

ASCENT CAPITAL GROUP, INC.

FORM 8-K (Current report filing)

Filed 11/01/17 for the Period Ending 10/26/17

Address	5251 DTC PARKWAY SUITE 1000 GREENWOOD VILLAGE, CO, 80111
Telephone	303-628-5600
CIK	0001437106
Symbol	ASCMA
SIC Code	7380 - Services-Miscellaneous Business Services
Industry	Business Support Services
Sector	Industrials
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **October 26, 2017**

ASCENT CAPITAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-34176

(Commission
File Number)

26-2735737

(I.R.S. Employer
Identification No.)

**5251 DTC Parkway, Suite 1000
Greenwood Village, Colorado 80111**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(303) 628-5600**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 26, 2017, Carl E. Vogel provided the board of directors (the "Board") of Ascent Capital Group, Inc. (the "Company") with notice of his resignation from the Board, effective October 26, 2017.

On October 27, 2017, Thomas P. McMillin was elected to the Board, effective October 27, 2017. Mr. McMillin will serve as a Class I director with a term expiring at the Company's annual meeting of stockholders in 2018. The Board has determined that Mr. McMillin qualifies as an independent director for purposes of the rules of The Nasdaq Stock Market as well as applicable rules and regulations adopted by the Securities and Exchange Commission. The Board also appointed Mr. McMillin to serve as a member of the Nominating and Corporate Governance Committee of the Board and the Audit Committee of the Board. As a result of Mr. Vogel's resignation and Mr. McMillin's appointment, the Board has a total of six directors, divided equally among three classes.

Item 7.01. Regulation FD.

On November 1, 2017, the Company issued a press release, attached hereto as Exhibit 99.1, announcing Mr. Vogel's resignation from the Board and Mr. McMillin's election to the Board.

This Item 7.01 and the press release attached hereto are being furnished to the Securities and Exchange Commission in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed "filed" for any purpose.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Ascent Capital Group, Inc. on November 1, 2017

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 1, 2017

ASCENT CAPITAL GROUP, INC.

By: /s/ William E. Niles

Name: William E. Niles

Title: Executive Vice President, General Counsel and Secretary



Ascent Capital Group Announces Board Appointment and Resignation

ENGLEWOOD, Colo., November 1, 2017 -- Ascent Capital Group, Inc. ("Ascent" or the "Company") (Nasdaq: ASCMA) announced today that Tom McMillin has been appointed to the Company's Board of Directors, effective October 27, 2017. Mr. McMillin replaces Carl Vogel who has resigned as an independent director effective October 26, 2017 in order to focus on his other professional commitments.

"I am delighted to welcome Tom to our Board of Directors," said Bill Fitzgerald, Chairman and CEO of Ascent. "As a seasoned executive with a breadth of technology, media and communications experience, I am confident Tom will bring valuable leadership and insight to our board."

Mr. McMillin brings more than 30 years of financial and operational experience in recurring revenue service businesses. He most recently served as President and Chief Operating Officer of Cequel III and its portfolio company TierPoint. Prior to TierPoint, Mr. McMillin served as Executive VP and Chief Operating Officer at Suddenlink Communications. Earlier in his career, he served as Chief Financial Officer for a diverse group of communication companies.

Mr. McMillin currently sits on the Board of Directors of WOW! Communications and Service Express, Inc., and is a member of the Board of Governors for the SSM Health Cardinal Glennon Children's Foundation.

Commenting on Mr. Vogel's departure, Mr. Fitzgerald said, "Carl has been a strong and valued member of the Ascent Board and we are grateful for his strong guidance and wise counsel over the years. I thank him for his many contributions and wish him all the best with his other endeavors."

About Ascent Capital Group, Inc.

Ascent Capital Group, Inc., (NASDAQ: ASCMA) is a holding company that owns 100 percent of its operating subsidiary, MONI, and through MONI, LiveWatch Security, LLC. MONI, headquartered in the Dallas Fort-Worth area, secures approximately one million residential customers and commercial client accounts with monitored home and business security system services. MONI is supported by the nation's largest network of independent Authorized Dealers, providing products and support to customers in the U.S., Canada and Puerto Rico. LiveWatch Security, LLC ®, is a Do-It-Yourself ("DIY") home security firm, offering professionally monitored security services through a direct-to-consumer sales channel. For more information on Ascent, see <http://ascentcapitalgroupinc.com/>.

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