
Section 1: 8-K (FORM 8-K)

**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):
April 13, 2018 (April 11, 2018)**

NEW MEDIA INVESTMENT GROUP INC.

(Exact name of registrant as specified in its charter)

**Delaware
(State of Incorporation)**

**001- 36097
(Commission
File Number)**

**38-3910250
(I.R.S. Employer
Identification Number)**

**1345 Avenue of the Americas, 45th Floor
New York, NY 10105
(Address of principal executive offices)**

**(212) 479-3160
(Registrant's telephone number, including area code)**

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:

- 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.



Item 8.01 Other Events.

As previously disclosed, on April 5, 2018, New Media Investment Group Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) among the Company, Credit Suisse Securities (USA) LLC (“Credit Suisse”) and Morgan Stanley & Co. LLC (together with Credit Suisse, the “Underwriters”), pursuant to which the Company agreed to sell 6,000,000 shares of the Company’s common stock, par value \$0.01 per share, to the Underwriters. In connection with the offering, the Company granted the Underwriter a 30 day option to purchase up to an additional 900,000 shares of its common stock.

On April 11, 2018, the Underwriters notified the Company that they have elected to exercise their option to purchase the additional 900,000 shares in full (the “Option Shares”). The offering of the Option Shares closed on April 13, 2018.

A copy of the legal opinion and consent of Cleary Gottlieb Steen & Hamilton LLP relating to the Option Shares is attached as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Cleary Gottlieb Steen & Hamilton LLP.
23.1	Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1 hereto).

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 hereunto duly authorized.

New Media Investment Group Inc.

Date: April 13, 2018

By: /s/ Michael E. Reed
Michael E. Reed
Chief Executive Officer

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Section 2: EX-5.1 (EXHIBIT 5.1)

Exhibit 5.1

CLEARY GOTTlieb STEEN & HAMILTON LLP

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VICTOR I. LEWKOW	CARMINE D. BOCCUZZI, JR.	JAMES E. LANGSTON
LESLIE N. SILVERMAN	JEFFREY D. KARP	JARED GERBER
LEE C. BUCHHEIT	KIMBERLY BROWN BLACKLOW	COLIN D. LLOYD
THOMAS J. MOLONEY	ROBERT J. RAYMOND	COREY M. GOODMAN
DAVID G. SABEL	SUNG K. KANG	RISHI ZUTSHI
JONATHAN I. BLACKMAN	LEONARD G. JACOBY	JANE VANLARE
MICHAEL L. RYAN	SANDRA L. FLOW	DAVID H. HERRINGTON
ROBERT P. DAVIS	FRANCISCA L. CESTERO	KIMBERLY R. SPOERH
YARON Z. REICH	FRANCESCA L. ODELL	AARON J. MEYERS
RICHARD S. LINDER	WILLIAM L. MCRAE	DANIEL C. REYNOLDS
STEVEN G. HOROWITZ	JASON FACTOR	ABENA A. MAINO
JAMES A. DUNCAN	JOHN H. KIM	HUGH C. CONROY, JR.
STEVEN M. LOEB	MARGARET S. PEPOUIS	RESIDENT PARTNERS
CRAIG S. BROD	LISA M. SCHWEITZER	
EDWARD J. ROSEN	JUAN G. GIRALDEZ	SANDRA M. ROCKS
NICOLAS GRABAR	DUANE McLAUGHLIN	S. DOUGLAS BORISKY
CHRISTOPHER E. AUSTIN	BRIAN S. PEACE	JUDITH KASSEL
SETH GROSSHANDLER	MEREDITH E. KOTLER	DAVID E. WEBB
HOWARD S. ZELBO	CHANTAL E. KORDULA	PENELOPE L. CHRISTOPHOROU
DAVID E. BRODsky	BENET J. O'REILLY	BOAZ S. MORAG
ARTHUR H. KOHN	ADAM E. FLEISHER	MARY E. ALCOCK
RICHARD J. COOPER	SEAN A. O'NEAL	HEIDI H. ELLENFRITZ
JEFFREY S. LEWIS	GLENN P. McGRORY	KATHLEEN M. EMBERGER
PAUL J. SHIM	MATTHEW P. SALERNO	WALLACE L. LARSON, JR.
STEVEN L. WILNER	MICHAEL J. ALBANO	AVRAM E. LUFT
ERIK A. W. NIJENHUIS	VICTOR L. HOU	ANDREW WEAVER
ANDRES DE LA CRUZ	ROGER A. COOPER	HELENA K. GRANIS
DAVID C. LOPEZ	AMY R. SHAPIRO	JOHN V. HARRISON
JAMES L. BROMLEY	JENNIFER KENNEDY PARK	CAROLINE F. NAYDAY
MICHAEL A. GERSTENZANG	ELIZABETH LENAS	RAHUL MUKHI
LEWIS J. LIMAN	LUKE A. BAREFOOT	NEIL R. MARKEL
LEVY DASSIN	PAAMELA L. MARCOGLIESE	HUMAYUN KHALID
NEIL Q. WHORISKEY	PAUL M. TIGER	KENNETH S. SLAZEJEWSKI
JORGE U. JUANITORENA	JONATHAN S. KOLODNER	ANDREA M. BASHAM
MICHAEL D. WEINBERGER	DANIEL ILAN	LAURA BAGARELLA
DAVID LEINWAND	MEYER H. FEDIDA	SHIRLEY M. LO
DIANA L. WOLLMAN	ADRIAN D. LEPSIC	RESIDENT COUNSEL
JEFFREY A. ROSENTHAL	ELIZABETH VICENS	
ETHAN A. KLINGSBERG	ADAM J. BRENNEMAN	LOUISE M. PARENT
MICHAEL D. DAYAN	ARI D. MACKINNON	OF COUNSEL

