

Edgar Filing: MEDIA GENERAL INC - Form 10-K/A

MEDIA GENERAL INC
Form 10-K/A
June 26, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K/A-1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 30, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period _____ to _____

Commission File No. 1-6383

MEDIA GENERAL, INC.

(Exact name of registrant as specified in its charter)

The registrant hereby amends the following items, financial statements, exhibits or other portions of its 2001 Annual Report on Form 10-K as set forth in the pages attached hereto:

Exhibits:

Amended index to exhibits to the Media General, Inc., 2001 Annual Report on Form 10-K.

Exhibit 99.1 Annual Report of the MG Advantage 401(k) Plan, on Form 11-K for the year ended December 31, 2001.

Index to Exhibits

Exhibit Number	Description
2.1	Agreement and Plan of Merger dated July 19, 1996, by and among Media General, Inc., MG Acquisitions, Inc., and Park Acquisitions, Inc., incorporated by reference to Exhibit 2.1 of Form 8-K dated January 7, 1997.
2.2	First Amendment to Agreement and Plan of Merger dated as of January 7, 1997, by and among Media General, Inc., MG Acquisitions, Inc., and Park Acquisitions, Inc., incorporated by reference to Exhibit 2.2 of Form 8-K dated January 7, 1997.
2.3	Plan and Agreement of Merger, dated December 8, 1999, by and among Media General, Inc., Media General Communications, Inc., Media General Broadcasting of South Carolina, Inc., Spartan Communications, Inc., and the Principal Shareholders, incorporated by reference to Exhibit 2.1 of Form 8-K dated March 27, 2000.

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- 3(i) The Amended and Restated Articles of Incorporation of Media General, Inc., incorporated by reference to Exhibit 3.1 of Form 10-K for the fiscal year ended December 31, 1989.
- 3(ii) Bylaws of Media General, Inc., amended and restated as of July 31, 1997, incorporated by reference to Exhibit 3 (ii) of Form 10-Q for the period ended September 28, 1997.
- 10.1 Form of Option granted under the 1976 Non-Qualified Stock Option Plan, incorporated by reference to Exhibit 2.2 of Registration Statement 2-56905.
- 10.2 Additional Form of Option to be granted under the 1976 Non-Qualified Stock Option Plan, incorporated by reference to Exhibit 2 to Post-Effective Amendment No. 3 Registration Statement 2-56905.
- 10.3 Addendum dated January 1984, to Form of Option granted under the 1976 Non-Qualified Stock Option Plan, incorporated by reference to Exhibit 10.13 of Form 10-K for the fiscal year ended December 31, 1983.
- 10.4 Addendum dated June 19, 1992, to Form of Option granted under the 1976 Non-Qualified Stock Option Plan, incorporated by reference to Exhibit 10.15 of Form 10-K for the fiscal year ended December 27, 1992.
- 10.5 The Media General, Inc., Amended and Restated Restricted Stock Plan, dated January 31, 1996, incorporated by reference to Exhibit 10.10 of Form 10-K for the fiscal year ended December 31, 1995.
- 10.6 Addendum dated June 19, 1992, to Form of Option granted under the 1987 Non-Qualified Stock Option Plan, incorporated by reference to Exhibit 10.20 of Form 10-K for the fiscal year ended December 27, 1992.
- 10.7 Media General, Inc., Executive Death Benefit Plan effective January 1, 1991, incorporated by reference to Exhibit 10.17 of Form 10-K for the fiscal year ended December 29, 1991.
- 10.8 Amendment to the Media General, Inc., Executive Death Benefit Plan dated July 24, 1991, incorporated by reference to Exhibit 10.18 of Form 10-K for the fiscal year ended December 29, 1991.
- 10.9 Shareholders Agreement, dated May 28, 1987, between Mary Tennant Bryan, Florence Bryan Wisner, J. Stewart Bryan III, and as trustees under D. Tennant Bryan Media Trust, and Media General, Inc., D. Tennant Bryan and J. Stewart Bryan III, incorporated by reference to Exhibit 10.50 of Form 10-K for the fiscal year ended December 31, 1987.
- 10.10 Media General, Inc., Supplemental 401(K) Plan, amended and restated as of January 1, 2001.
- 10.11 Media General, Inc., Executive Supplemental Retirement Plan, amended, and restated as of April 23, 1999, incorporated by reference to Exhibit 10 of Form 10-Q for the period ended June 27, 1999.
- 10.12 Deferred Income Plan for Selected Key Executives of Media General, Inc., and form of Deferred Compensation Agreement thereunder dated as of December 1, 1984, incorporated by reference to Exhibit 10.29 of Form 10-K for the fiscal year ended December 31, 1989.

