

SINCLAIR BROADCAST GROUP INC  
Form 8-K  
April 06, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

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Date of Report (Date of earliest  
event reported) **April 2, 2015**

**SINCLAIR BROADCAST GROUP, INC.**

(Exact name of registrant)

**Maryland**  
(State of Incorporation)

**000-26076**  
(Commission File Number)

**52-1494660**  
(I.R.S. Employer Identification Number)

**10706 Beaver Dam Road**

**Hunt Valley, MD 21030**

(Address of principal executive offices and zip code)

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**(410) 568-1500**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



SINCLAIR BROADCAST GROUP, INC.

**Item 8.01 Other Events**

On April 2, 2015, David D. Smith, Frederick G. Smith, J. Duncan Smith and Robert E. Smith (collectively, the Smith Brothers ), who are the controlling stockholders of Sinclair Broadcast Group, Inc. (the Company ), entered into a stockholders agreement (the New Stockholders Agreement ) which is effective immediately upon the June 13, 2015 expiration of the existing stockholders agreement (the Old Stockholders Agreement ) by and among the same individuals. Pursuant to the terms of the New Stockholders Agreement, each of the Smith Brothers has agreed that, through December 31, 2025, they will take all actions necessary to cause the election of each other as directors of the Company. The New Stockholders Agreement will terminate on the earlier of (i) December 31, 2025 or (ii) the date on which no class or series of the Company s capital stock is nationally traded (as defined in the New Stockholders Agreement). The New Stockholders Agreement does not apply to any issue requiring stockholder approval other than the election of directors, and it does not require the Smith Brothers to act in concert when discharging their duties as directors. The New Stockholders Agreement is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Sinclair Broadcast Group, Inc. Stockholders Agreement (dated April 2, 2015).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SINCLAIR BROADCAST GROUP, INC.

By:	/s/ David R. Bochenek
Name:	David R. Bochenek
Title:	Senior Vice President / Chief Accounting Officer

Dated: April 6, 2015