

HEMISPHERE MEDIA GROUP, INC.

Form SC 13G/A

April 16, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**HEMISPHERE MEDIA GROUP, INC.**

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(Name of Issuer)

**CLASS A COMMON STOCK, \$0.0001 PAR VALUE**

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(Title of Class of Securities)

**42365Q103**

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(CUSIP Number)

**April 16, 2013**

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

**\*As a result of a merger involving the Issuer, the number of outstanding Class A Shares has changed, causing the Reporting Persons' ownership of the Class A Shares to exceed 20%. As a result, Reporting Persons will file a Form 13D in respect of these securities.**

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 42365Q103

NAME OF REPORTING PERSON  
HAWKEYE CAPITAL MASTER

1 I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)  
98-0466159

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP  
(a)    
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
CAYMAN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
2,374,300 shares of Class A Common  
Stock  
561,250 shares of Class A Common  
Stock issuable upon exercise of warrants

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
25.4%

The percentages in this Schedule 13G are  
calculated based upon 10,991,100 shares  
of Class A Common Stock reported to be

outstanding in the Companys Form 8-k  
filed on April 11, 2013.

12 TYPE OF REPORTING PERSON  
OO

CUSIP No.: 42365Q103

1 NAME OF REPORTING PERSON  
RICHARD A. RUBIN

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

5 SOLE VOTING POWER  
2,374,300 shares of Class A Common Stock  
561,250 shares of Class A Common Stock issuable upon exercise of warrants

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
2,374,300 shares of Class A Common Stock  
561,250 shares of Class A Common Stock issuable upon exercise of warrants

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
2,374,300 shares of Class A Common Stock  
561,250 shares of Class A Common Stock issuable upon exercise of warrants

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  [ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
25.4%

11 The percentages in this Schedule 13G are calculated based upon 10,991,100 shares of  
Class A Common Stock reported to be outstanding in the Companys Form 8-k filed  
on April 11, 2013.

12 TYPE OF REPORTING PERSON  
IN

CUSIP No.: 42365Q103

1 NAME OF REPORTING PERSON  
HAWKEYE CAPITAL  
MANAGEMENT, LLC

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)  
13-4092634

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP  
(a)    
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
2,374,300 shares of Class A Common  
Stock  
561,250 shares of Class A Common  
Stock issuable upon exercise of warrants

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
25.4%

The percentages in this Schedule 13G are calculated based upon 10,991,100 shares of Class A Common Stock reported to be outstanding in the Companys Form 8-k filed on April 11, 2013.

12 TYPE OF REPORTING PERSON  
OO

CUSIP No.: 42365Q103

ITEM 1(a). NAME OF  
ISSUER:  
HEMISPHERE  
MEDIA  
GROUP, INC.

ADDRESS OF  
ISSUER'S  
ITEM 1(b). PRINCIPAL  
EXECUTIVE  
OFFICES:  
c/o Cine Latino,  
Inc.  
2000 Ponce de  
Leon Boulevard,  
Suite 500  
Coral Gables,  
FL 33134

ITEM 2(a). NAME OF  
PERSON  
FILING:  
This Schedule  
13G is being  
jointly filed by  
Richard A.  
Rubin, Hawkeye  
Capital  
Management,  
LLC and  
Hawkeye  
Capital Master  
(collectively the  
"Reporting  
Persons") with  
respect to shares  
of Common  
Stock of  
Hemisphere

Media Group,  
Inc. which the  
Reporting  
Persons may be  
deemed to  
beneficially own  
pursuant to  
Section 13(d) of  
the Exchange  
Act.

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

The principal  
place of business  
for Richard A.  
Rubin and  
Hawkeye  
Capital  
Management,  
LLC is 800  
Third Avenue,  
9th Floor, New  
York, New  
York, 10022.

The principal  
place of business  
for Hawkeye  
Capital Master is  
P.O. Box  
897GT,  
Windward 1  
Regatta Office  
Park, West Bay  
Road,  
Georgetown,  
Grand Cayman,  
Cayman Islands.

