

Lee Bordes 2016 GRAT #2

Form 5

February 09, 2018

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Lee Bordes 2016 GRAT #2

(Last) (First) (Middle)

C/O CARTER LEDYARD &
MILBURN LLP, TWO WALL
STREET

(Street)

2. Issuer Name and Ticker or Trading
Symbol
BEASLEY BROADCAST GROUP
INC [BBGI]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20175. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

See Remarks

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10005

☐ Form Filed by One Reporting Person
☒ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/23/2017	Â	G	85,734.574 D \$ (1)	16,330.398 (2) (3)	D (4)	Â
Class A Common Stock	05/23/2017	Â	G	82,810.14 D \$ (1)	15,773.363 (2) (3)	D (5)	Â
	12/29/2017	Â	J	D	0	D (4)	Â

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Class A	16,330.398	\$
Common	<u>(6)</u>	4.61
Stock		

Class A	12/29/2017	Â	J	15,773.363	D	\$	0	D ⁽⁵⁾	Â
Common				<u>(6)</u>		4.61			
Stock									

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

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SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of of D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lee Bordes 2016 GRAT #2 C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005	Â	Â	Â	See Remarks
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Lee Bordes 2016 GRAT #3 C/O CARTER LEDYARD & MILBURN LLP TWO WALL STREET NEW YORK, NY 10005	Â	Â	Â	See Remarks
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Signatures

LEE BORDES 2016 GRAT #2 By: /s/ Stephen F. Lappert, as Trustee and as Attorney-in-Fact on behalf of Cristina Bordes, Trustee

02/09/2018

 Signature of Reporting Person

Date

LEE BORDES 2016 GRAT #3 By: /s/ Stephen F. Lappert, as Trustee and as Attorney-in-Fact on behalf of Cristina Bordes, Trustee

02/09/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Gift.
- (2) Shares held in escrow and subject to reduction in connection with the purchase price adjustment provisions of the Agreement and Plan of Merger (the "Merger Agreement"), dated July 19, 2016, by and among the Issuer, Greater Media, Inc. ("Greater Media"), Beasley Media Group 2, Inc., an indirect wholly owned subsidiary of the Issuer ("Merger Sub"), and Peter A. Bordes, Jr., as the stockholders' representative (the "Stockholders' Representative"), pursuant to which, on November 1, 2016 (the "Effective Time"), Merger Sub was merged with and into Greater Media, with Greater Media surviving the merger as an indirect wholly owned subsidiary of the Issuer (the "Merger").
- (3) The Reporting Person disclaims beneficial ownership of the shares held in escrow, except to the extent of any pecuniary interest therein, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) These securities are owned solely by the Lee Bordes 2016 GRAT #2. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) These securities are owned solely by the Lee Bordes 2016 GRAT #3. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (6) Shares released to the Issuer from escrow, pursuant to the Settlement Agreement (the "Settlement Agreement"), dated December 29, 2017, by and among the Issuer, Greater Media and the Stockholders' Representative, in full satisfaction of the Reporting Person's obligations with respect to (i) certain purchase price and other adjustments under Section 1.7 of the Merger Agreement, and (ii) resolution of certain other claims between the Issuer and BFTW LLC.

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Remarks:

As a result of certain agreements among the Reporting Persons and certain other shareholders of the

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.