

ENTRAVISION COMMUNICATIONS CORP

Form 4

November 24, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
YOUNG CHRISTOPHER T

(Last) (First) (Middle)

2425 OLYMPIC BLVD., SUITE
6000 WEST

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENTRAVISION
COMMUNICATIONS CORP
[NYSE:EVC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
CFO

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A common stock	11/20/2015		M ⁽¹⁾		33,000 ⁽¹⁾	A	\$ 1.67 185,600 ⁽²⁾ D
Class A common stock	11/20/2015		S		1,158	D	\$ 8.44 184,442 ⁽²⁾ D
Class A common stock	11/20/2015		S		337	D	\$ 8.405 184,105 ⁽²⁾ D

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Class A common stock	11/20/2015	S	21,898	D	\$ 8.4	162,207 ⁽²⁾	D
Class A common stock	11/20/2015	S	2,443	D	\$ 8.39	159,764 ⁽²⁾	D
Class A common stock	11/20/2015	S	610	D	\$ 8.385	159,154 ⁽²⁾	D
Class A common stock	11/20/2015	S	1,300	D	\$ 8.37	157,854 ⁽²⁾	D
Class A common stock	11/20/2015	S	2,700	D	\$ 8.36	155,154 ⁽²⁾	D
Class A common stock	11/20/2015	S	400	D	\$ 8.355	154,754 ⁽²⁾	D
Class A common stock	11/20/2015	S	2,000	D	\$ 8.35	152,754 ⁽²⁾	D
Class A common stock	11/20/2015	S	154	D	\$ 8.34	152,600 ⁽²⁾	D
Class A common stock	11/20/2015	A ⁽³⁾	32,000 ⁽³⁾	A	\$ 0	184,600 ⁽²⁾	D
Class A common stock	11/23/2015	M ⁽¹⁾	33,000 ⁽¹⁾	A	\$ 1.92	217,600 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	300	D	\$ 8.4	217,300 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	955	D	\$ 8.37	216,345 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	1,400	D	\$ 8.365	214,945 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	1,445	D	\$ 8.36	213,500 ⁽⁴⁾	D
Class A common	11/23/2015	S	300	D	\$ 8.3575	213,200 ⁽⁴⁾	D

stock

Class A common stock	11/23/2015	S	2,600	D	\$ 8.355	210,600 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	1,140	D	\$ 8.35	209,460 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	3,300	D	\$ 8.345	206,160 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	4,613	D	\$ 8.34	201,547 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	4,239	D	\$ 8.33	197,308 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	2,400	D	\$ 8.328	194,908 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	100	D	\$ 8.3275	194,808 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	2,700	D	\$ 8.325	192,108 ⁽⁴⁾	D
Class A common stock	11/23/2015	S	7,508	D	\$ 8.32	184,600 ⁽⁴⁾	D

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)
				Code	V (A) (D)		Title

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						Date Exercisable	Expiration Date		Amount or Number of Shares
Stock option (right to buy)	\$ 1.67	11/20/2015	M ⁽¹⁾	33,000		01/01/2014	04/04/2022	Class A common stock	33,000
Stock option (right to buy)	\$ 1.92	11/23/2015	M ⁽¹⁾	33,000		01/01/2014	02/21/2023	Class A common stock	33,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG CHRISTOPHER T 2425 OLYMPIC BLVD., SUITE 6000 WEST SANTA MONICA, CA 90404			CFO	

Signatures

/s/ Mark A. Boelke, by power of attorney for Christopher T. Young
 11/24/2015
 **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) Represents an exercise of stock options.
- (2) Includes 45,000 restricted stock units.
 Represents an award of 32,000 restricted stock units that will vest as follows: (i) 25% on December 31, 2015; (ii) 25% on December 31, 2016; (iii) 25% on December 31, 2017; and (iv) 25% on December 31, 2018; provided the recipient is employed by the company on each of such dates. Recipient is also eligible to vest additional restricted stock units in an amount equal to 0% to 200% of the amount listed above as follows: (A) upon the company's achievement of certain revenue and consolidated adjusted EBITDA goals for fiscal year 2016, and (B) provided the recipient is employed by the company on each of the following dates: (i) 50% of such additional amount vesting on December 31, 2016; (ii) 25% of such additional amount vesting on December 31, 2017, and (iii) 25% of such additional amount vesting on December 31, 2018.
- (4) Includes 77,000 restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space 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.