April 13, 2018

New Media Investment Group Inc.
1345 Avenue of the Americas, 45th floor
New York, New York 10105

Ladies and Gentlemen:

We have acted as special counsel to New Media Investment Group Inc., a Delaware corporation (the "Company"), in connection with its offering of 900,000 shares of the Company's Common Stock, par value \$0.01 per share, for which the option to purchase additional shares has been exercised (the "Securities"), pursuant to a registration statement on Form S-3 (No. 333-224158), as amended as of its most recent effective date (April 5, 2018) insofar as it relates to the Securities (as determined for purposes of Rule 430B(f)(2) under the Securities Act of 1933, as amended (the "Securities Act")) (as so amended, including the documents incorporated by reference therein, the "Registration Statement"), and the prospectus, dated April 5, 2018 (including the documents incorporated by reference therein, the "Base Prospectus"), as supplemented by the prospectus supplement thereto, dated April 5, 2018 (including the documents incorporated by reference therein, the "Prospectus Supplement" and, together with the Base Prospectus, the "Prospectus").

In arriving at the opinion expressed below, we have reviewed the following documents:

- (a) the Registration Statement;
- (b) the Prospectus;
- (c) the certificate of American Stock Transfer & Trust Company, LLC, as registrar and transfer agent for the Securities, certifying due issuance and registration of the Securities;

- (d) copies of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws certified by the Secretary of State of the State of Delaware and the corporate secretary of the Company, respectively; and

Cleary Gottlieb Steen & Hamilton LLP or an affiliated entity has an office in each of the cities listed above.

- (e) an executed copy of the Underwriting Agreement, dated April 5, 2018, between the Company and the underwriters named in Schedule A thereto.

In addition, we have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other documents, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below.

In rendering the opinion expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that the Securities have been validly issued by the Company and are fully paid and nonassessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, including the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws.

We hereby consent to the use of our name in the Prospectus Supplement under the heading "Legal Matters," as counsel for the Company that has passed on the validity of the Securities and to the filing of this opinion letter as Exhibit 5.1 to the Company's Current Report on Form 8-K dated April 13, 2018. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder. The opinion expressed herein is rendered on and as of the date hereof, and we assume no obligation to advise you or any other person, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinion expressed herein.

Very truly yours,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By /s/ Duane McLaughlin
Duane McLaughlin, a Partner