macroeconomic backdrop and rising disposable income across geographies. In addition, investments in network infrastructure have improved service and performance, leading to increased penetration for pay-TV operators.

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Puerto Rico Overview

The Commonwealth of Puerto Rico is a U.S. territory and has a U.S. dollar-based economy, U.S. rule of law and strong governmental ties to the United States. The broadcast television industry in Puerto Rico is regulated by the U.S. FCC, and the banking system is regulated under the U.S. system (FDIC). Puerto Rico has a population of approximately 3.5 million, with an additional 5.2 million Puerto Ricans living in the mainland U.S. All Puerto Ricans are U.S. citizens.

Economy

Once one of the poorest islands in the Caribbean, Puerto Rico now has the highest GDP per capita in the region. Puerto Ricans are citizens of the United States and the territory receives appropriations from the federal government. Puerto Rico's economy has declined each year since 2006, except for modest growth in 2012. Economic activity in Puerto Rico remains generally flat at a depressed level and there are no strong signs that a meaningful recovery is taking hold. While the Puerto Rican economy is strongly influenced by the U.S. business cycle, Puerto Rico's latest downturn started earlier and was much steeper and more prolonged than that which occurred in the U.S. This prolonged recession is due to the long-term decline in the dominant manufacturing sector, decreased competitiveness as a result of expired federal tax benefits and high energy costs. The economic hardship has been exacerbated by years of budgetary imbalance that has been funded through increased governmental borrowings. As a result, Puerto Rico's government is dealing with a poor fiscal condition, high unemployment rate and an extremely low labor force participation rate. More recently, serious fiscal challenges have surfaced that are closely interrelated with Puerto Rico's weak economic performance. Persistent deficits in Puerto Rico's fiscal accounts, as well as mounting deficits in the operation of several major public corporations have substantially raised Puerto Rico's overall public debt, leading to serious concerns about whether its economy can sustain its financial obligations.

A new administration entered office in 2013 and took actions to control spending, reform the pension systems and raise the corporate tax rate from 30% to 39%. Additionally, the administration has taken measures to promote economic development and job creation. Puerto Rico's lawmakers approved a balanced budget for fiscal 2015. Recently, the Governor introduced a comprehensive reform of Puerto Rico's tax system, which is presently under review. Nevertheless, economic outlook is expected to remain negative until the measures taken by the administration show evidence of promoting growth and economic revival.

Puerto Rico Broadcast Television Market

Puerto Rico has 1.4 million television households, comparable to that of a top 20 U.S. television market. Puerto Rico is the third largest U.S. Hispanic market behind Los Angeles and New York.

Puerto Rican television broadcasters capture the dominant share of viewership, which is unique relative to the U.S. The three primary broadcasters in Puerto Rico WAPA, Univision and Telemundo collectively garner approximately 70% of all television household viewership in prime time, distinguishing Puerto Rico from the U.S. television market, where the four major national broadcast networks (ABC, CBS, NBC and Fox) garner a collective primetime audience

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share of less than 40% in that daypart. In fact, WAPA's ratings in Puerto Rico are more than three times higher than the ratings of the most highly-rated broadcast network in the U.S., CBS.

Our Networks

WAPA

Headquartered in San Juan, Puerto Rico, WAPA is a full-power independent broadcast television network. WAPA was founded in 1954 as the second broadcast television network in the Caribbean and the third in Latin America. WAPA occupies a prime channel position (channel 4), and together with its full-power repeater stations, WTIN in Ponce and WNJX in Mayagüez, reaches the entire island with the strongest television signal in Puerto Rico. WAPA reaches more television households than any of its competitors in Puerto Rico. WAPA is also distributed by all cable, satellite and telecommunication service providers in Puerto Rico. According to Mediafax (2009) and Nielsen (2010-2014), WAPA has been the #1-rated broadcast television network in Puerto Rico for six consecutive years, with an average household primetime rating of 17.6 and audience share of 30% in the year ended December 31, 2014.

WAPA owns a 66,500 square foot building housing WAPA Holdings' state-of-the-art production facilities, television studios, and administrative offices. All of WAPA's news and most of its local programs are produced at WAPA's production facility, which contains four television studios, including the largest television studio in the Caribbean, fully equipped control rooms, digital video, audio, editing, post editing, and graphic production suites, and a scenery shop which produces all scenery and props for the local productions. WAPA also boasts one of the most technologically advanced news departments in Puerto Rico.

WAPA is Puerto Rico's news leader and the largest local producer of entertainment programming, producing over 70 hours in the aggregate each week. In addition to having the top-rated morning, mid-day, evening and late night newscasts, WAPA's top-rated local shows include *Entre Nosotras* (the #1-rated local talk show), *Pégate al Mediodía* (the #1-rated midday program), *Risas En Combo* (the #1-rated comedy show) and *Lo Se Todo* (the #1-rated daily show). WAPA also licenses and televises blockbuster Hollywood movies and top-rated U.S. television series dubbed into Spanish. This diverse and unique mix of programming has made WAPA the market leader in Puerto Rico.

In 2009, WAPA launched WAPA2 Deportes in Puerto Rico through its over-the-air signal and carriage by all cable, satellite and telecommunications distributors in Puerto Rico. WAPA2 Deportes broadcasts various local and U.S. sports programming, including *Major League Baseball*, with exclusive television rights to the *World Series* and the *All-Star Game*, and Puerto Rico's professional men's basketball league, *Baloncesto Superior Nacional*. In a short period of time, WAPA2 Deportes has become the leading local sports network in Puerto Rico.

In 2008, WAPA launched *wapa.tv*, the #1-rated television network website in Puerto Rico and the #5 ranked Puerto Rico-originated web site. *wapa.tv* provides up-to-the-minute news and weather, promotional clips of WAPA's most popular shows, additional video content not seen on WAPA, and a platform for viewers to share comments and interact, driving further audience engagement.

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WAPA America

WAPA America, launched in 2004, is a Spanish-language cable television network targeting Puerto Ricans, Domincans, Cubans, Venezuelans and Colombians (collectively referred to as "Caribbean Hispanics") residing in the U.S. Together, Puerto Ricans and Caribbean Hispanics are the second largest U.S. Hispanic population segment, representing over 18% of the U.S. Hispanic population. WAPA America is distributed by all major U.S. cable, satellite and telecommunication operators to more than 5 million subscribers. WAPA America televises over 70 hours per week of the top-rated news and entertainment programming produced by WAPA. WAPA America supplements its programming, with acquired telenovelas and culture programming, popular sports programming from Puerto Rico and other programming from WAPA's library.

WAPA America is primarily distributed on Hispanic Programming Packages. WAPA America is also distributed in more highly penetrated packages in the major markets of Orlando and Tampa. Hispanic pay-TV subscribers in the U.S. are expected to grow, driven by the rapid growth in Hispanic television households and by increased penetration of pay-TV among Hispanics. We expect to capitalize on this strong growth. For more information, see "   Industry."

Cinelatino

Cinelatino is the leading Spanish-language cable movie network with over 15 million subscribers across the U.S., Latin America and Canada. Cinelatino is programmed with a lineup featuring what it believes to be the best contemporary films and original television series from Mexico, Latin America, the U.S. and Spain. Cinelatino was launched in Mexico in 1993, and introduced into the U.S. in 1995.

Our programming strategy for Cinelatino is specifically intended to provide the audience with the broadest selection of the most popular and highest-quality films across all of the popular genres, from Mexico and all other Latin American countries which have significant populations in the U.S., including Puerto Rico, the Dominican Republic, Colombia and Venezuela. Consistent with its programming strategy, Cinelatino has licensed the rights to many of the highest grossing box office films in Mexico each year from 2009 to 2013. During 2014, we acquired a Spanish-language film library of 100 titles. This will provide us with substantial additional content and will be a source of content to license to over-the-top platforms. Cinelatino has an expansive library of over 600 of the best Spanish-language titles from suppliers across the globe. Driven by the strength of its programming and distribution, Cinelatino is the #1-Nielsen rated Spanish-language cable movie network in the U.S. and the #2-Nielsen rated Spanish-language cable television network in the U.S. overall. Cinelatino is currently commercial-free and generates 100% of its revenue through subscriber fees pursuant to multi-year distribution agreements. In an effort to further monetize its strong ratings and attractive audience, one of our primary objectives is to introduce advertising on Cinelatino in the U.S.

Cinelatino has two feeds of its service, one that is distributed in the U.S., and a second that is distributed throughout Latin America and Canada. Cinelatino is distributed by all major U.S. cable, satellite and telecommunications operators on Hispanic Programming Packages. Hispanic pay-TV subscribers in the U.S. are expected to grow, driven by the rapid growth in Hispanic television households and by increased penetration of pay-TV among Hispanics. We expect to capitalize on this strong growth. For more information, see "   Industry."

Cinelatino is also distributed by many Latin American pay television distributors, generally on basic video packages, and has more than 10 million subscribers in more than 15 countries throughout Latin America. Cinelatino is presently distributed to only 24% of all pay-TV subscribers throughout Latin America (excluding Brazil), representing a significant growth opportunity. Additionally, we have licensed movies on a limited basis for over-the-top digital services.

Pasiones

Pasiones, launched in August 2008, focuses on one of the most popular Hispanic genres, telenovelas. The network sets itself apart by showcasing telenovelas produced in Latin America and Asia (dubbed into Spanish), in contrast to most competitor networks, which focus exclusively on Mexican telenovelas. In owning both Pasiones and Cinelatino, we provide content in the two most popular genres with Hispanics, telenovelas and movies. We have recently entered into a licensing agreement with Televisa for multiple novelas for our Latin American feed of Pasiones. In addition, we will also begin rebranding initiatives in 2015, providing a fresh and unique look to the network.

Pasiones has two feeds of its service, one that is distributed in the U.S. and a second that is distributed throughout Latin America. Pasiones is distributed by all major U.S. cable, satellite and telecommunications operators on Hispanic Programming Packages, and has 4.2 million subscribers. Hispanic pay-TV subscribers in the U.S. are expected to grow, driven by the rapid growth in Hispanic television households and by increased penetration of pay-TV among Hispanics. We expect to capitalize on this strong growth. For more information, see " Industry."

Pasiones is also distributed by many Latin American distributors, generally on basic video packages, and has 8.9 million Latin American subscribers. Pasiones is presently distributed to only 20% of total pay-TV subscribers throughout Latin America (excluding Brazil), representing a significant growth opportunity. Additionally, we have licensed telenovelas on a limited basis for over-the-top digital services.

Centroamerica TV

Centroamerica TV, launched in September 2004, is the leading network targeting the nearly 6 million Central Americans living in the U.S. Central Americans are the third largest U.S. Hispanic population group, and represent the fastest growing segment of the U.S. Hispanic population, having grown 253% from 2000-2014. Centroamerica TV features news and entertainment programming from leading television broadcast networks in El Salvador, Guatemala, Honduras, Nicaragua, Costa Rica and Panama, as well as exclusive soccer programming from the top professional leagues in the region. Recently, we invested in acquiring important soccer rights for Centroamerica TV.

Centroamerica TV has over 3.7 million subscribers in the U.S. and is distributed on Hispanic Programming Packages. Hispanic pay-TV subscribers in the U.S. are expected to grow, driven by the rapid growth in Hispanic television households and by increased penetration of pay-TV among Hispanics. We expect to capitalize on this strong growth. For more information, see " Industry."

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Television Dominicana

Television Dominicana, launched in November 2005, is the leading network targeting the 2.3 million Dominicans living in the U.S. Dominicans are the fourth largest U.S. Hispanic population group and have grown by 195% between 2000-2014. Television Dominicana features news and entertainment programming from leading content producers in the Dominican Republic, as well as exclusive rights to the Dominican Republic professional baseball league.

Television Dominicana currently has over 2.6 million subscribers in the U.S. and is distributed on Hispanic Programming Packages. Hispanic pay-TV subscribers are expected to grow, driven by the rapid growth in Hispanic television households and by increased penetration of pay-TV among Hispanics. We expect to capitalize on this strong growth. For more information, see "   Industry."