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- 10.13 Media General, Inc., Management Performance Award Program, adopted November 16, 1990, and effective January 1, 1991, incorporated by reference to Exhibit 10.35 of Form 10-K for the fiscal year ended December 29, 1991.
- 10.14 Media General, Inc., Deferred Compensation Plan, amended and restated as of January 1, 1999, incorporated by reference to Exhibit 4.3 of Registration Statement 333-69527.
- 10.15 Media General, Inc., ERISA Excess Benefits Plan, amended and restated as of November 17, 1994, incorporated by reference to Exhibit 10.33 of Form 10-K for the fiscal year ended December 25, 1994.
- 10.16 Media General, Inc., 1995 Long-Term Incentive Plan, adopted as of May 19, 1995, incorporated by reference to Exhibit 10.33 of Form 10-K for the fiscal year ended December 31, 1995.
- 10.17 Media General, Inc., 1996 Employee Non-Qualified Stock Option Plan, adopted as of January 30, 1996, incorporated by reference to Exhibit 10.20 of Form 10-K for the fiscal year ended December 29, 1996.
- 10.18 Media General, Inc., 1997 Employee Restricted Stock Plan, adopted as of May 16, 1997, incorporated by reference to Exhibit 10.21 of Form 10-K for the fiscal year ended December 29, 1996.
- 10.19 Media General, Inc., Directors' Deferred Compensation Plan, adopted as of May 16, 1997, incorporated by reference to Exhibit 10.22 of Form 10-K for the fiscal year ended December 29, 1996.
- 10.20 Amended and Restated Partnership Agreement, dated November 1, 1987, by and among Virginia Paper Manufacturing Corp., KR Newsprint Company, Inc., and CEI Newsprint, Inc., incorporated by reference to Exhibit 10.31 of Form 10-K for the fiscal year ended December 31, 1987.
- 10.21 Amended and Restated License Agreement, dated November 1, 1987, by and among Media General, Inc., Garden State Paper Company, Inc., and Southeast Paper Manufacturing Co., incorporated by reference to Exhibit 10.32 of Form 10-K for the fiscal year ended December 31, 1987.
- 10.22 Amended and Restated Umbrella Agreement, dated November 1, 1987, by and among Media General, Inc., Knight - Ridder, Inc., and Cox Enterprises, Inc., incorporated by reference to Exhibit 10.34 of Form 10-K for the fiscal year ended December 31, 1987.
- 10.23 Amended Newsprint Purchase Contract, dated November 1, 1987, by and among Southeast Paper Manufacturing Co., Media General, Inc., Knight-Ridder, Inc., and Cox Enterprises, Inc., incorporated by reference to Exhibit 10.35 of Form 10-K for the fiscal year ended December 31, 1987.
- 10.24 Television affiliation agreement, dated February 10, 1995, between WFLA-TV and the NBC Television Network incorporated by reference to Exhibit 10.38 of Form 10-K for the fiscal year ended December 25, 1994.
- 10.25 Amendments, dated May 17, 1993, to television affiliations agreement, between WFLA-TV and National Broadcasting Company, Inc., dated March 22, 1989, incorporated by reference to Exhibit 10.47 of Form 10-K for the fiscal year ended December 26, 1993.

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- 10.26 Second Amended and Restated Stock and Warrant Purchase and Shareholders' Agreement dated May 20, 1994, by and among Media General, Inc., Affiliated Newspapers Investments, Inc., and Denver Newspapers, Inc., incorporated by reference to Exhibit 2 of Form 8-K dated September 28, 1994.

- 10.27 Asset Purchase Agreement dated February 13, 1997, by and among Media General Newspapers, Inc., and Newspaper Holdings, Inc., incorporated by reference to Exhibit 10.36 of Form 10-K dated March 27, 1997.

- 10.28 Credit Agreement, dated December 4, 1996, among Media General, Inc., and various lenders, incorporated by reference to Exhibit 10.30 of Form 10-K dated December 27, 1998.

