

Lee Bordes 2016 GRAT #2
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 *
Lee Bordes 2016 GRAT #2

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

See Remarks

C/O CARTER LEDYARD & MILBURN LLP, TWO WALL STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10005

___ Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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)
				(A) or (D) Amount Price			
Class A Common Stock	05/23/2017	Â	G	85,734.574 D \$ (1)	16,330.398 (2) (3)	D (4)	Â
Class A Common Stock	05/23/2017	Â	G	82,810.14 D \$ (1)	15,773.363 (2) (3)	D (5)	Â
	12/29/2017	Â	J	D	0	D (4)	Â

__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) Gift.
Shares held in escrow and subject to reduction in connection with the purchase price adjustment provisions of the Agreement and Plan of Merger (the "Merger Agreement"), 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").
- (2) The Reporting Person disclaims beneficial ownership of the shares held in escrow, except to the extent of any pecuniary interest therein, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) These securities are owned solely by the Lee Bordes 2016 GRAT #2. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) These securities are owned solely by the Lee Bordes 2016 GRAT #3. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) Shares released to the Issuer from escrow, 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 (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.
- (6)

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Remarks:

AsÂ aÂ resultÂ ofÂ certainÂ agreementsÂ amongÂ theÂ ReportingÂ PersonsÂ andÂ certainÂ otherÂ shareholdersÂ ofÂ the

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.