Incorporation of Hemisphere & Merger with WAPA, CineLatino and Azteca

Hemisphere was formed on January 16, 2013 for purposes of effecting the Transaction. The primary purpose of the Transaction was to create a Spanish-language media company targeting the Hispanic broadcast and cable television network business. The Transaction was consummated on April 4, 2013. Azteca, a special purpose acquisition vehicle, delivered approximately $70 million from a trust account raised in its 2011 initial public offering to us at the closing of the Transaction. After the consummation of the Transaction, Azteca engaged in no further operations and was subsequently dissolved on December 31, 2013. Shares of our Class A common stock, par value $0.0001 per share are publicly traded under the symbol "HMTV" on NASDAQ. Our Warrants, exercisable for shares of Class A common stock are publicly traded on the Over-the-Counter Bulletin Board under the ticker symbol "HMTVW."

Acquisition of Pasiones, Centroamerica TV and Television Dominicana

On April 1, 2014, we closed on the acquisition of the assets of the Spanish-language television network business of Seller, which is comprised of Pasiones, Centroamerica TV and TV Dominicana. The Acquired Cable Networks are highly complementary to our existing television networks, and build on our commitment to provide unique programming focused on the U.S. Hispanic market. The purchase price for the Cable Networks Acquisition and certain agreements entered into with Media World contemporaneously with the business combination was $101.9 million, and was funded with cash on hand. We estimated that the Acquired Cable Networks generated approximately $12.2 million of EBITDA in 2013, which resulted in an effective purchase price multiple of 8.4 times. These assets, together with our existing Networks, present significant long-range opportunities for us.

Our Relationship with MVS

Cinelatino has certain agreements with MVS and its affiliates, a Mexican media and television conglomerate, which have directors and stockholders in common with the Company. MVS provides operational and technical services to Cinelatino pursuant to several agreements. Upon consummation of the Transaction in April 2013, certain of the agreements were amended or terminated to what management believes to be to the benefit of Cinelatino. An agreement which had granted MVS the exclusive right to distribute the service in the U.S was terminated upon consummation of the Transaction, and we made a one-time payment of $3.8 million to MVS. We

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have assumed responsibility for those activities previously provided by MVS, having no impact on Cinelatino's operations. A similar agreement which had granted MVS the exclusive right to distribute the service throughout Latin America was amended upon consummation of the Transaction so that MVS's rights will be on a non-exclusive basis, except for distribution agreements currently in effect. Also upon consummation of the Transaction, Cinelatino's affiliation agreement with Dish Mexico (an affiliate of MVS), pursuant to which Dish Mexico distributes the network and Cinelatino receives revenue, was extended through August 1, 2017.

Corporate Information

We are a Delaware corporation, organized in January 2013. Our principal executive office is located at 2000 Ponce de Leon Blvd., Suite 500, Coral Gables, Florida. Our telephone number is (305) 421-6364. Our website address is *www.hemispheretv.com*. Information contained in, or accessible through, our website does not constitute part of this prospectus.

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THE OFFERING

The summary below describes the principal terms of this offering. The "Description of Capital Stock" section of this prospectus contains a more detailed description of the shares of our Class A common stock.

Class A common stock offered by the selling stockholders	3,195,583 shares.
Class A common stock offered by us	If the underwriters exercise their option to purchase additional shares of Class A common stock, we may issue up to 479,337 shares of Class A common stock. Otherwise, we are not selling any shares of Class A common stock in this offering.
Option to purchase additional shares	We have granted the underwriters the right to purchase up to an additional 479,337 shares of Class A common stock within 30 days from the date of this prospectus.
Class A common stock outstanding	As of April 30, 2015, we had 15,009,004 shares of Class A common stock outstanding. Assuming the conversion of all shares of Class B common stock, we would have 45,036,422 shares of Class A common stock outstanding as of this date.
Class B common stock outstanding	As of April 30, 2015, we had 30,027,418 shares of Class B common stock outstanding.
Voting Rights	All shares of our capital stock vote together as a single class. Shares of our Class A common stock are entitled to one vote per share. Shares of our Class B common stock are entitled to 10 votes per share. As of April 30, 2015, 26,402,043 shares of Class B common stock and 933,406 shares of Class A common stock issuable upon exercise of Warrants, representing 83.8% of the combined voting power of our capital stock, were held directly or indirectly by our principal stockholder, InterMedia. See "Description of Capital Stock."
Exchange/conversion	Shares of our Class B common stock are convertible on a one-for-one basis into shares of Class A common stock at any time in the holder's sole discretion. Each share of our Class B common stock will be deemed to have been converted automatically into a share of our Class A common stock upon transfer to any transferee other than certain permitted transferees.
Use of Proceeds	We will not receive any proceeds from the sale of shares offered by the selling stockholders.

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	We will only receive proceeds from the offering if the underwriters exercise their option to purchase additional shares of our Class A common stock from us. We intend to use any proceeds that we receive from the offering for general corporate purposes, including working capital, sales and marketing activities, general and administrative matters, repayment of indebtedness and capital expenditures. We may also use a portion of the proceeds to acquire or invest in complementary products or businesses. See "Use of Proceeds."
Dividend Policy	We do not expect to pay any dividends or other distributions on our shares of common stock in the foreseeable future. We currently intend to retain future earnings. See "Dividend Policy."
NASDAQ Trading Symbol	HMTV
Risk Factors	Investing in our shares of Class A common stock involves substantial risks. See "Risk Factors" for a description of certain of the risks you should consider before investing in our shares of Class A common stock.

In this prospectus, unless otherwise indicated, the number of shares of our Class A common stock outstanding and the other information based thereon:

- excludes 7,333,284 shares of Class A common stock reserved as of April 30, 2015 for future issuance upon exercise of the outstanding warrants with an exercise price of $6.00 per half share of Class A common stock (the "Warrants") that were issued in the Transaction;
- excludes 30,027,418 shares of Class A common stock as of April 30, 2015 issuable upon the conversion of shares of Class B common stock;
- excludes 1,935,000 shares of Class A common stock issuable upon the exercise of stock options outstanding as of April 30, 2015 at an average exercise price of $11.30;
- excludes 1,019,728 shares of Class A common stock reserved as of April 30, 2015 for future grant or issuance of equity awards under our Hemisphere Media Group, Inc. 2013 Equity Incentive Plan (the "2013 Plan"); and
- assumes no exercise by the underwriters of their option to purchase additional shares of Class A common stock.

For a description of our Class A common stock, Class B common stock and the Warrants, see "Description of Capital Stock."

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA

Our fiscal year ends on December 31 of each calendar year. Results for the periods presented represent the results of Hemisphere and its consolidated subsidiaries.

The following table sets forth summary historical consolidated financial and other data for Hemisphere and its consolidated subsidiaries for the periods presented. The selected financial information as of December 31, 2014 and 2013 and for the fiscal years then ended have been derived from our audited consolidated financial statements included elsewhere in this prospectus and the selected financial data as of December 31, 2012 and for the fiscal year then ended have been derived from WAPA Holdings' audited consolidated financial statements, which became the historical financial statements of Hemisphere upon the consummation of the Transaction. The summary historical consolidated financial data below should be read in conjunction with "Capitalization," "Selected Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes included elsewhere in this prospectus.

	2014(1)	2013(2)	2012
Selected Statement of Operations Information *(amounts in thousands except per share data):*			
Net revenues	$ 111,989	$ 86,005	$ 71,367
Operating income	26,027	7,722	20,866
Income (loss) before income taxes	12,986	(1,167)	17,315
Income tax (expense) benefit	(2,429)	(3,130)	(6,285)
Net income (loss)	$ 10,557	$ (4,297)	$ 11,030
Basic net income (loss) per share	$ 0.25	$ (0.14)	$ 11,030
Diluted net income (loss) per share	$ 0.25	$ (0.14)	$ 11,030
Weighted average shares outstanding			
Basic	42,321	31,143	1
Diluted	42,622	31,143	1
Selected Balance Sheet Information:			
Cash	$ 142,010	$ 176,622	$ 10,084
Goodwill	164,887	130,794	10,983
Other intangibles	91,611	34,610	1,678
Other assets	119,889	108,094	93,113
Total assets	518,397	450,120	115,858
Total liabilities	261,984	209,332	76,199
Total stockholders' equity	256,413	240,788	
Total member's capital			39,659

(1) On April 1, 2014, we completed the Cable Networks Acquisition, and the operating results are included in the Company's consolidated financial statements as of the date of the acquisition. As a result, our results as of and for the year ended December 31, 2014 and future periods may not be comparable to previous years.

(2) On April 4, 2013, the merger by and among Cinelatino, WAPA Holdings and Azteca providing for the combination of Cinelatino, WAPA Holdings and Azteca as indirect, wholly-

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owned subsidiaries of Hemisphere was consummated. Although Hemisphere issued the equity interests in the Transaction, since it was a new entity formed solely to issue these equity interests to effect the Transaction it was not considered the acquirer and one of the combining entities that existed before the transaction was identified as the acquirer. WAPA Holdings was considered the accounting acquirer and predecessor, whose historical results became the results of Hemisphere. The operating results of the acquired businesses were included in the Company's consolidated financial results as of the Transaction date.

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RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

In this prospectus, we present certain financial measures that may be considered "non-GAAP financial measures" under Securities and Exchange Commission rules. These rules require supplemental explanation and reconciliation, which is provided in this prospectus.

In addition to financial information presented in accordance with U.S. GAAP, Hemisphere has presented certain non-GAAP financial measures, "Adjusted EBITDA." Management uses these measures to assess the operating results and performance of the business, perform analytical comparisons and identify strategies to improve performance. Management believes Adjusted EBITDA is relevant to investors because it allows them to analyze the operating performance of each business using the same metrics used by management.

The following table presents the Company's Adjusted EBITDA measures for the periods indicated and provides a reconciliation of net income (loss), which we believe is the most closely comparable U.S. GAAP financial measure, to Adjusted EBITDA:

	Year Ended December 31,	
	2014	**2013**
	(Unaudited)	
Reconciliation of net income (loss) to Adjusted EBITDA:		
Net income (loss)	**$ 10,557**	**$ (4,297)**
Add (deduct):		
Income tax expense	2,429	3,130
Interest expense, net	11,925	7,240
Loss on extinguishment of debt	1,116	1,649
Loss on disposition of assets	70	199
Depreciation and amortization	16,552	8,762
Stock-based compensation	5,920	7,192
Transaction expenses	1,282	5,694
Non-recurring expenses	173	4,206
Adjusted EBITDA	**$ 50,024**	**$ 33,775**

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RISK FACTORS

An investment in shares of our Class A common stock involves a high degree of risk. Prior to investing in our shares of Class A common stock, we encourage each prospective investor to carefully read this entire prospectus, including, without limitation, the following risk factors, the section of this prospectus entitled "Cautionary Note Regarding Forward-Looking Statements," and our consolidated financial statements and the related notes, which are included elsewhere in this prospectus. Any of the following factors could materially adversely affect our business, financial condition and operating results. Additional risks and uncertainties not currently known to us or that we currently view as immaterial may also materially adversely affect our business, financial condition and operating results. If any of these risks occur, the value of our shares of Class A common stock could decline, and you could lose all or part of your original investment.

Risk Factors Related to our Business

Service providers could discontinue or refrain from carrying our Networks, decide not to renew their distribution agreements or renew on less favorable terms, which could substantially reduce the number of viewers and harm our Business and operating results.