- 13 Media General, Inc., Annual Report to Stockholders for the fiscal year ended December 31, 2000.

- 21 List of subsidiaries of the registrant.

- 23.1 Consent of Ernst & Young LLP, Independent Auditors, Richmond.

- 23.2 Consent of Ernst & Young LLP, Independent Auditors, Atlanta.

- 99.1 Annual Report of the MG Advantage 401(k) Plan, on Form 11-K for the year ended December 31, 2001.

Note: Exhibits 10.1 - 10.19 are management contracts or compensatory plans, contracts or arrangements.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

MEDIA GENERAL, INC.

(Registrant)

By: /s/ Marshall N. Morton

Marshall N. Morton
Vice Chairman, Chief
Financial Officer and Director

Date: June 26, 2002

5.

Sole voting power:

6,646,960

6.

Shared voting power:

0

7.

Sole dispositive power:

6,646,960

8.

Shared dispositive power:

0

9.

Aggregate amount beneficially owned by each reporting person:

6,646,960

10.

Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11.

Percent of class represented by amount in Row (9):

13.8%⁽²⁾

12.

Type of reporting person (see instructions):

PN

- (1) This Schedule 13G is filed on behalf of the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The calculation of the foregoing percentage is based on 48,012,477 outstanding shares of Common Stock of the Issuer as of January 29, 2016 as reported in the Issuer's preliminary proxy statement, as filed with the Securities and Exchange Commission on February 3, 2016.

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1. Name of reporting persons:

Lightyear Co-Invest Partnership II, L.P.

2. Check the appropriate box if a member of a group

(a) (b) ⁽¹⁾

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 35,424

6. Shared voting power:

beneficially

owned by 0

7. Sole dispositive power:

each

reporting

person 35,424

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

35,424

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

0.1%⁽²⁾

12. Type of reporting person (see instructions):

PN

- (1) This Schedule 13G is filed on behalf of the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The calculation of the foregoing percentage is based on 48,012,477 outstanding shares of Common Stock of the Issuer as of January 29, 2016 as reported in the Issuer's preliminary proxy statement, as filed with the Securities and Exchange Commission on February 3, 2016.

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1. Name of reporting persons:

Lightyear Fund II GP, L.P.

2. Check the appropriate box if a member of a group

(a) (b) ⁽¹⁾

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

Number of

shares 6,646,960 ⁽²⁾

6. Shared voting power:

beneficially

owned by 0

7. Sole dispositive power:

each

reporting

person 6,646,960 ⁽²⁾

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

6,646,960 ⁽²⁾

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

13.8%⁽³⁾

12. Type of reporting person (see instructions):

PN

- (1) This Schedule 13G is filed on behalf of the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) As the sole general partner of Lightyear Fund II, L.P. (Lightyear Fund II), Lightyear Fund II GP, L.P. (Lightyear Fund II GP) possesses the power to direct the voting and disposition of the shares owned by Lightyear Fund II. However, Lightyear Fund II GP disclaims beneficial ownership of the shares held by Lightyear Fund II. Lightyear Fund II GP does not directly own securities of the Issuer.
- (3) The calculation of the foregoing percentage is based on 48,012,477 outstanding shares of Common Stock of the Issuer as of January 29, 2016 as reported in the Issuer's preliminary proxy statement, as filed with the Securities and Exchange Commission on February 3, 2016.

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1. Name of reporting persons:

Lightyear Fund II GP Holdings, LLC

2. Check the appropriate box if a member of a group

(a) (b) ⁽¹⁾

3. SEC use only

4. Citizenship or place of organization:

Delaware

Number of 5. Sole voting power:

shares

beneficially 6. Shared voting power:

6,682,384 ⁽²⁾

owned by

each

7. Sole dispositive power:

reporting

person 8. Shared dispositive power:

