

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): **May 21, 2019**

**HEMISPHERE MEDIA GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation)

**001-35886**  
(Commission File Number)

**80-0885255**  
(I.R.S. Employer  
Identification Number)

**4000 Ponce de Leon Boulevard**  
**Suite 650**  
**Coral Gables, FL 33146**  
(Address of principal executive offices) (Zip Code)

**(305) 421-6364**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>                         | <b>Trading Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|--|--------------------------|--|
| Class A common stock, par value \$0.0001 per share | HMTV                     | The NASDAQ Stock Market LLC                      |

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Hemisphere Media Group, Inc.'s (the "Company") 2019 Annual Meeting of Stockholders was held on May 21, 2019 (the "Annual Meeting"). Only holders of the Company's capital stock at the close of business on March 26, 2019 (the "Record Date") were entitled to vote at the Annual Meeting. As of the Record Date, there were 19,710,855 shares of the Company's Class A common stock, par value \$0.0001 per share ("Class A common stock") and 19,720,381 shares of the Company's Class B common stock, par value \$0.0001 per share ("Class B common stock") entitled to vote in the election of directors and on each matter submitted for stockholder approval. Holders of the shares of Class A common stock are entitled to one vote per share and holders of the shares of Class B common stock are entitled to ten votes per share. Holders of the shares of Class A common stock and holders of the shares of Class B common stock voted together as a single class on all matters (including the election of directors) submitted to a vote of stockholders at the Annual Meeting. Holders of 17,659,473 shares of Class A common stock and 19,720,381 shares Class B common stock (representing 99% of the total voting power), constituting a quorum, were represented in person or by valid proxies at the Annual Meeting

The stockholders voted on three proposals at the Annual Meeting. The proposals are described in detail in the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 11, 2019 (File No. 001-35886). The final results for the votes regarding each proposal are set forth below.

**Proposal 1:** The Company's stockholders elected three Class III directors to the Company's board to serve for a three-year term until the 2022 annual meeting of stockholders. The votes regarding this proposal were as follows:

| <u>Nominee</u>          | <u>For</u>  | <u>Withheld</u> | <u>Broker<br/>Non-Votes</u> |
|-------------------------|-------------|-----------------|-----------------------------|
| Alan J. Sokol           | 205,795,195 | 6,352,436       | 2,715,652                   |
| Ernesto Vargas Guajardo | 204,796,355 | 7,351,276       | 2,715,652                   |
| Eric Zinterhofer        | 203,966,838 | 8,180,793       | 2,715,652                   |

Following the election by the Company's stockholders, one vacancy to be filled by a Class III director remained on the Company's board.

**Proposal 2:** The Company's stockholders ratified the selection of RSM US LLP as the Company's independent registered accounting firm for the fiscal year ending December 31, 2019. The votes regarding this proposal were as follows:

| <u>For</u>  | <u>Against</u> | <u>Abstained</u> |
|-------------|----------------|------------------|
| 213,459,115 | 1,402,342      | 1,826            |

**Proposal 3:** The Company's stockholders approved the non-binding advisory resolution to approve the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| <u>For</u>  | <u>Against</u> | <u>Abstained</u> | <u>Broker<br/>Non-Votes</u> |
|-------------|----------------|------------------|-----------------------------|
| 210,278,460 | 1,867,577      | 1,594            | 2,715,652                   |

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**SIGNATURES**

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

HEMISPHERE MEDIA GROUP, INC.

Date: May 23, 2019

By:           /s/ Alex J. Tolston            
Name: Alex J. Tolston  
Executive Vice President, General Counsel  
and Corporate Secretary

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