Consolidation among cable and satellite operators has given the largest operators considerable leverage in their relationships with programmers, including our Networks. Some of our largest Distributors are combining and have gained, or may gain, market power, which could affect our ability to maximize the value of our content through those platforms. In addition, many of the countries and territories in which we distribute our Networks also have a small number of dominant Distributors. The success of each of our Networks is dependent, in part, on our ability to enter into new carriage agreements and maintain or renew existing agreements or arrangements with Distributors. Although our Networks currently have arrangements or agreements with, and are being carried by, many of the largest Distributors, having such a relationship or agreement with a Distributor does not always ensure that the Distributors will continue to carry our Networks. Additionally, under our Cable Networks' current contracts and arrangements, we typically offer Distributors the right to transmit the programming services comprising our Cable Networks to their subscribers, but not all such contracts or arrangements require that the programming services comprising our Cable Networks be offered to all subscribers of, or any specific tiers of, or to a specific minimum number of subscribers of, a Distributor. Also, WAPA is dependent on its retransmission consent agreements that provide for per subscriber fees with annual rate escalators. No assurances can be provided that WAPA will be able to renegotiate all such agreements on favorable terms, on a timely basis, or at all. A failure to secure a renewal of our Networks' agreements, or a renewal on less favorable terms, may result in a reduction in our Business's retransmission fees, subscriber fees and advertising revenues, and may have a material adverse effect on our results of operations and financial position.

The success of our Business is dependent upon advertising revenue, which is seasonal and cyclical, and will also fluctuate as a result of a number of other factors, some of which are beyond our control.

The success of our Business is dependent upon our advertising revenues. Our Networks' ability to sell advertising time and space depends on, among other things:

- economic conditions in the markets in which our Networks operate;

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- the popularity of the programming offered by our Networks;
- changes in the population demographics in the markets in which our Networks operate;
- advertising price fluctuations, which can be affected by the popularity of programming, the availability of programming, and the relative supply of and demand for commercial advertising;
- our competitors' activities, including increased competition from other advertising-based mediums, particularly distributors of multiple channels of video programming such as cable, satellite and telecommunications companies (referred to as "MVPDs"), operators, and the internet;
- decisions by advertisers to withdraw or delay planned advertising expenditures for any reason;
- labor disputes or other disruptions at major advertisers;
- changes in audience ratings; and
- other factors beyond our control.

Audience ratings may be impacted by a number of factors outside of our control, including a decline in viewership, changes in ratings technology or methodology or changes in household sampling. Any decline in audience ratings could cause revenue to decline, adversely impacting our Business and our operating results. Our advertising revenue and results are also subject to seasonal and cyclical fluctuations that we expect to continue. Seasonal fluctuations typically result in higher operating income in the fourth quarter than in the first, second, and third quarters of each year. This seasonality is primarily attributable to advertisers' increased expenditures in anticipation of the holiday season spending. In addition, we typically experience an increase in revenue every four years as a result of advertising sales in respect of local government elections in Puerto Rico. The next political year will be 2016. As a result of the seasonality and cyclicality of our revenue, and the historically significant increase in our revenue during election years, investors are cautioned that it has been, and is expected to remain, difficult to engage in period-over-period comparisons of our revenue and results of operations.

If our Networks' viewership declines for any reason, or our audience ratings decline for any reason or our Networks fail to develop and distribute popular programs, our advertising and subscriber fee revenues could decrease.

Our Networks' viewership and audience ratings, as applicable, are critical factors affecting both (i) the advertising revenue that we receive, and (ii) the extent of retransmission and subscriber fees we receive, as applicable, under agreements with our Distributors. Our ratings are dependent, in part, on our ability to consistently create and acquire programming that meets the changing preferences of viewers in general and viewers in our Networks' target demographic category.

Our Networks' viewership is also affected by the quality and acceptance of competing programs and other content offered by other networks, the availability of alternative forms of entertainment and leisure time activities, including general economic conditions, piracy, digital and on-demand distribution and growing competition for consumer discretionary spending. Audience

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ratings may be impacted by a number of factors outside of our control, including a decline in viewership, changes in ratings technology or methodology or changes in household sampling. Any decline in our Networks' viewership or audience ratings could cause advertising revenue to decline, subscription revenues to fall, and adversely impact our Business and operating results.

Our Networks may not be able to grow their subscribers and/or subscriber/retransmission fees, or such subscribers and/or fees may decline and, as a result, our revenues and profitability may not increase and could decrease.

The growth of our Networks' subscriber base depends upon many factors, such as overall growth in cable, satellite and telco subscribers, the popularity of our Networks' programming, our ability to negotiate new carriage agreements, or amendments to, or renewals of, current carriage agreements, maintenance of existing distribution, and the success of our marketing efforts in driving consumer demand for their content, as well as other factors that are beyond our control.

A major component of our financial growth strategy is based on our ability to increase our Cable Networks' subscriber base. If our Cable Networks' programming services are required by the FCC to be offered on an "à la carte" basis, our Cable Networks could experience higher costs, reduced distribution of our program service, perhaps significantly, and lose viewers. There can be no assurance that we will be able to maintain or increase our Cable Networks' subscriber base on cable, satellite and telco systems or that our current carriage will not decrease as a result of a number of factors or that we will be able to maintain or increase our Cable Networks' current subscriber fee rates.

In particular, negotiations for new carriage agreements, or amendments to, or renewals of, current carriage agreements, are lengthy and complex, and our Networks are not able to predict with any accuracy when such increases in our subscriber bases may occur, if at all, or if we can maintain or increase our current subscriber fee or retransmission fee rates, as applicable. If our Networks are unable to grow our subscriber bases or if we reduce our subscriber fee or retransmission fee rates, as applicable, our revenues may not increase and could decrease.

The television markets in which our Networks operate is highly competitive, and we may not be able to compete effectively, particularly against competitors with greater financial resources, brand recognition, marketplace presence and relationships with service providers.

Our Networks compete with other television channels for the distribution of their programming, development and acquisition of content, audience viewership and advertising sales. With respect to audiences, television stations compete primarily based on program popularity. We cannot provide any assurances as to the acceptability by audiences of any of the programs our Networks broadcast. Further, because our Networks compete for the rights to produce or license certain programming, we cannot provide any assurances that we will be able to produce or obtain any desired programming at costs that we believe are reasonable. Our inability or failure to broadcast popular programs on our Networks, or otherwise maintain viewership for any reason, including as a result of significant increases in programming alternatives and the failure to compete with new technological innovations could result in a lack of advertisers, or a reduction in the amount advertisers are willing to pay us to advertise, which could have a material adverse effect on our Business, financial condition, and results of operations.

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Our Networks compete with other Spanish-language broadcast and cable television networks, and digital media companies for the acquisition of programming, viewership, the sale of advertising and creative talent. Our Networks also compete for the development and acquisition of programming, selling of commercial time on our Networks and on-air and creative talent. It is possible that our competitors, many of which have substantially greater financial and operational resources than our Networks, could revise their programming to offer more competitive programming which is of interest to our Networks' viewers.

Additionally, our Cable Networks compete with other television channels to be included in the offerings of each video service provider and for placement in the packaged offerings having the most subscribers. For example, our Cable Networks' ability to secure distribution is dependent upon the production, acquisition and packaging of programming, audience viewership, and the prices charged for carriage. Our Cable Networks' contractual agreements with Distributors are renewed or renegotiated from time to time in the ordinary course of business. With respect to WAPA, cable network programming, combined with increased access to cable and satellite TV, has become a significant competitor for broadcast television programming viewers.

Our Networks also compete for advertising revenue with general-interest television and other forms of media, including magazines, newspapers, radio and digital media. Our ability to secure additional advertising accounts relating to our Networks' operations depends upon the size of each Networks' audience, the popularity of our programming and the demographics of our viewers, as well as strategies taken by our Networks' competitors, strategies taken by advertisers and the relative bargaining power of advertisers. Competition for advertising accounts and related advertising expenditures is intense. We face competition for such advertising expenditures from a variety of sources, including other networks and other media. We cannot provide assurance that our Networks' advertising sponsors will pay advertising rates for commercial air time at levels sufficient for us to make a profit, that we will maintain relationships with our current advertising sponsors or that we will be able to attract new advertising sponsors or increase advertising revenues. Changes in ratings technology, or methodology or metrics used by advertisers or other changes in advertisers' media buying strategies also could have a material adverse effect on our financial condition and results of operations. If we are unable to attract advertising accounts in sufficient quantities, our revenues and profitability may be harmed.

Certain technological advances, including the increased deployment of fiber optic cable, are expected to allow cable and telecommunication video service providers to continue to expand both their channel and broadband distribution capacities and to increase transmission speeds. In addition, the ability to deliver content via new methods and devices is expected to increase substantially. The impact of such added capacities is hard to predict, but the development of new methods of content distribution could dilute our Networks' market share and lead to increased competition for viewers by facilitating the emergence of additional channels and mobile and internet platforms through which viewers could view programming that is similar to that offered by our Networks.

If any of our existing competitors or new competitors, many of which have substantially greater financial and operational resources than our Networks, significantly expand their operations or their market penetration, our Business could be harmed. If any of these competitors were able to invent improved technology, or our Networks were not able to prevent them from obtaining and using their own proprietary technology and trade secrets, our Business and

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operating results, as well as our Networks' future growth prospects, could be negatively affected. There can be no assurance that our Networks will be able to compete successfully in the future against existing or new competitors, or that increasing competition will not have a material adverse effect on our Business, financial condition or results of operations.

Interpretation of certain terms of our distribution agreements may have an adverse effect on the distribution payments we receive under those agreements.

Many of our distribution agreements contain "most favored nation" clauses. These clauses typically provide that if we enter into an agreement with another Distributor which contains certain more favorable terms, we must offer some of those terms to our existing distributors. While we believe that we have appropriately complied with the most favored nation clauses included in our distribution agreements, these agreements are complex and other parties could reach a different conclusion that, if correct, could have a material adverse effect on our results of operations and financial position.

Our results may be adversely affected if long-term programming contracts are not renewed on sufficiently favorable terms.

Our Networks enter into long-term contracts for acquisition of programming, including movies, television series, sporting rights and other programs. As these contracts expire, our Networks must renew or renegotiate these contracts, and if our Networks are unable to renew them on acceptable terms, we may lose programming rights. Even if these contracts are renewed, the cost of obtaining programming rights may increase (or increase at faster rates than our historical experience) or the revenue from distribution of programs may be reduced (or increase at slower rates than our historical experience). With respect to the acquisition of programming rights, the impact of these long-term contracts on our results over the term of the contracts depends on a number of factors, including effectiveness of marketing efforts, the size of audiences and the strength of advertising markets. There can be no assurance that revenues from programming based on these rights will exceed the cost of the rights plus the other costs of distributing the programming.

There has been a shift in consumer behavior as a result of technological innovations and changes in the distribution of content, which may affect our viewership and the profitability of our Business in unpredictable ways. Our Networks' failure to acquire or maintain state-of-the-art technology or adapt our business models may harm our Business and competitive advantage.

Technology in the video, telecommunications and data services industry is changing rapidly. Consumer behavior related to changes in content distribution and technological innovation affect our economic model and viewership in ways that are not entirely predictable. Consumers are increasingly viewing content on a time-delayed or on-demand basis from traditional Distributors and from connected apps and websites and on a wide variety of screens, such as televisions, tablets, mobile phones and other devices. Additionally, devices that allow users to view television programs on a time-shifted basis and technologies that enable users to fast-forward or skip programming, including commercials, such as DVRs and portable digital devices and systems that enable users to store or make portable copies of content may affect the attractiveness of our offerings to advertisers and could therefore adversely affect our revenues. There is increased demand for short-form, user-generated and interactive content, which have different economic models than our traditional content offerings. Digital downloads, rights lockers, rentals and subscription services are competing for consumer preferences with each other and with traditional physical distribution of our content. Each distribution model has different risks and economic consequences for us so the rapid evolution of consumer preferences may have an economic impact that is not completely predictable. Distribution windows are also evolving, potentially affecting revenues from other windows. We may be required to incur substantial capital expenditures to implement new technologies, or, if we fail to do so, may face significant new challenges due to technological advances adopted by competitors, which in turn could result in harm to our Business and operating results. Additionally, the development of new methods of content distribution could dilute our Networks' market share and lead to increased competition for viewers. If we cannot ensure that our distribution methods and content are responsive to our target audiences, our Business could be adversely affected.