6,682,384 ⁽²⁾

with

9. Aggregate amount beneficially owned by each reporting person:

6,682,384 ⁽²⁾

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

13.9%⁽³⁾

12. Type of reporting person (see instructions):

OO

- (1) This Schedule 13G is filed on behalf of the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 6,646,960 shares of Common Stock held by Lightyear Fund II and (ii) 35,424 shares of Common Stock held by Lightyear Co-Invest Partnership II, L.P. (Lightyear Co-Invest II). As the sole general partner of Lightyear Fund II, Lightyear Fund II GP possesses the power to direct the voting and disposition of the shares owned by Lightyear Fund II. As the general partner of Lightyear Fund II GP and Lightyear Co-Invest II, Lightyear Fund II GP Holdings, LLC (Lightyear Fund II GP Holdings) may also be deemed to share voting and/or dispositive power over such securities. However, Lightyear Fund II GP Holdings disclaims beneficial ownership of the shares held by Lightyear Fund II and Lightyear Co-Invest II. Lightyear Fund II GP Holdings does not directly own securities of the Issuer.
- (3) The calculation of the foregoing percentage is based on 48,012,477 outstanding shares of Common Stock of the Issuer as of January 29, 2016 as reported in the Issuer's preliminary proxy statement, as filed with the Securities and Exchange Commission on February 3, 2016.

Item 1. (a). Name of Issuer:

Higher One Holdings, Inc. (the Issuer)

(b). Address of Issuer's Principal Executive Offices:

115 Munson Street, New Haven, Connecticut 06511

Item 2. (a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the Reporting Persons):

(i) Lightyear Fund II, L.P., a Delaware limited partnership (Lightyear Fund II); (ii) Lightyear Co-Invest Partnership II, L.P., a Delaware limited partnership (Lightyear Co-Invest II); (iii) Lightyear Fund II GP, L.P., a Delaware limited partnership (Lightyear Fund II GP); and (iv) Lightyear Fund II GP Holdings, LLC, a Delaware limited liability company (Lightyear Fund II GP Holdings).

(b). Address of Principal Business Office:

9 West 57th Street, 31st Floor, New York, New York 10019

(c). Citizenship:

See Item 4 of each cover page.

(d). Title of Class of Securities:

Common Stock, par value \$.001 per share (Common Stock)

(e). CUSIP Number:

42983D104

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.**(a) Amount beneficially owned:**

See Item 9 of each cover page.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of Shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page.

As of December 31, 2015, 6,646,960 shares of Common Stock of the Issuer reported herein were directly held by Lightyear Fund II and 35,424 shares of Common Stock of the Issuer reported herein were directly held by Lightyear Co-Invest II. As the general partner of Lightyear Fund II, Lightyear Fund II GP may be deemed to share voting and/or dispositive power over such securities. As the general partner of Lightyear Fund II GP and Lightyear Co-Invest II, Lightyear Fund II GP Holdings may also be deemed to share voting and/or dispositive power over such securities. However, each of Lightyear Fund II GP and Lightyear Fund II GP Holdings disclaims beneficial ownership of the shares held by Lightyear Fund II and Lightyear Co-Invest II.

The managing member of Lightyear Fund II GP Holdings, LLC is LY Holdings, LLC, and Mr. Mark Vassallo is the managing member of LY Holdings, LLC. LY Holdings, LLC and Mr. Vassallo have separately filed a Schedule 13D reporting their beneficial ownership of shares of Common Stock of the Issuer, including beneficial ownership over the shares of Common Stock held by Lightyear Fund II and Lightyear Co-Invest II, which filing shall not be deemed an admission that either Mr. Vassallo or LY Holdings, LLC is the beneficial owner of such securities.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See response to Item 4 above.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 5, 2016

LIGHTYEAR FUND II, L.P.

By: Lightyear Fund II GP, L.P.,

its general partner

By: Lightyear Fund II GP Holdings, LLC,

its general partner

/s/ Lori Forlano

Name: Lori Forlano

Title: Vice President

LIGHTYEAR CO-INVEST PARTNERSHIP II, L.P.

By: Lightyear Fund II GP Holdings, LLC,

its general partner

/s/ Lori Forlano

Name: Lori Forlano

Title: Vice President

LIGHTYEAR FUND II GP, L.P.

By: Lightyear Fund II GP Holdings, LLC,

its general partner

/s/ Lori Forlano

Name: Lori Forlano

Title: Vice President

LIGHTYEAR FUND II GP HOLDINGS, LLC

/s/ Lori Forlano

Name: Lori Forlano

Title: Vice President

Exhibit List

Exhibit A Joint Filing Agreement, dated February 2, 2015, among the Reporting Persons (filed as Exhibit A to the Schedule 13G filed on February 2, 2015 and incorporated herein by reference).