ITEM 2(c). CITIZENSHIP:  
Richard A.  
Rubin is a  
citizen of the  
United States.

Hawkeye

Capital  
Management,  
LLC was  
organized in the  
United States.

Hawkeye  
Capital Master  
was organized in  
the Cayman  
Islands.

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

CLASS A  
COMMON  
STOCK,  
\$0.0001 PAR  
VALUE

ITEM 2(e). CUSIP  
NUMBER:

42365Q103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK  
WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

2,374,300 shares of Class A Common Stock

561,250 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class:

25.4%

The percentages in this Schedule 13G are calculated based upon 10,991,100 shares of Class A Common Stock reported to be outstanding in the Companys Form 8-k filed on April 11, 2013.

(c) Number of shares as to which the person has:

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

HAWKEYE CAPITAL MASTER - 0

RICHARD A. RUBIN - 2,374,300 shares of Class A Common Stock

561,250 shares of Class A Common Stock issuable upon exercise of warrants

HAWKEYE CAPITAL MANAGEMENT, LLC - 0

Hawkeye Capital Master, a pooled investment vehicle organized as a Cayman Islands series trust, owns 2,374,300 shares of Class A Common Stock issuable upon exercise of warrants and 561,250 shares of Class A Common Stock issuable upon exercise of warrants which may be deemed to be beneficially owned.

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

HAWKEYE CAPITAL MASTER - 0

RICHARD A. RUBIN - 0

HAWKEYE CAPITAL MANAGEMENT, LLC - 0

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

HAWKEYE CAPITAL MASTER - 0

RICHARD A. RUBIN - 2,374,300 shares of Class A Common Stock

561,250 shares of Class A Common Stock issuable upon exercise of warrants

HAWKEYE CAPITAL MANAGEMENT, LLC - 0

Hawkeye Capital Master, a pooled investment vehicle organized as a Cayman Islands series trust, owns 2,374,300 shares of Class A Common Stock issuable upon exercise of warrants and 561,250 shares of Class A Common Stock issuable upon exercise of warrants which may be deemed to be beneficially owned.

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

HAWKEYE CAPITAL MASTER - 0

RICHARD A. RUBIN - 0



HAWKEYE CAPITAL MANAGEMENT, LLC - 0

ITEM 5. OWNERSHIP OF  
FIVE PERCENT OR  
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

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:

Not applicable.

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

April 16, 2013

Date

HAWKEYE CAPITAL MASTER

/s/ Richard A. Rubin

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Signature

Richard A. Rubin

, Managing Member of Hawkeye Capital Management, LLC

Manager of Hawkeye Capital Master

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Name/Title

April 16, 2013

Date

RICHARD A. RUBIN

/s/ Richard A. Rubin

---

Signature

Richard A. Rubin,

---

Name/Title

SIGNATURE

April 16, 2013

Date

HAWKEYE CAPITAL MANAGEMENT, LLC

/s/ Richard A. Rubin

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Signature

Richard A. Rubin, Managing Member

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Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 42365Q103

EXHIBIT A

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 (the "Act") by and among the parties listed below, each referred to herein as a "Joint Filer". The Joint Filers agree that a statement of beneficial ownership as required by Section 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13D or Schedule 13G, as appropriate, with respect to their ownership of the Class A Common Stock of Hemisphere Media Group, Inc. and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 16th day of April, 2013.

/s/ Richard A. Rubin

\_\_\_\_\_  
Richard A. Rubin

/s/ Richard A. Rubin

\_\_\_\_\_  
Hawkeye Capital Management, LLC  
by Richard A. Rubin, Managing Member

/s/ Richard A. Rubin

\_\_\_\_\_  
Hawkeye Capital Master  
by Richard A. Rubin,  
Managing Member of Hawkeye Capital Management, LLC,  
Manager of Hawkeye Capital Master