Certain digital video recording technologies offered by cable and satellite systems allow viewers to digitally record, store and play back television programming at a later time and may impact our advertising revenue. Most of these technologies permit viewers to fast forward through advertisements; or, in certain cases, skip them entirely. The use of these technologies may decrease viewership of commercials as recorded by media measurement services such as Nielsen Media Research and, as a result, lower the advertising revenues of our television stations. The current ratings provided by Nielsen for use by broadcast stations are limited to live viewing plus viewing of a digitally recorded program on the same day as the original air date and give broadcasters no credit for delayed viewing that occurs after the original air date. The effects of new ratings system technologies including people meters and set-top boxes, and the ability of such technologies to be a reliable standard that can be used by advertisers is currently unknown.

We face cybersecurity and similar risks, which could result in the disclosure of confidential information, disruption of our programming services, damage to our brands and reputation, legal exposure and financial losses.

Our information technology systems, including our online, mobile and app offering, as well as our internal systems, are susceptible to security breaches, operational data loss, general disruptions in functionality, and may not be compatible with new technology. We depend on our information technology systems for the effectiveness of our operations and to interface with our Networks' customers, as well as to maintain financial records and accuracy. Although we have systems in place to monitor our security measures, disruption or failures of our and our subsidiaries' information technology systems, due to employee error, computer malware, viruses, hacking and phishing attacks, or otherwise, could impair our ability to effectively and timely provide services and products and maintain our financial records. Additionally, outside parties may attempt to fraudulently induce employees or users to disclose sensitive or confidential information in order to gain access to data. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any such breach or unauthorized access could result in a loss of our proprietary information, which may include user data, a disruption of our services or a reduction of the revenues we are able to generate from such services, damage to our brands and reputation, a loss

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of confidence in the security of our offerings and services, and significant legal and financial exposure, each of which could potentially have a material adverse effect on our Business.

We are subject to restrictions on foreign ownership.

Under the Communications Act, a broadcast license may not be granted to or held by any corporation that has more than 20% of its capital stock owned or voted by non-U.S. citizens or entities or their representatives, by foreign governments or their representatives, or by non-U.S. corporations.

Furthermore, the Communications Act provides that no FCC broadcast license may be granted to or held by any corporation that is directly or indirectly controlled by any other corporation of which more than 25% of the capital stock is owned or voted by non-U.S. citizens or entities or their representatives, by foreign governments or their representatives, or by non-U.S. corporations, if the FCC finds the public interest will be served by the refusal or revocation of such license. These restrictions apply in modified form to other forms of business organizations, including partnerships and limited liability companies. The FCC has interpreted this provision of the Communications Act to require an affirmative public interest finding before a broadcast license may be granted to or held by any such entity. Thus, the licenses for WAPA's television stations could be revoked if more than 25% of our outstanding capital stock is issued to or for the benefit of non-U.S. citizens, unless the FCC has ruled in advance that such ownership would be in the public interest.

To the extent necessary to comply with the Communications Act and FCC rules and policies, our board of directors may (i) take any action it believes necessary to prohibit the ownership or voting of more than 25% of our outstanding capital stock by or for the account of aliens or their representatives or by a foreign government or representative thereof or by any entity organized under the laws of a foreign country (collectively, "Aliens"), or by any other entity (a) that is subject to or deemed to be subject to control by Aliens on a *de jure* or *de facto* basis or (b) owned by, or held for the benefit of Aliens in a manner that would cause us to be in violation of the Communications Act or FCC rules and policies; (ii) prohibit any transfer of our capital stock which we believe could cause more than 25% of our outstanding capital stock to be owned or voted by or for any person or entity identified in the foregoing clause (i); (iii) prohibit the ownership, voting or transfer of any portion of its outstanding capital stock to the extent the ownership, voting or transfer of such portion would cause us to violate or would otherwise result in violation of any provision of the Communications Act or FCC rules and policies; (iv) convert shares of our Class B common stock into shares of our Class A common stock to the extent necessary to bring us into compliance with the Communications Act or FCC rules and policies; and (v) redeem capital stock to the extent necessary to bring us into compliance with the Communications Act or FCC rules and policies or to prevent the loss or impairment of any of our FCC licenses.

Federal regulation of the broadcasting industry limits WAPA's operating flexibility.

The ownership, operation and sale of broadcast television stations, such as WAPA, are subject to the jurisdiction of the FCC under the Communications Act. Matters subject to FCC oversight include the assignment of frequency bands for broadcast television; the approval of a television station's frequency, location and operating power; the issuance, renewal, revocation or

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modification of a television station's FCC license; the approval of changes in the ownership or control of a television station's licensee; the regulation of equipment used by television stations; and the adoption and implementation of regulations and policies concerning the ownership, operation, programming and employment practices of television stations.

WAPA depends upon maintaining its broadcast licenses, which are issued by the FCC for a term of eight years and are renewable. Applications to renew the broadcast licenses of all television stations licensed to communities in Puerto Rico, including those associated with WAPA-TV, were renewed in 2013. In the future, interested parties may challenge a renewal application. The FCC has the authority to revoke licenses, not renew them, or renew them with conditions, including renewals for less than a full term. It cannot be assured that our license renewal applications for WAPA in the future will be approved, or that the renewals, if granted, will not include conditions or qualifications that could adversely affect our operations. If WAPA's licenses are not renewed in the future, or renewed with substantial conditions or modifications (including renewing one or more of our licenses for a term of fewer than eight years), it could prevent us from operating WAPA and generating revenue from it.

Furthermore, WAPA's ability to successfully negotiate and renegotiate future retransmission consent agreements may be hindered by potential legislative or regulatory changes to the framework under which these agreements are negotiated. In March 2011, the FCC issued a Notice of Proposed Rulemaking ("NPRM") to consider changes to its rules governing the negotiation of retransmission consent agreements. The FCC concluded that it lacked statutory authority to impose mandatory arbitration or interim carriage obligations in the event of a dispute between broadcasters and pay television operators. The FCC, however, sought comment on whether it should (1) strengthen existing regulatory provisions requiring broadcasters and MVPDs to negotiate retransmission consent in "good faith," (2) enhance notice obligations to consumers of potential disruptions in service, and/or (3) extend the prohibition on ceasing carriage of a broadcast station's signal during an audience measurement period to direct broadcast satellite ("DBS") systems. The FCC has not yet issued a decision in this proceeding, and we cannot predict the outcome of any FCC regulatory action in this regard.

Our Networks are subject to FCC sanctions or penalties if they violate the FCC's rules or regulations.

If we or any of our officers, directors, or attributable interest holders materially violate the FCC's rules and regulations or are convicted of a felony or are found to have engaged in unlawful anticompetitive conduct or fraud upon another government agency, the FCC may, in response to a petition by a third party or on its own initiative, in its discretion, commence a proceeding to impose sanctions upon us that could involve the imposition of monetary penalties, the denial of a license renewal application, revocation of a broadcast license or other sanctions. In addition, the FCC has recently emphasized more vigorous enforcement of certain of its regulations, including indecency standards, sponsorship identification requirements, children's programming requirements, public file requirements, which impact broadcasters, and also rules that relate to the emergency alert system and closed captioning, and equal employment opportunity outreach and recordkeeping requirements, which impact MVPDs. For example, in 2006, the statutory maximum fine for broadcasting indecent material increased from $32,500 to $325,000 per incident. In 2014, the FCC issued fines against three cable network owners, with the fines ranging from $280,000 to $1,120,000, for violating FCC rules relating to the emergency alert system. These enhanced

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enforcement efforts could result in increased costs associated with the adoption and implementation of stricter compliance procedures at our Business facilities or FCC fines. Additionally, the effect of recent judicial decisions regarding the FCC's indecency enforcement practices remain unclear and we are unable to predict the impact of these decisions on the FCC's enforcement practices, which could have a material adverse effect on our Business.

The cable, satellite and telco-delivered television industry is subject to substantial governmental regulation for which compliance may increase our Networks' costs, hinder our growth and possibly expose us to penalties for failure to comply.

The multichannel video programming distribution industry is subject to extensive legislation and regulation at the federal level, and many aspects of such regulation are currently the subject of judicial proceedings and administrative or legislative proposals. Operating in a regulated industry increases our cost of doing business as video programmers, and such regulation may also hinder our ability to increase and/or maintain our revenues. The regulation of programming services is subject to the political process and continues to be under evaluation and subject to change. Material changes in the law and regulatory requirements are difficult to anticipate and our Business may be harmed by future legislation, new regulation, deregulation and/or court decisions interpreting such laws and regulations.

The following are examples of the types of currently active legislative, regulatory and judicial inquiries and proceedings that may impact our Cable Networks. The FCC may adopt rules which would require cable and satellite providers to make available programming channels on an a la carte basis. A major component of our financial growth strategy is based on our ability to increase our Cable Networks' subscriber base. If our Cable Networks' programming services are required by the FCC to be offered on an "a la carte" basis, our Cable Networks could experience higher costs, reduced distribution of our program service, perhaps significantly, and lose viewers. There can be no assurance that we will be able to maintain or increase our Cable Networks' subscriber base on cable, satellite and telco systems or that our current carriage will not decrease as a result of a number of factors or that we will be able to maintain or increase our Cable Networks' current subscriber fee rates.

Further, the FCC and certain courts are examining the types of technologies that will be considered "multichannel video programming systems" under federal regulation and the rules that will be applied to distribution of television programming via such technologies. We cannot predict the outcome of any of these inquiries or proceedings or how their outcome would impact our ability to have our Cable Networks' content carried on multichannel programming distribution and the value of our advertising inventories.

Our Cable Networks may become subject to program access restrictions.

Under the Communications Act, vertically integrated cable programmers are generally prohibited from offering different prices, terms, or conditions to competing multichannel video programming distributors unless the differential is justified by certain permissible factors set forth in the FCC's regulations. A cable programmer is considered to be vertically integrated if it owns or is owned by a cable television operator in whole or in part under the FCC's program access attribution rules. Cable television operators for this purpose may include telephone companies that provide video programming directly to subscribers. The other holdings of entities that acquire an interest in our capital stock may be attributable to our Cable Networks for purposes of the program access rules, and therefore could have the effect of making our Cable Networks subject to the program access rules. If our Cable Networks were to become subject to the program access rules, their flexibility to negotiate the most favorable terms available for their content could be adversely affected. Our amended and restated certificate of incorporation provides for our ability to restrict ownership or redeem shares of certain holders, if we believe that the ownership or proposed ownership of shares of our capital stock by any person may limit or impair any of our activities under the Communications Act. However, there can be no assurances that our rights under our amended and restated certificate of incorporation, will allow a timely resolution to the limitation or impairment of our activities under the Communications Act. As a result, if our Cable Networks were to become subject to the program access rules, it could have a material adverse effect on our Business, financial condition and results of operations.

Cable, satellite and telco television programming signals have been stolen or could be stolen in the future, which reduces our potential revenue from subscriber fees and advertising.

The delivery of subscription programming requires the use of conditional access technology to limit access to programming to only those who subscribe to programming and are authorized to view it. Conditional access systems use, among other things, encryption technology to protect the transmitted signal from unauthorized access. It is illegal to create, sell or otherwise distribute software or devices to circumvent conditional access technologies. However, theft of programming has been widely reported, and the access or "smart" cards used in service providers' conditional access systems have been compromised and could be further compromised in the future. When conditional access systems are compromised, our Networks do not receive the potential subscriber fee revenues from the service providers. Further, measures that could be taken by service providers to limit such theft are not under our control. While we take proactive steps to combat piracy through the encryption of our signal and other measures, there can be no assurances that these or other steps are effective. Piracy of our Networks' copyrighted materials could reduce our revenue and negatively affect our Business and operating results.

"Must-carry" regulations reduce the amount of channel space that is available for carriage of the Cable Networks cable offerings.

The Cable Act of 1992 imposed "must carry" or "retransmission consent" regulations on cable systems, requiring them to carry the signals of local broadcast television stations that choose to exercise their must carry rights rather than negotiate a retransmission consent arrangement. DBS systems are also subject to their own must carry rules. The FCC's implementation of these "must-carry" obligations requires cable and DBS operators to give certain broadcasters preferential access to channel space. This reduces the amount of channel space that is available for carriage of our Cable Networks offerings by cable television systems and DBS operators in the U.S. Congress, the FCC or any other foreign government may, in the future, adopt new laws, regulations and policies regarding a wide variety of matters which could affect our Cable Networks.

