

ASCENT CAPITAL GROUP, INC.

Reported by
OKUMUS AHMET H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/19/17 for the Period Ending 07/17/17

Address	5251 DTC PARKWAY SUITE 1000 GREENWOOD VILLAGE, CO 80111
Telephone	303-628-5600
CIK	0001437106
Symbol	ASCMA
Fiscal Year	12/31

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Okumus Fund Management Ltd. (Last) (First) (Middle) 767 THIRD AVENUE, 35TH FLOOR (Street) NEW YORK, NY 10017 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Ascent Capital Group, Inc. [ASCMA] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/17/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series A Common Stock	7/17/2017		S		2000	D	\$17.1125	1235459	D (U)	
Series A Common Stock	7/17/2017		S		2000	D	\$17.1125	1235459	I	See Footnote (2)
Series A Common Stock	7/17/2017		S		2000	D	\$17.1125	1235459	I	See Footnote (2)
Series A Common Stock	7/18/2017		S		200	D	\$17.3125	1235259	D (U)	
Series A Common Stock	7/18/2017		S		200	D	\$17.3125	1235259	I	See Footnote (2)
Series A Common Stock	7/18/2017		S		200	D	\$17.3125	1235259	I	See Footnote (2)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd.
- (2) The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd., a British Virgin Islands business company managed by Okumus Fund Management Ltd., and may be deemed to be indirectly beneficially owned by Okumus Fund Management Ltd. as the investment manager of Okumus Opportunistic Value Fund, Ltd. The reported securities may also be deemed to be indirectly beneficially owned by Ahmet H. Okumus as President of Okumus Fund Management Ltd. and Director of Okumus Opportunistic Value Fund, Ltd. Each of Okumus Fund Management Ltd. and Ahmet H. Okumus disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Okumus Fund Management Ltd. 767 THIRD AVENUE 35TH FLOOR NEW YORK, NY 10017		X		

Okumus Opportunistic Value Fund Ltd. CRAIGMUIR CHAMBERS P.O. BOX 71, ROAD TOWN TORTOLA, D8 VG 1110		X		
OKUMUS AHMET H C/O OKUMUS FUND MANAGEMENT LTD. 767 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017		X		

Signatures

Okumus Fund Management Ltd., By: /s/ Ahmet H. Okumus, President

7/19/2017

—Signature of Reporting Person

Date

Okumus Opportunistic Value Fund, Ltd., By: /s/ Ahmet H. Okumus, Director

7/19/2017

—Signature of Reporting Person

Date

/s/ Ahmet H. Okumus

7/19/2017

—Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.