

BORDES PETER A JR
Form 5
February 09, 2018

FORM 5

**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).
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 *
BORDES PETER A JR
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
BEASLEY BROADCAST GROUP INC [BBGI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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)

6. Individual or Joint/Group Reporting
(check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

3033 RIVIERA DRIVE, SUITE 200
(Street)

NAPLES, FL 34103
(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	12/29/2017		J	160,442.318 (1) (2)	D \$ 4.91 489,762.455	I (3)	By Peter A. Bordes, Jr. 2009 Gift Trust
Class A Common Stock						D	

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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. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORDES PETER A JR 3033 RIVIERA DRIVE, SUITE 200 NAPLES, FL 34103	X	X		

Signatures

/s/ Stephen F. Lappert, Attorney-in-Fact on behalf of Peter A. Bordes Jr.

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).

- Includes 56,409.54 shares surrendered to Beasley Broadcast Group, Inc. (the "Issuer") and 104,032.778 shares released to the Issuer from escrow, in connection with the Agreement and Plan of Merger 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"), and 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 (continued in next footnote)
- (1) (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.
 - (2) Peter A. Bordes is a co-trustee of the Peter A. Bordes, Jr. 2009 Gift Trust. Mr. Bordes disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and this report shall not be construed as an admission that he is the beneficial owner

of such securities for any purpose.

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Remarks:

ExhibitÂ List

Ex-24:Â PowerÂ ofÂ Attorney

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.