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We have operations, properties and viewers that are located in Puerto Rico and Florida that could be adversely affected in the event of a hurricane or other extreme weather conditions.

WAPA's corporate office and production facilities are located in Puerto Rico, where major hurricanes have occurred, as well as other extreme weather conditions, such as tornadoes, floods, fires, unusually heavy or prolonged rain, droughts and heat waves. Additionally our corporate office and certain of our operations provided by our service providers are located in Miami, Florida, where similar weather conditions have occurred, including major hurricanes. Depending on where any particular hurricane or other weather event makes landfall, our properties in Puerto Rico could experience significant damage. Such event could have an adverse effect on our ability to broadcast our programming or produce new shows, which could have an adverse effect on our Business and results of operations. Additionally, many of WAPA's regular viewers may be left without power and unable to view our programming which could have an adverse effect on our Business and results of operations.

Puerto Rico's continuing economic hardships may have a negative effect on the overall performance of our Business, financial condition and results of operations.

Current financial and economic conditions in Puerto Rico continue to be uncertain and the continuation or worsening of such conditions could reduce consumer confidence and have an adverse effect on WAPA's business, results of operations, and/or financial condition. If consumer confidence were to decline, this decline could negatively affect WAPA's advertising customers' businesses and their advertising budgets. In addition, continued volatile economic conditions could have a negative impact on the broadcast television industry or the industries of WAPA's advertisers, resulting in reduced advertising sales. Furthermore, it may be possible that actions taken by any governmental or regulatory body for the purpose of stabilizing the economy or financial markets will not achieve their intended effect. In addition to any negative direct consequences to our Business or results of operations arising from these financial and economic developments, some of these actions may adversely affect financial institutions, advertisers, or other consumers on whom we rely. Additionally, our access to future capital or financing arrangements, or the cost of such capital or financings, may be affected by the economic climate in Puerto Rico.

Puerto Rico's track record of poor budget controls and high poverty levels compared to the U.S. average presents ongoing challenges. Puerto Rico's government is dealing with a poor fiscal condition, unemployment rate is high and the labor force participation rate extremely low. More recently, serious fiscal challenges have surfaced that are closely interrelated with Puerto Rico's weak economic performance. Persistent deficits in Puerto Rico's fiscal accounts, as well as mounting deficits in the operation of several major public corporations have substantially raised Puerto Rico's overall public debt, leading to serious concerns about whether its economy can sustain its financial obligations. Although Puerto Rico has implemented measures to deal with its budgetary gaps and economic challenges, including, raising the corporate tax rate from 30% to 39%, recently introducing a comprehensive reform of its current tax system, passing a balanced budget for fiscal 2015, and other significant expenditure controls and revenue enhancement measures, Puerto Rico possesses an economy in recession since 2006, limited economic activity, lower-than-estimated revenue collections, high government debt levels relative to the size of the economy and other potential fiscal challenges. Significant job losses, potential expenses and delays

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implementing budget solutions, the loss or reduction in the flow of federal funds, and contraction in the manufacturing and construction sectors could further heighten the risks associated with our exposure to Puerto Rico's economy.

If economic conditions in Puerto Rico deteriorate, we may experience a reduction in existing and new business, which could have a material adverse effect on our Business, financial condition and results of operations.

Certain of our Cable Networks have international operations and exposures that incur certain risks not found in doing business in the United States.

Doing business in foreign countries carries with it certain risks that are not found in doing business in the United States. The risks of doing business in foreign countries that could result in losses against which our Cable Networks are not insured include:

- exposure to local economic conditions;
- potential adverse changes in the diplomatic relations of foreign countries with the United States;
- hostility from local populations;
- significant fluctuations in foreign currency value;
- the adverse effect of currency exchange controls or other restrictions;
- restrictions on the withdrawal of foreign investment and earnings;
- government policies against businesses owned by foreigners;
- investment restrictions or requirements;
- expropriations of property;
- the potential instability of foreign governments and economies;
- the risk of insurrections;
- difficulties in collecting revenues and seeking recourse against 3rd parties owing payments to us;
- withholding and other taxes on remittances and other payments by subsidiaries;
- changes in taxation structure; and
- shifting consumer preferences regarding the viewing of video programming.

Furthermore, some foreign markets where we operate may be more adversely affected by current economic conditions than the U.S. We also may incur additional expenses as a result of changes, including the imposition of new restrictions, in the existing economic or political environment in the regions where we do business. Acts of terrorism, hostilities, or financial, political, economic or other uncertainties could lead to a reduction in revenue or loss of investment, which could adversely affect our results of operations.

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Any violation of the Foreign Corrupt Practices Act or other similar laws and regulations could have a negative impact on us.

We are subject to risks associated with doing business outside of the United States, which exposes us to complex foreign and U.S. regulations inherent in doing business cross-border and in each of the countries in which we transact business. We are subject to regulations imposed by the Foreign Corrupt Practices Act, or the FCPA, and other anti-corruption laws that generally prohibit U.S. companies and their subsidiaries from offering, promising, authorizing or making improper payments to foreign government officials for the purpose of obtaining or retaining business. Violations of the FCPA and other anti-corruption laws may result in severe criminal and civil sanctions as well as other penalties and the SEC and U.S. Department of Justice have increased their enforcement activities with respect to the FCPA. Internal control policies and procedures and employee training and compliance programs that we have implemented to deter prohibited practices may not be effective in prohibiting employees, contractors or agents from violating or circumventing such policies and the law. If our employees or agents fail to comply with applicable laws or company policies governing their international operations, we may face investigations, prosecutions and other legal proceedings and actions which could result in civil penalties, administrative remedies and criminal sanctions. Any determination that we have violated the FCPA could have a material adverse effect on our financial condition. Compliance with international and U.S. laws and regulations that apply to international operations increases the cost of doing business in foreign jurisdictions.

Adverse conditions in the U.S. and international economies could negatively impact our results of operations.

Unfavorable general economic conditions, such as a recession or economic slowdown in parts of the United States or in one or more of the major markets in which we operate, could negatively affect the affordability of and demand for some of their products and services. In addition, adverse economic conditions may lead to loss of subscriptions for our Networks. If these events were to occur, it could have a material adverse effect on our results of operations.

The risks associated with our advertising revenue become more acute in periods of a slowing economy or recession, which may be accompanied by a decrease in advertising. Expenditures by advertisers tend to be cyclical, reflecting overall economic conditions and budgeting and buying patterns. Cancellations, reductions or delays in purchases of advertising could, and often do, occur as a result of a strike, a general economic downturn, an economic downturn in one or more industries or in one or more geographic areas, or a failure to agree on contractual terms.

Any potential hostilities, terrorist attacks, or similarly newsworthy events leading to broadcast interruptions, may affect our revenues and results of operations.

If any existing hostilities escalate, or if the United States experiences a terrorist attack or experiences any similar event resulting in interruptions to regularly scheduled broadcasting, we may lose revenue and/or incur increased expenses. Lost revenue and increased expenses may be due to preemption, delay or cancellation of advertising campaigns, or diminished subscriber fees, as well as increased costs of covering such events. We cannot predict the (i) extent or duration of any future disruption to our programming schedule, (ii) amount of advertising revenue that would be lost or delayed, (iii) the amount of decline in any subscriber fees or (iv) the amount by which broadcasting expenses would increase as a result. Any such loss of revenue and increased expenses could negatively affect our results of operations.

Recent legislation could result in the reallocation of broadcast spectrum for wireless broadband or other non-broadcast use.

In February 2012, Congress passed and the President signed legislation that, among other things, grants the FCC authority to conduct an incentive auction to recapture certain spectrum currently used by television broadcasters and repurpose it for other uses. On June 2, 2014, the FCC released a Report and Order ("Incentive Auction Order") adopting rules and procedures to implement the incentive auction authorized by Congress. Several parties have challenged, in part or in whole, the Incentive Auction Order. These challenges remain pending. Additionally, the FCC has initiated several rulemakings in connection with the Incentive Auction Order. These rulemakings remain pending. The FCC has indicated that the incentive auction will begin in early 2016. The proposed incentive auction process would have three components.

First, the FCC would conduct a reverse auction by which each television broadcaster may choose to retain its rights to a 6 MHz channel of spectrum or volunteer, in return for payment, to relinquish some or all of its station's spectrum by surrendering the station's license; relinquishing the right to some of the station's spectrum and thereafter share spectrum with another station; or, for stations that operate in the UHF spectrum, modifying the station's UHF channel license to a VHF channel license.

Second, in order to accommodate the spectrum reallocated to new users, the FCC will "repack" the remaining television broadcast spectrum, which may require certain television stations that did not participate in the reverse auction to modify their transmission facilities, including requiring such stations to operate on other channel designations. The FCC is authorized to reimburse stations for reasonable relocation costs up to a total across all stations of $1.75 billion. In addition, Congress directed the FCC, when repacking the television broadcast spectrum, to use reasonable efforts to preserve a station's coverage area and population served. In addition, the FCC is prohibited from requiring a station to move involuntarily from the UHF spectrum band, the band in which WAPA's broadcast licenses operate, to the VHF spectrum band or from the high VHF band to the low VHF band.

Third, the FCC would conduct a forward auction of the relinquished broadcast spectrum to new users. The FCC must complete the reverse auction and the forward auction by September 30, 2022.

The outcome of the incentive auction and repacking of broadcast television spectrum or the impact of such items on our Business cannot be predicted.

Our Networks are subject to interruptions of distribution as a result of our reliance on broadcast towers, satellites and Distributors for transmission of its programming. A significant interruption in transmission ability could seriously affect our Business and results of operations, particularly if not fully covered by its insurance.

Our Networks could experience interruptions of distribution or potentially long-term increased costs of delivery if the ability of broadcast towers, satellites or satellite transponders, or

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Distributors to transmit our Networks' content is disrupted because of accidents, weather interruptions, governmental regulation, terrorism, or other third party action.

As protection against these hazards, we maintain insurance coverage against some, but not all, such potential losses and liabilities. We may not be able to maintain or obtain insurance of the type and amount we desire at reasonable rates. As a result of market conditions, premiums and deductibles for certain of our insurance policies may increase substantially. In some instances, certain insurance could become unavailable or available only for reduced amounts of coverage. For example, coverage for hurricane damage can be limited, and coverage for terrorism risks can include broad exclusions. If our Networks were to incur a significant liability for which we were not fully insured, it could have a material adverse effect on our financial position.

The success of much of our Business is dependent upon the retention and performance of on-air talent and program hosts and other key employees.

Our Business depends upon the continued efforts, abilities and expertise of our corporate executive team. There can be no assurance that these individuals will remain with us. Our Business, financial condition and results of operations could be materially adversely affected if we lose any of these persons and are unable to attract and retain qualified replacements. Additionally, our Networks independently contract with several on-air personalities and hosts with significant loyal audiences in their respective markets. Although our Networks have entered into long-term agreements with some of their key on-air talent and program hosts to protect their interests in those relationships, we can give no assurance that all or any of these persons will remain with our Networks or will retain their audiences. Competition for these individuals is intense and many of these individuals are under no legal obligation to remain with our Networks. Our competitors may choose to extend offers to any of these individuals on terms which our Networks may be unable or unwilling to meet. Furthermore, the popularity and audience loyalty of our Networks' key on-air talent and program hosts is highly sensitive to rapidly changing public tastes. A loss of such popularity or audience loyalty is beyond our control and could limit our Network' ability to generate revenue and could have a material adverse effect on our Business, financial condition and results of operations.

We may need to increase the size of our organization, and may experience difficulties in managing growth.

