

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) November 7, 2013

MEDIA GENERAL, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-6383
(Commission
File Number)

54-0850433
(IRS Employer
Identification No.)

333 E. Franklin Street
Richmond, Virginia
(Address of principal executive offices)

23219
(Zip Code)

(804) 887-5000
(Registrant's telephone number, including area code)

None
(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:

- 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))
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Introductory Note

This Current Report on Form 8-K is one of two being filed in connection with the consummation on November 12, 2013 (the "Closing Date") of the transactions contemplated by the Agreement and Plan of Merger, dated as of June 5, 2013 (the "Merger Agreement"), by and among Media General, Inc. ("Media General"), New Young Broadcasting Holding Co., Inc. ("Young"), General Merger Sub 1, Inc., General Merger Sub 2, Inc. and General Merger Sub 3, LLC. Pursuant to the Merger Agreement, on the Closing Date Media General and Young consummated an all-stock business combination transaction. The transaction will be accounted for as a reverse merger using the acquisition method of accounting. As such, Young is the acquirer solely for accounting purposes.

Item 4.01. Changes in Registrant's Certifying Accountant.

The transaction pursuant to the Merger Agreement was treated as a "reverse acquisition" for accounting purposes and, as such, the historical financial statements of the accounting acquirer, Young, will become the historical financial statements of Media General. (a) PricewaterhouseCoopers LLP was the independent auditor that audited Young's financial statements for the fiscal years ended December 31, 2012, and December 31, 2011. Deloitte & Touche LLP was Media General's independent registered public accounting firm prior to the Closing. In contemplation of the closing of the transaction contemplated by the Merger Agreement, on November 6, 2013, Media General's Audit Committee determined that Deloitte & Touche LLP would serve as the independent registered public accounting firm for Media General for the fiscal year ending December 31, 2013. Accordingly, on November 12, 2013, Media General dismissed PricewaterhouseCoopers LLP as Young's independent auditor. Such dismissal will become effective upon completion by PricewaterhouseCoopers LLP of its procedures relating to Young's financial statements as of and for the three and nine months ended September 30, 2013. PricewaterhouseCoopers LLP's reports on Young's financial statements for the fiscal years ended December 31, 2012, and December 31, 2011, (which reports contain an explanatory paragraph regarding Young Broadcasting Inc.'s emergence from bankruptcy and adoption of fresh start reporting) did not contain an adverse opinion or disclaimer of opinion or qualification or modification as to uncertainty, audit scope, or accounting principles. In addition, during the fiscal years ended December 31, 2012 and December 31, 2011 and through November 12, 2013, there were no disagreements with PricewaterhouseCoopers LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreement(s), if not resolved to the satisfaction of PricewaterhouseCoopers LLP, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its reports on the financial statements for such years.

Media General has provided PricewaterhouseCoopers LLP with a copy of the foregoing disclosures and requested that PricewaterhouseCoopers LLP furnish a letter addressed to the SEC stating whether or not it agrees with the above statements made by Media General. A copy of such letter, dated November 12, 2013, is filed as Exhibit 16.1 to this Form 8-K, and incorporated herein by reference.

(b) As noted above in Item 4.01(a), on November 6, 2013, Media General determined that Deloitte & Touche LLP will serve as the independent registered public accounting firm for Media General for the fiscal year ended December 31, 2013. Deloitte & Touche LLP was the independent registered public accounting firm that audited Media General's financial statements for the fiscal years ended December 31, 2012, and December 31, 2011. During the fiscal years ended December 31, 2012, and December 31, 2011, and for the interim periods January 1, 2013, to September 30, 2013, Media General did not consult with Deloitte & Touche LLP in regard to Young's financial statements, which were audited by PricewaterhouseCoopers LLP, with respect to: (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on Young's financial statements; or (iii) any other matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) or a reportable event of the type described in Item 304(a)(1)(v) of Regulation S-K. Additionally, during the fiscal years ended December 31, 2012, and December 31, 2011, and for the interim periods January 1, 2013, to September 30, 2013, no written report or oral advice was provided to Young by Deloitte & Touche LLP that was an important factor considered by Young in reaching a decision as to any accounting, auditing or financial reporting issue.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Pursuant to the Merger Agreement, effective as of November 12, 2013, Media General's Board of Directors has appointed five of Young's directors, H.C. Charles Diao, Soohyung Kim, Howard Schrott, Kevin Shea and Thomas J. Sullivan, to the Company's Board of Directors, thereby increasing the board size to fourteen members. Biographical and other information related to the new directors can be found in Media General's proxy statement/prospectus filed on October 7, 2013.

