

SMITH DAVID D
Form 5
January 28, 2019

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
SMITH DAVID D

(Last) (First) (Middle)

SINCLAIR BROADCAST GROUP, 10706 BEAVER DAM ROAD

(Street)

COCKEYSVILLE, MD 21030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SINCLAIR BROADCAST GROUP INC [SBGI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

6. Individual or Joint/Group Reporting

(check applicable line)

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

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)
				Amount	(A) or (D) Price			
Class B Common Stock	08/15/2018	^	G ⁽¹⁾	121,000	A \$ 0	6,211,072.227 (2) (4)	D	^
Class B Common Stock	08/15/2018	^	G ⁽³⁾	121,000	D \$ 0	121,000 (2) (4) (5)	I	By Irrevocable Trust 2018 BECS
	08/15/2018	^	G ⁽⁶⁾	121,000	A \$ 0		D	^

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Class B Common Stock							6,211,072.227 (2) (4)		
Class B Common Stock	08/15/2018	Â	G ⁽³⁾	121,000	D	\$ 0	121,000 (2) (4) (5)	I	By Irrevocable Trust 2018 BECS II
Class B Common Stock	08/15/2018	Â	G ⁽⁷⁾	121,000	A	\$ 0	6,211,072.227 (2) (4)	D	Â
Class B Common Stock	08/15/2018	Â	G ⁽³⁾	121,000	D	\$ 0	121,000 (2) (4) (5)	I	By Irrevocable Trust 2018 JBSS
Class B Common Stock	08/15/2018	Â	G ⁽⁸⁾	121,000	A	\$ 0	6,211,072.227 (2) (4)	D	Â
Class B Common Stock	08/15/2018	Â	G ⁽³⁾	121,000	D	\$ 0	121,000 (2) (4) (5)	I	By Irrevocable Trust 2018 MJSS
Class B Common Stock	08/15/2018	Â	G ⁽⁹⁾	121,000	A	\$ 0	6,211,072.227 (2) (4)	D	Â
Class B Common Stock	08/15/2018	Â	G ⁽³⁾	121,000	D	\$ 0	121,000 (2) (4) (5)	I	By Irrevocable Trust 2018 DBS

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

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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 D S B O E I F I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH DAVID D SINCLAIR BROADCAST GROUP 10706 BEAVER DAM ROAD COCKEYSVILLE, MD 21030	X	X	Executive Chairman	

Signatures

Clinton R. Black, V, Esq., on behalf of David D. Smith, by Power of Attorney

01/28/2019

**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) Distribution of Class B Common Stock to Reporting Person from independent trustee pursuant to the terms of the Irrevocable Trust Agreement/BECS dated August 2, 2017.

The Reporting Person directly owns (i) 119,592 shares of Class A Common Stock, (ii) 11,097.398179 shares of Class A Common Stock held in a 401(k) unitized stock fund, and (iii) 59,172 shares of Class A Common Stock issued as Restricted Stock. The Reporting Person also indirectly owns (i) 28,160 shares of Class A Common Stock held in separate custodial accounts established by the Reporting Person

- (2) for the benefit of family members of which the Reporting Person is the custodian, (ii) 338,400 shares of Class A Common Stock held by trusts f/b/o family members of which the Reporting Person is a trustee, (iii) 161,353 shares of Class A Common Stock held by a limited liability company controlled by the Reporting Person, (iv) 354,000 shares of Class A Common Stock held f/b/o David D. Smith Foundation, Inc., and (v) 395,000 shares of Class B Common Stock held in separate irrevocable trusts f/b/o family members.
- (3) Gifted to Trust f/b/o Reporting Person's child.
- (4) After giving effect to all reported transactions on this Form 5, the Reporting Person directly owns 6,211,072.227 shares of Class B Common Stock at the end of the issuer's fiscal year.
- (5) The Reporting Person has the right to substitute the corpus of the trust.
- (6) Distribution of Class B Common Stock to Reporting Person from independent trustee pursuant to the terms of the Irrevocable Trust Agreement/BECS II dated August 2, 2017.
- (7) Distribution of Class B Common Stock to Reporting Person from independent trustee pursuant to the terms of the Irrevocable Trust Agreement/JBSS dated August 2, 2017.
- (8) Distribution of Class B Common Stock to Reporting Person from independent trustee pursuant to the terms of the Irrevocable Trust Agreement/MJSS dated August 2, 2017.
- (9) Distribution of Class B Common Stock to Reporting Person from independent trustee pursuant to the terms of the Irrevocable Trust Agreement/DBS dated August 2, 2017.

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.