At Hemisphere, the parent holding company, we do not have significant operating assets and only have a limited number of employees. In connection with the completion of any future acquisitions, we may be required to hire additional personnel and enhance our information technology systems. Any future growth may increase our corporate operating costs and impose significant added responsibilities on members of our management, including the need to identify, recruit, maintain and integrate additional employees and implement enhanced informational technology systems. Our future financial performance and our ability to compete effectively will depend, in part, on our ability to manage any future growth effectively. Future growth will also increase our costs and expenses and limit our liquidity.

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We could be adversely affected by strikes or other union job actions.

A majority of our employees in Puerto Rico are highly specialized union members who are essential to the production of television programs and news. These employees are covered by our collective bargaining agreements ("CBAs") which expire on July 23, 2015 and June 27, 2016, respectively. A strike by, or a lockout of, one or more of the unions that provide personnel essential to the production of television programs could delay or halt our ongoing production activities. Such a halt or delay, depending on the length of time, could cause a delay or interruption in the programming schedule of certain of our Networks, which could have a material adverse effect on our Business, financial condition and results of operations.

We could become obligated to pay additional contributions due to the unfunded vested benefits of a multiemployer pension plan. A future incurrence of withdrawal liability could have a material effect on our results of operations.

WAPA makes contributions to the Newspaper Guild International Pension Plan (the "Plan" or "TNGIPP"), a multiemployer pension plan with a plan year end of December 31 that provides defined benefits to certain employees covered by two CBAs, which expire on July 23, 2015 and June 27, 2016, respectively. WAPA's contribution rates to the Plan are generally determined in accordance with the provisions of the CBAs.

The risks in participating in such a plan are different from the risks of single-employer plans, in the following respects:

- Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employer.

- If a participating employer ceases to contribute to a multiemployer plan, the unfunded obligation of the plan may be borne by the remaining participating employers.

WAPA has received Annual Funding Notices, Report of Summary Plan Information, Critical Status Notices ("Notices") and a Rehabilitation Plan, as defined by the Pension Protection Act of 2006 ("PPA"), from the Plan. The Notices indicate that the Plan actuary has certified that the Plan is in critical status, the "Red Zone," as defined by the PPA, and that a plan of rehabilitation ("Rehabilitation Plan") was adopted by the Trustees of the Plan ("Trustees") on May 1, 2010. On May 29, 2010, the Trustees sent WAPA a Notice of Reduction and Adjustment of Benefits Due to Critical Status explaining all changes adopted under the Rehabilitation Plan, including the reduction or elimination of benefits referred to as "adjustable benefits." In connection with the adoption of the Rehabilitation Plan, most of the Plan participating unions and contributing employers (including the Newspaper Guild International and WAPA), agreed to one of the "schedules" of changes as set forth under the Rehabilitation Plan. WAPA elected the "Preferred Schedule" and executed a Memorandum of Agreement, effective May 27, 2010 (the "MOA") and agreed to the following contribution rate increases: 3.0% beginning on January 1, 2013; an additional 3.0% beginning on January 1, 2014; and an additional 3.0% beginning on January 1, 2015.

The future cost of the Plan depends on a number of factors, including the funding status of the Plan and the ability of other participating companies to meet ongoing funding obligations. Participating employers in the Plan are jointly responsible for any plan underfunding. Assets

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contributed to the Plan are not segregated or otherwise restricted to provide benefits only to the employees of WAPA. While WAPA's pension cost for the Plan is established by the CBA, the Plan may impose increased contribution rates and surcharges based on the funded status of the Plan and in accordance with the provisions of the PPA. Factors that could impact the funded status of the Plan include investment performance, changes in the participant demographics, financial stability of contributing employers and changes in actuarial assumptions.

The surcharges and effect of the Rehabilitation Plan as described above are not anticipated to have a material effect on our results of operations. However, in the event other contributing employers are unable to, or fail to, meet their ongoing funding obligations, the financial impact on WAPA to contribute to any plan underfunding may be material. In addition, if a United States multiemployer defined benefit plan fails to satisfy certain minimum funding requirements, the Internal Revenue Service (the "IRS") may impose a nondeductible excise tax of 5% on the amount of the accumulated funding deficiency for those employers contributing to the fund.

WAPA could also be obligated to pay additional contributions (known as complete or partial withdrawal liabilities) due to the unfunded vested benefits of the Plan, in the event WAPA withdrew from the Plan during the five-year period beginning on the effective date of the MOA. The withdrawal liability (which could be material) in the event of the foregoing, would equal the total lump sum of contributions WAPA would have been obligated to pay the Plan through the date of withdrawal, under the "default schedule" of the Rehabilitation Plan (5% surcharge in the initial year and 10% for each successive year thereafter the Plan is in critical status), less any contributions actually paid by WAPA to the Plan under the "preferred schedule." For more information, see Note 11, "Retirement Plans" of Notes to Consolidated Financial Statements.

A large portion of our revenue is generated from a limited number of customers, and the loss of these customers could adversely affect our Business.

We have historically depended on a few customers for a significant percentage of our annual net revenues. The loss of one or more contracts with one of these customers could adversely affect our Business, financial condition and results of operations if the lost revenues were not replaced with profitable revenues from that customer or other customers.

If our goodwill or intangibles become impaired, we will be required to recognize a non-cash charge which could have a significant effect on our reported net earnings.

A significant portion of our assets consist of goodwill and intangibles. We test our goodwill and intangibles for impairment each year. A significant downward revision in the present value of estimated future cash flows for a reporting unit could result in an impairment of goodwill and intangibles and a noncash charge would be required. Such a charge could have a significant effect on our reported net earnings.

Possible strategic initiatives may impact our Business.

We will continue to evaluate the nature and scope of our operations and various short-term and long-term strategic considerations. There are uncertainties and risks relating to strategic initiatives. Also, prospective competitors may have greater financial resources. These factors may place us at a competitive disadvantage in successfully completing future acquisitions and

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investments. Future acquisitions may not be available on attractive terms, or at all. If we do make acquisitions, we may not be able to successfully integrate the acquired businesses. In addition, while we believe that there may be target businesses that we could potentially acquire or invest in, our ability to compete with respect to the acquisition of certain target businesses that are sizable will be limited by our available financial resources. We may need to obtain additional financing in order to consummate future acquisitions and investment opportunities. We cannot assure you that any additional financing will be available to us on acceptable terms, if at all. This inherent competitive limitation gives others with greater financial resources an advantage in pursuing acquisition and investment opportunities. Finally, certain acquisitions or divestitures may be subject to FCC approval and FCC rules and regulations. If we do not realize the expected benefits or synergies of such transactions, there may be an adverse effect on our Business, financial condition and results of operations.

Future acquisitions or business opportunities could involve unknown risks that could harm our Business and adversely affect our financial condition.

In the future we may acquire other businesses or make other acquisitions, such as the Acquired Cable Business, that involve unknown risks. Although we intend to conduct extensive business, financial and legal due diligence in connection with the evaluation of future business or acquisition opportunities, there can be no assurance our due diligence investigations will identify every matter that could have a material adverse effect on us. We may be unable to adequately address the financial, legal and operational risks raised by such businesses or acquisitions. The realization of any unknown risks could expose us to unanticipated costs and liabilities and prevent or limit us from realizing the projected benefits of the businesses or acquisitions, which could adversely affect our financial condition and liquidity. In addition, our Business, financial condition, results of operations and the ability to service our debt may be adversely impacted depending on specific risks applicable to any business or company we acquire.

Any potential acquisition or investment in a foreign business or a company with significant foreign operations may subject us to additional risks.

Acquisitions or investments by us in a foreign business or other companies with significant foreign operations, subjects us to risks inherent in business operations outside of the United States. These risks include, for example, currency fluctuations, complex foreign regulatory regimes, unstable local tax policies, restrictions on the movement of funds across national borders and cultural and language differences. If realized, some of these risks may have a material adverse effect on our Business, results of operations and liquidity, and can have an adverse effect on our ability to service our debt.

We could consume resources in researching acquisitions, business opportunities or financings and capital market transactions that are not consummated, which could materially adversely affect subsequent attempts to locate and acquire or invest in another business.

We anticipate that the investigation of each specific acquisition or business opportunity and the negotiation, drafting, and execution of relevant agreements, disclosure documents, and other instruments, with respect to such transaction, will require substantial management time and attention and substantial costs for financial advisors, accountants, attorneys and other advisors. If a

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decision is made not to consummate a specific acquisition, business opportunities or financings and capital market transactions investment or financing, the costs incurred up to that point for the proposed transaction likely would not be recoverable. Furthermore, even if an agreement is reached relating to a specific acquisition, investment target or financing, we may fail to consummate the investment or acquisition for any number of reasons, including those beyond our control. Any such event could consume significant management time and result in a loss to us of the related costs incurred, which could adversely affect our financial position and our ability to consummate other acquisitions and investments.

We have incurred substantial costs in connection with our previous acquisitions, including legal, accounting, advisory and other costs.

We have incurred substantial costs in connection with our prior acquisitions and expect to incur substantial costs in connection with any other transaction we complete in the future. For example, upon the consummation of the acquisition of the Acquired Cable Business, we incurred significant costs, including a number of non-recurring costs associated with the transaction. Some of these costs are payable regardless of whether the acquisition is completed. These costs will reduce the amount of cash otherwise available to us for acquisitions, business opportunities and other corporate purposes. There is no assurance that the actual costs will not exceed our estimates. We may continue to incur additional material charges reflecting additional costs associated with our investments and the integration of our acquisitions including, our investment in the Acquired Cable Business, in fiscal quarters subsequent to the quarter in which the relevant acquisition was consummated.

Our officers, directors, stockholders and their respective affiliates may have a pecuniary interest in certain transactions in which we are involved, and may also compete with us.

We have not adopted a policy that expressly prohibits our directors, officers, stockholders or affiliates from having a direct or indirect pecuniary interest in any investment to be acquired or disposed of by us or in any transaction to which we are a party or have an interest. Nor do we have a policy that expressly prohibits any such persons from engaging for their own account in business activities of the types conducted by us. We may, subject to the terms of our amended term loan facility (the "Amended Term Loan Facility") and applicable law, enter into transactions in which such persons have an interest. In addition, such parties may have an interest in certain transactions such as strategic partnerships or joint ventures in which we may become involved, and may also compete with us.

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In the course of their other business activities, certain of our officers and directors may become aware of investment and acquisition opportunities that may be appropriate for presentation to us as well as the other entities with which they are affiliated. Such officers and directors may have conflicts of interest in determining to which entity a particular business opportunity should be presented.

Certain of our officers and directors may become aware of business opportunities which may be appropriate for presentation to us as well as the other entities with which they are or may be affiliated. Due to those officers' and directors' existing affiliations with other entities, they may have fiduciary obligations to present potential business opportunities to those entities in addition to presenting them to us, which could cause additional conflicts of interest. To the extent that such officers and directors identify business combination opportunities that may be suitable for entities to which they have pre-existing fiduciary obligations, or are presented with such opportunities in their capacities as fiduciaries to such entities, they may be required to honor their pre-existing fiduciary obligations to such entities. Accordingly, they may not present business combination opportunities to us that otherwise may be attractive to such entities unless the other entities have declined to accept such opportunities.

Future acquisitions and dispositions may not require a stockholder vote and may be material to us.

Any future acquisitions could be material in size and scope, and our stockholders and potential investors may have virtually no substantive information about any new business upon which to base a decision whether to invest in our Class A common stock. In any event, depending upon the size and structure of any acquisitions, stockholders are generally expected to not have the opportunity to vote on the transaction, and may not have access to any information about any new business until the transaction is completed and we file a report with the Securities and Exchange Commission (the "Commission") disclosing the nature of such transaction and/or business. Similarly, we may effect material dispositions in the future. Even if a stockholder vote is required for any of our future acquisitions, under our amended and restated certificate of incorporation and our amended and restated bylaws, our stockholders are allowed to approve such transactions by written consent, which may effectively result in only our controlling stockholder having an opportunity to vote on such transactions.

Protection of electronically stored data is costly and if our data is compromised in spite of this protection, we may incur additional costs, lost opportunities and damage to our reputation.