Soohyung Kim, H.C. Charles Diao, and Kevin Shea have been appointed to the Nominating Committee to serve on that Committee together with Wyndham Robertson and Rodney A. Smolla, existing directors of Media General.

H.C. Charles Diao, Soohyung Kim, Howard Schrott and Kevin Shea have been appointed to the Compensation Committee to serve on that committee together with Coleman Worthman III, Wyndham Robertson and Rodney A. Smolla, existing directors of Media General.

Howard Schrott and Kevin Shea have been appointed to the Audit Committee to serve on that committee together with Diana F. Cantor, Dennis J. FitzSimmons and Carl G. Thigpen, existing directors of Media General.

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

A Special Meeting of Stockholders (the "Special Meeting") of Media General was held on November 7, 2013. The purpose of the Special Meeting was to submit previously disclosed proposals to a vote of Media General's stockholders as of the close of business on September 5, 2013 (the record date for the Special Meeting).

As of such record date, there were 27,524,623 shares of Media General's Class A Common Stock, and 548,564 shares of Media General's Class B Common Stock, issued and outstanding and entitled to be voted at the Special Meeting. 23,311,094 shares of Media General's Class A Common Stock, and 531,112 shares of Media General's Class B Common Stock, were represented in person or by proxy at the Special Meeting, which constituted a quorum to conduct business at the meeting.

At the Special Meeting, the stockholders of Media General voted to approve the following:

- (1) The issuance of shares of Media General Common Stock in connection with the combination of New Young Broadcasting Holding Co., Inc. and Media General and the reclassification of Media General's shares of Class A and Class B Common Stock.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<u>Class A Common</u>	23,201,303	89,064	20,727
<u>Class B Common</u>	531,112	0	0
<u>Total</u>	23,732,415	89,064	20,727

- (2) Amendments to the Articles of Incorporation of Media General to clarify that:

- (a) only the holders of Class B Common Stock are entitled to vote on the Reclassification; and

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<u>Class A Common</u>	23,083,385	171,685	56,024
<u>Class B Common</u>	531,112	0	0

- (b) one Stockholder of Media General may be issued Non-Voting Common Stock in the Reclassification.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<u>Class A Common</u>	23,137,158	129,951	43,985
<u>Class B Common</u>	531,112	0	0

- (3) A plan of merger effecting the Reclassification.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<u>Class B Common</u>	531,112	0	0

- (4) To vote on an advisory basis with respect to certain executive compensation matters.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<u>Class B Common</u>	530,732	0	380

Item 8.01. Other Events

On November 7, 2013, Media General issued a press release announcing the results of the Special Meeting. A copy of this press release is furnished as Exhibit 99.1.

On November 12, 2013, Media General issued a press release announcing the closing of the merger with New Young Broadcasting Holding Co., Inc. A copy of this press release is furnished as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated as of June 5, 2013, by and among Media General, Inc., New Young Broadcasting Holding Co., Inc., General Merger Sub 1, Inc., General Merger Sub 2, Inc., and General Merger Sub 3, LLC (incorporated by reference to Exhibit 2.1 of Media General's Current Report on Form 8-K filed on June 10, 2013).
16.1	Letter from PricewaterhouseCoopers LLP to the SEC, dated November 12, 2013.
99.1	Press Release of Media General, Inc., dated November 7, 2013.
99.2	Press Release of Media General, Inc., dated November 12, 2013.

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.

Date: November 13, 2013

MEDIA GENERAL, INC.

By: /s/ James F. Woodward
Name: James F. Woodward
Title: Vice President – Finance and Chief Financial Officer

EXHIBIT INDEX

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November 12, 2013

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by Media General, Inc. (copy attached), which we understand will be filed with the Securities and Exchange Commission, pursuant to Item 4.01 of Form 8-K, as part of the Form 8-K of Media General, Inc. dated November 7, 2013. We agree with the statements concerning our Firm under Item 4.01 in such Form 8-K.

Very truly yours,

A handwritten signature in black ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, flowing style.