We maintain information in digital form necessary to conduct our Business, including confidential and proprietary information regarding our Networks' advertisers, customers, Distributors, employees and viewers as well as personal information. Data maintained in digital form is subject to the risk of intrusion, tampering and theft. We develop and maintain systems to prevent this from occurring, but the development and maintenance of these systems is costly and requires ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated. Moreover, despite our efforts, the possibility of intrusion, tampering and theft cannot be eliminated entirely, and risks associated with each of these remain. In addition, we provide confidential, proprietary and personal information to third parties when it is necessary to pursue business objectives. While we obtain assurances that these third parties will protect this information and, where appropriate, monitor the protections employed by these third parties, there is a risk the confidentiality of data held by third parties may be compromised. If our

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data systems are compromised, our ability to conduct our Business may be impaired, we may lose profitable opportunities or the value of those opportunities may be diminished and, as described above, we may lose revenue as a result of unlicensed use of our intellectual property. Further, a penetration of our network security or other misappropriation or misuse of personal consumer or employee information could subject us to financial, litigation and reputation risk, which could have a negative effect on our Business, financial condition and results of operations.

Unrelated third parties may bring claims against us based on the nature and content of information posted on websites maintained by our Networks.

Our Networks host, or may host in the future, internet sites that enable individuals to exchange information, generate content, comment on content, and engage in various online activities. The law relating to the liability of providers of these online services for activities of their users is currently unsettled both within the United States and internationally. Claims may be brought against us for defamation, negligence, copyright or trademark infringement, unlawful activity, tort, including personal injury, fraud, or other theories based on the nature and content of information that may be posted online or generated by our Networks' internet site users, including *wapa.tv*, *cinelatino.com*, *tvpasiones.com*, *centroamericatv.tv* and *televisiondominicana.tv*. Defenses of such actions could be costly and involve significant time and attention of our Networks' management, our management and other resources.

The success of our Business is highly dependent on the existence and maintenance of intellectual property rights in the entertainment products and services we create.

The value to us of our intellectual property rights is dependent on the scope and duration of our rights as defined by applicable laws in the U.S. and abroad and the manner in which those laws are construed. If those laws are drafted or interpreted in ways that limit the extent or duration of our rights, or if existing laws are changed, our ability to generate revenue from our intellectual property may decrease, or the cost of obtaining and maintaining rights may increase. There can be no assurance that our efforts to enforce our rights and protect our products, services and intellectual property will be successful in preventing content piracy or signal theft. Content piracy and signal theft present a threat to our revenues.

The unauthorized use of our intellectual property rights may increase the cost of protecting these rights or reduce our revenues. New technologies such as the convergence of computing, communication, and entertainment devices, the falling prices of devices incorporating such technologies, and increased broadband internet speed and penetration have made the unauthorized digital copying and distribution of our programming content easier and faster and enforcement of intellectual property rights more challenging. The unauthorized use of intellectual property in the entertainment industry generally continues to be a significant challenge for intellectual property rights holders. Inadequate laws or weak enforcement mechanisms to protect intellectual property in one country can adversely affect the results of our operations worldwide, despite our efforts to protect our intellectual property rights. These developments may require us to devote substantial resources to protecting our intellectual property against unlicensed use and present the risk of increased losses of revenue as a result of unlicensed distribution of our content.

With respect to intellectual property developed by us and rights acquired by us from others, we are subject to the risk of challenges to our copyright, trademark and patent rights by third

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parties. Successful challenges to our rights in intellectual property may result in increased costs for obtaining rights or the loss of the opportunity to earn revenue from the intellectual property that is the subject of challenged rights. We are not aware of any challenges to our intellectual property rights that we currently foresee having a material effect on our operations.

If we are unable to protect our domain names, our reputation and brands could be adversely affected.

We currently hold various domain name registrations relating to our brands. The registration and maintenance of domain names generally are regulated by governmental agencies and their designees. Governing bodies may establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names. As a result, we may be unable to register or maintain relevant domain names. We may be unable, without significant cost or at all, to prevent third parties from registering domain names that are similar to, infringe upon or otherwise decrease the value of, our and our subsidiaries trademarks and other proprietary rights. Failure to protect our domain names could adversely affect our reputation and brands, and make it more difficult for users to find our Business's websites and services.

We may face intellectual property infringement claims that could be time-consuming, costly to defend and result in loss of significant rights.

Other parties may assert intellectual property infringement claims against us, and our Networks' products may infringe the intellectual property rights of third parties. From time to time, our Business receives letters alleging infringement of intellectual property rights of others. Intellectual property litigation can be expensive and time-consuming and could divert management's attention from our Business. If there is a successful claim of infringement against us, we may be required to pay substantial damages to the party claiming infringement or enter into royalty or license agreements that may not be available on acceptable or desirable terms, if at all. Our failure to license proprietary rights on a timely basis would harm our Business.

Changes in governmental regulation, interpretation or legislative reform could increase our Business's cost of doing business and adversely affect our profitability.

Laws and regulations, including in the areas of advertising, consumer affairs, data protection, finance, marketing, privacy, publishing and taxation requirements, are subject to change and differing interpretations. Changes in the political climate or in existing laws or regulations, or their interpretations, or the enactment of new laws or the issuance of new regulations or changes in enforcement priorities or activity could adversely affect us by, among other things:

- increasing our administrative, compliance, and other costs;
- forcing us to undergo a corporate restructuring;
- limiting our ability to engage in inter-company transactions with our affiliates and subsidiaries;
- increasing our tax obligations, including unfavorable outcomes from audits performed by various tax authorities;
- affecting our ability to continue to serve our Networks' customers and to attract new customers;

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- affecting cash management practices and repatriation efforts;
- forcing us to alter or restructure our Networks' relationships with vendors and contractors;
- increasing compliance efforts or costs;
- limiting our use of or access to personal information;
- restricting our ability to market our products; and
- requiring us to implement additional or different programs and systems.

Compliance with regulations is costly and time-consuming, and we may encounter difficulties, delays or significant expenses in connection with such compliance, and we may be exposed to significant penalties, liabilities, reputational harm and loss of business in the event that we fail to comply. While it is not possible to predict when or whether fundamental policy or interpretive changes would occur, these or other changes could fundamentally change the dynamics of the industries in which we operate or the costs associated with our operations. Changes in public policy or enforcement priorities could materially affect our profitability, our ability to retain or grow business, or in the event of extreme circumstances, our financial condition. There can be no assurance that legislative or regulatory change or interpretive differences will not have a material adverse effect on our Business.

Changes in accounting standards can significantly impact reported operating results.

Generally accepted accounting principles, accompanying pronouncements and implementation guidelines for many aspects of our Business, including those related to intangible assets and income taxes, are complex and involve significant judgments. Changes in these rules or their interpretation could significantly change our reported operating results.

Section 404 of the Sarbanes-Oxley Act of 2002 requires us to document and test our internal controls over financial reporting and to report on our assessment as to the effectiveness of these controls. Any delays or difficulty in satisfying these requirements or negative reports concerning our internal controls could have a material adverse effect on our future results of operations and financial condition.

The Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley, requires, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. We must perform system and process evaluation and testing of our internal control over financial reporting to allow our management to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of Sarbanes-Oxley ("Section 404"). Our testing, or the subsequent testing by our independent registered public accounting firm, may reveal deficiencies in internal control over financial reporting that are deemed to be material weaknesses. Compliance with Section 404 will require that we incur substantial accounting expense and expend significant management time on compliance-related issues. The need to focus on compliance with Section 404 of Sarbanes-Oxley may strain management and finance resources and otherwise present additional administrative and operational challenges as our management seeks to comply with these requirements.

We may in the future discover areas of our internal controls that need improvement, particularly with respect to our existing acquired businesses, businesses that we may acquire in the future and newly formed businesses or entities. We cannot be certain that any remedial measures we take will ensure that we implement and maintain adequate internal controls over our financial reporting processes and reporting in the future.

In addition, we may acquire an entity that was not previously subject to U.S. public company requirements or did not previously prepare financial statements in accordance with generally accepted accounting principles, or GAAP, or is not in compliance with the requirements of Sarbanes-Oxley or other public company reporting obligations applicable to such entity. We may incur additional costs in order to ensure that after such acquisition, we continue to comply with the requirements of Sarbanes-Oxley and our other public company requirements, which in turn could reduce our earnings or cause us to fail to meet our reporting obligations. In addition, development of an adequate financial reporting system and the internal controls of any such entity to achieve compliance with Sarbanes-Oxley may increase the time and costs necessary to complete any such acquisition or cause us to fail to meet our reporting obligations. To the extent any of these newly acquired entities or any existing entities have deficiencies in its internal controls, it may impact our internal controls.

Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. If we are not able to comply with the requirements of Section 404 in a timely manner, if we fail to remedy any material weakness and maintain effective internal control over our financial reporting in the future, or if our independent registered public accounting firm is unable to provide us with an unqualified report regarding the effectiveness of our internal controls over financial reporting to the extent required by Section 404, our financial statements may be inaccurate, our ability to report our financial results on a timely and accurate basis may be adversely affected, investors could lose confidence in the reliability of our financial statements, our access to the capital markets may be restricted, the trading price of our Class A common stock may decline, and we may be subject to sanctions or investigations by regulatory authorities, including the SEC or NASDAQ. In addition, failure to comply with our reporting obligations with the Commission may cause an event of default to occur under our Amended Term Loan Facility, or similar instruments governing any debt we incur in the future.

From time to time we may be subject to litigation for which we may be unable to accurately assess our level of exposure and which, if adversely determined, may have a material adverse effect on our consolidated financial condition or results of operations.

We and our subsidiaries are or may become parties to legal proceedings that are considered to be either ordinary or routine litigation incidental to our or their current or prior businesses or not material to our consolidated financial position or liquidity. There can be no assurance that we will prevail in any litigation in which we or our subsidiaries may become involved, or that our or their insurance coverage will be adequate to cover any potential losses. To the extent that we or our subsidiaries sustain losses from any pending litigation which are not reserved or otherwise provided for or insured against, our Business, results of operations, cash flows and/or financial condition could be materially adversely affected.

Our Amended Term Loan Facility may limit our financial and operating flexibility.

Our Amended Term Loan Facility includes financial covenants restricting our subsidiaries ability to incur additional indebtedness, pay dividends or make other payments, make loans and investments, sell assets, incur certain liens, enter into transactions with affiliates, and consolidate, merge or sell assets. These covenants limit our ability to fund future working capital and capital expenditures, engage in future acquisitions or development activities, or otherwise realize the value of our assets and opportunities fully because of the need to dedicate a portion of cash flow from operations to payments on debt. In addition, such covenants limit our flexibility in planning for, or reacting to, changes in the industries in which we operate.

Risks Related to this Offering and Ownership of Shares of our Class A Common Stock

If securities or industry analysts do not publish or cease publishing research or reports about us, our Business, or our market, or if they change their recommendations regarding our Class A common stock adversely, the price and trading volume of our Class A common stock could decline.

If securities or industry analysts do not publish or cease publishing research or reports about us, our Business, or our market, or if they change their recommendations regarding our Class A common stock adversely, the price and trading volume of our Class A common stock could decline. The trading market for our Class A common stock will be influenced by the research and reports that industry or securities analysts may publish about our Business, our market, or our competitors. As of December 31, 2014, only two industry analysts published research on our Business. If any of the analysts who may cover our Business change their recommendation regarding our stock adversely, or provide more favorable relative recommendations about our competitors, the price of our Class A common stock would likely decline. If any analyst who may cover our Business were to cease coverage of Hemisphere or fail to regularly publish reports about us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

The stock price of our Class A common stock may be volatile.

The stock price of our Class A common stock may be volatile and subject to wide fluctuations. In addition, the trading volume of our Class A common stock may fluctuate and cause significant price variations to occur. Some of the factors that could cause fluctuations in the stock price or trading volume of our Class A common stock include:

- market and economic conditions, including market conditions in the cable television programming and broadcasting industries;
- actual or expected variations in quarterly operating results;
- liquidity of our Class A common stock;
- differences between actual operating results and those expected by investors and analysts;
- changes in recommendations by securities analysts;
- operations and stock performance of our competitors;
- accounting charges, including charges relating to the impairment of goodwill;
- significant acquisitions or strategic alliances by us or by our competitors;
- sales of our Class A common stock, including sales by our directors and officers or significant investors;

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- recruitment or departure of key personnel;
- loss of key advertisers; and
- changes in reserves for professional liability claims.

We cannot assure you that the price of our Class A common stock will not fluctuate or decline significantly in the future. In addition, the stock market in general can experience considerable price and volume fluctuations that may be unrelated to our performance.

The market liquidity for our Class A common stock is relatively low and may make it difficult to purchase or sell our Class A common stock.

The average daily trading volume in our Class A common stock during the year ended December 31, 2014 was approximately 28,611 shares. Although a more active trading market may develop in the future, there can be no assurance as to the liquidity of any markets that may develop for our Class A common stock or the prices at which holders may be able to sell our Class A common stock and the limited market liquidity for our securities could affect a holder's ability to sell at a price satisfactory to that holder.

We are a "controlled company" within the meaning of NASDAQ rules and, as a result, we qualify for, and choose to rely on, exemptions from certain corporate governance requirements.

As of April 30, 2015, our controlling stockholder, InterMedia (together with its affiliates, "InterMedia"), controlled approximately 84% of the voting power of all of our outstanding capital stock. As a result of the concentration of the voting rights in our Company, we are a "controlled company" within the meaning of the rules and corporate governance standards of NASDAQ. Under the NASDAQ rules, a company of which more than 50% of the voting power is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain NASDAQ corporate governance requirements, including:

- the requirement that a majority of our board of directors consists of independent directors;
- the requirement that we have a nominating/corporate governance committee that is composed entirely of independent directors;
- the requirement that we have a compensation committee that is composed entirely of independent directors; and
- the requirement for an annual performance evaluation of the nominating/corporate governance and compensation committees.

We have elected not to comply with the above corporate governance requirements. Accordingly, our stockholders are not afforded the same protections generally as stockholders of other NASDAQ-listed companies for so long as we remain a "controlled company" and rely upon such exemptions. The interests of our controlling stockholder may conflict with the interests of our other stockholders, and the concentration of voting power in such stockholder will limit our other stockholders ability to influence corporate matters.

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Our controlling stockholder exercises significant influence over us and their interests in our Business may be different from the interests of our stockholders.

As of April 30, 2015, our controlling stockholder, InterMedia, controlled approximately 84% of the voting power of all of our outstanding capital stock. The controlling stockholders' Class B common stock vote on a 10 to 1 basis with our Class A common stock, which means that each share of our Class B common stock has 10 votes and each share of our Class A common stock has 1 vote. All shares of our capital stock vote together as a single class. Accordingly, our controlling stockholder generally has the ability for the foreseeable future to influence the outcome of any of our corporate actions which requires stockholder approval, including, but not limited to, the election of directors, significant corporate transactions, such as a merger or other sale of the Company or the sale of all or substantially all of our assets. This concentrated voting control will limit your ability to influence corporate matters and could adversely affect the market price of our Class A common stock.

Our controlling stockholder may delay or prevent a change in control in our Business. In addition, the significant concentration of stock ownership may adversely affect the value of our Class A common stock due to a resulting lack of liquidity of our Class A common stock or a perception among investors that conflicts of interest may exist or arise.

The interests of our controlling stockholder, which has investments in other companies, may from time to time diverge from the interests of our other stockholders, particularly with regard to new investment opportunities. Our controlling stockholder is not restricted from investing in other businesses involving or related to programming, content, production and broadcasting. Our controlling stockholder may also engage in other businesses that compete or may in the future compete with our Business.

We have entered into a registration rights agreement with certain parties including our controlling stockholder (the "Registration Rights Agreement"). If requested properly under the terms of the Registration Rights Agreement, certain of these stockholders have the right to require us to register the offer and sale of all or some of their Class A common stock (including upon conversion of their Class B common stock and the exercise of Warrants) under the Securities Act of 1933, as amended (the "Securities Act") in certain circumstances and also have the right to include those shares in a registration initiated by us. If our controlling stockholder exercised its rights under the Registration Rights Agreement to offer and sale some or all of its shares of common stock, it could result in a change of control or cause the market price of our common stock to decline.

We have a staggered board of directors and other anti-takeover provisions, which may entrench management and discourage unsolicited stockholder proposals that may be in the best interests of our stockholders.

Our amended and restated certificate of incorporation provides that our board of directors will be divided into three classes, each of which will generally serve for a term of three years with only one class of directors being elected in each year. As a result, at any annual meeting only a minority of the board of directors will be considered for election. Since this "staggered board" would prevent our stockholders from replacing a majority of our board of directors at any annual meeting, it may entrench management and discourage unsolicited stockholder proposals that may

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be in the best interests of our stockholders. Some of the provisions of our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law could, together or separately, discourage potential acquisition proposals or delay or prevent a change in control. In particular, our board of directors is authorized to issue up to 50,000,000 shares of preferred stock with rights and privileges that might be senior to either class of our common stock and, without the consent of the holders of either class of our common stock.

Substantial future sales of our shares of Class A common stock, or the perception in the public markets that these sales may occur, may depress the price of our shares of Class A common stock and could materially impair our ability to raise capital through the sale of additional shares.

As of April 30, 2015, we had an aggregate of 15,009,004 shares of Class A common stock outstanding. In addition, as of April 30, 2015, we had 7,333,284 shares of Class A common stock reserved for future issuance upon exercise of the Warrants, 30,027,418 shares of Class A common stock issuable upon the conversion of our outstanding shares of Class B common stock, 1,935,000 shares of Class A common stock issuable upon the exercise of stock options outstanding and 1,019,728 shares of Class A common stock reserved for future grant or issuance of equity awards under the 2013 Plan. The shares of Class A common stock offered in this offering generally will be freely tradable without restriction under the Securities Act. Certain of the other shares of Class A common stock referenced above, however, will be deemed to be "restricted securities" as that term is defined under Rule 144 once such shares become available upon exercise or conversion of the underlying securities. Restricted securities may not be sold in the public market unless the sale is registered under the Securities Act or an exemption from registration is available, such as Rule 144.

Pursuant to the registration rights agreement described under the heading "Shares Eligible for Future Sale Registration Rights Agreement and Registration Statements," certain of our current stockholders have demand and piggyback rights that will require us to file registration statements registering their shares of Class A common stock or to include sales of such shares of Class A common stock in registration statements that we may file for ourselves or other stockholders. Any shares of Class A common stock sold under these registration statements will be freely tradable in the public market. In addition, we have filed registration statements to register the issuance of the shares of Class A common stock upon exercise of the Warrants and shares of Class A common stock issuable under the 2013 Plan. Any sales of Class A common stock sold under these registration statements will be freely tradable without restrictions under the Securities Act and, consequently, such sales may adversely affect the price of our Class A common stock and our ability to raise needed capital through the sale of additional shares.

We and each of our executive officers and directors and the selling stockholders have agreed with the underwriters that for a period of 90 days after the date of this prospectus, subject to extension, we and they will not offer, sell, assign, transfer, pledge, contract to sell or otherwise dispose of or hedge any of our shares of Class A common stock, or any options or warrants to purchase any of our shares of Class A common stock or any securities convertible into or exchangeable for our shares of Class A common stock, subject to specified exceptions. The representatives of the underwriters may, in their discretion, at any time without prior notice, release all or any portion of the shares of Class A common stock from the restrictions in any such agreement. See "Underwriting" for more information. All of our shares of Class A common stock

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held by our directors, executive officers and selling stockholders who have entered into the "lock-up" agreements described above may be sold in the public market by such stockholders after the expiration of the lock-up period, subject to applicable volume and other limitations imposed under United States securities laws. See "Shares Eligible for Future Sale" for a more detailed description of the restrictions on selling our shares of Class A common stock after this offering.

Any future sales of substantial amounts of our Class A common stock into the public market, whether pursuant to an applicable registration statement or exemption from registration, or perceptions in the market that such sales could occur, may adversely affect the prevailing market price of our Class A common stock and impair our ability to raise capital through the sale of additional equity securities.

Our dependence on subsidiaries for cash flow may negatively affect our Business.

We are a holding company with no business operations of our own. Our only significant asset is, the outstanding capital stock and membership interests of its subsidiaries. We conduct, and expect to continue conducting, all of our business operations through our subsidiaries. Accordingly, our ability to pay our obligations is dependent upon dividends and other distributions from our subsidiaries to us. Although our Amended Term Loan Facility permits certain restricted payments from our subsidiaries to us to pay for our administrative expenses corporate overhead, franchise taxes, public company costs, directors' fees and certain insurance premiums and deductibles, it restricts our subsidiaries ability to remit dividends to us in other instances. Additionally, dividends to us from WAPA are also subject to certain local taxation. Consequently, our ability to pay dividends is limited by funds that our subsidiaries are permitted to dividend to us, and in certain instances, will subject us to certain tax liabilities.

We do not expect to pay any cash dividends for the foreseeable future.

We currently expect to retain all our future earnings for use in the operation and expansion of our Business and do not anticipate paying any cash dividends for the foreseeable future following the completion of this offering. The declaration and payment of future dividends to holders of our shares of Class A common stock will be at the discretion of our board of directors and will depend upon many factors, including our financial condition, earnings, legal requirements, restrictions in our debt agreements, including the Amended Term Loan Facility, and other factors deemed relevant by our board of directors. Accordingly, if you purchase shares of Class A common stock in this offering, realization of a gain on your investment will depend upon the appreciation of the price of our shares of Class A common stock, which may never occur. Investors seeking cash dividends in the foreseeable future should not purchase our shares of Class A common stock.

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USE OF PROCEEDS

The selling stockholders will receive all of the net proceeds from the sale of the 3,195,583 shares of Class A common stock offered by them under this prospectus. We will only receive proceeds from the offering to the extent that the underwriters exercise their option to purchase up to 479,337 additional shares from us. We intend to use any proceeds from such additional purchase by the underwriters for general corporate purposes, including working capital, sales and marketing activities, general and administrative matters, repayment of indebtedness and capital expenditures. We may also use a portion of the proceeds to acquire or invest in complementary products or businesses. We do not currently have any definitive agreements to acquire any particular products or businesses. Our management will have broad discretion over the uses of the proceeds, if any, received as a result of the exercise of the underwriters' option to purchase additional shares of Class A common stock from us.

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DIVIDEND POLICY

We have not declared any dividends in the past and we do not anticipate paying dividends on our common stock in the foreseeable future. Our Amended Term Loan Facility restricts our ability to declare dividends in certain situations. See "Management's Discussion and Analysis of Financial Condition Discussion of Indebtedness." The payment of any dividends will be within the discretion of our board of directors at such time. It is the present intention of our board of directors to retain all earnings, if any, for use in the business operations and to make acquisitions. Accordingly, our board of directors is not currently contemplating and does not anticipate declaring any dividends in the foreseeable future.

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MARKET PRICE OF SHARES OF CLASS A COMMON STOCK

Our Class A common stock is listed and traded on NASDAQ under the symbol "HMTV." The following table represents the range of high and low sale prices for our Class A common stock for the periods indicated as reported on NASDAQ. Such prices reflect interdealer prices, without retail mark-up, mark-down or commission, and may not necessarily represent actual transactions.

	High	Low
Fiscal Year ended December 31, 2015		
First Quarter	$ 14.49	$ 11.92
Second Quarter (through May 7, 2015)	$ 13.25	$ 12.20

	High	Low
Fiscal Year ended December 31, 2014		
First Quarter	$ 12.87	$ 9.83
Second Quarter	$ 14.36	$ 10.87
Third Quarter	$ 12.97	$ 10.65
Fourth Quarter	$ 13.69	$ 10.51

	High	Low
Fiscal Year ended December 31, 2013		
First Quarter	N/A	N/A
Second Quarter	$ 17.79	$ 10.70
Third Quarter	$ 15.08	$ 11.00
Fourth Quarter	$ 13.30	