PricewaterhouseCoopers LLP

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FOR IMMEDIATE RELEASE
Thursday, November 7, 2013

Media General Shareholders Approve Merger with Young Broadcasting

RICHMOND, Va. – Shareholders of Media General, Inc. (NYSE: MEG) today approved the company’s merger with New Young Broadcasting Holding Co, Inc., at a special meeting held at the company’s offices here.

Shareholders voted to reclassify one-for-one each outstanding share of Media General’s Class A and Class B Common Stock into a newly created class of Common Stock, thereby eliminating Media General’s dual-class stock structure. Shareholders also voted to issue approximately 60 million shares of this new class of Common Stock to the Young Broadcasting equity holders, thereby increasing the total number of Media General shares outstanding to approximately 88 million. Media General will continue to be traded on the New York Stock Exchange under its existing symbol MEG. The merged company will retain the Media General name and will remain headquartered in Richmond, VA.

“We’re delighted to have shareholder approval for our business combination with Young Broadcasting, and we are very excited about the prospects for the combined company,” said George L. Mahoney, president and chief executive of Media General. “Once we receive FCC approval for our license transfers, we will close very quickly on the transaction. We believe the review process is going smoothly at the FCC,” said Mr. Mahoney. Mr. Mahoney will continue to serve in his current role for the combined company.

“As we look to the future, we’re excited by the opportunities the merger will provide for our shareholders, employees and customers. We have worked diligently for the past few months with the Young management team to ensure a smooth transition and integration of the two companies.

“We will realize \$44 million of synergies very quickly, including \$29 million of financing synergies and \$15 million of operating synergies. The financing synergies result from a new long-term financing arrangement that will become effective when the merger closes. The new variable-rate credit agreement will enable us to reduce current combined cash interest expense from \$75 million to \$39 million based on current interest rates. We expect to realize the operating synergies within the first 12 months after closing.

“The stronger business profile that this merger creates, and our new financial flexibility, position Media General very well to participate actively in the broadcast industry’s ongoing consolidation and to further enhance shareholder value,” said Mr. Mahoney.

About Media General

Media General, Inc. is a leading local television broadcasting and digital media company, providing top-rated news, information and entertainment. When the merger is complete, the combination of Media General and Young Broadcasting will create a company with 31 network-affiliated broadcast television stations and their associated digital media and mobile platforms, operating in 28 markets. Network affiliations will include CBS (12), NBC (9), ABC (7), Fox (1), MyNetwork TV (1) and CW (1). The combined company will reach approximately 16.5 million, or approximately 14%, of U.S. TV households. Sixteen of the 31 stations are located in the top 75 designated market areas.

Contact Media General

Media General maintains extensive company information on its website www.mediageneral.com. The company’s media and investor contact is Lou Anne J. Nabhan, Vice President-Corporate Communications, lnabhan@mediageneral.com or 804-887-5120.



FOR IMMEDIATE RELEASE
 Tuesday, November 12, 2013

Media General Completes Merger with Young Broadcasting

RICHMOND, Va. – Media General, Inc. (NYSE: MEG) today closed on its business combination with New Young Broadcasting Holding Co., Inc.

“All of us at Media General are extremely excited to complete our business combination with Young Broadcasting. We anticipate a quick and smooth integration of two companies with similar cultures and values. We are ready to capitalize immediately on our new, combined strength,” said George L. Mahoney, president and chief executive officer of Media General.

The portfolio of owned or operated stations for the new company includes:

Market	DMA Rank	Station	Network Affiliation
San Francisco-Oakland-San Jose, CA	6	KRON	MNT
Tampa-St. Petersburg-Sarasota, FL	14	WFLA	NBC
Raleigh-Durham, NC	24	WNCN	NBC
Nashville, TN	29	WKRN	ABC
Columbus, OH	32	WCMH	NBC
Greenville-Spartanburg, SC-Asheville, NC	37	WSPA	CBS
Greenville-Spartanburg, SC-Asheville, NC	37	WYCW	CW
Birmingham, AL	44	WVTM	NBC
Providence, RI	53	WJAR	NBC
Richmond-Petersburg, VA	57	WRIC	ABC
Albany-Schenectady-Troy, NY	58	WTEN	ABC
Albany-Schenectady-Troy, NY	58	WXXA	FOX
Mobile, AL-Pensacola, FL	59	WKRQ	CBS
Knoxville, TN	61	WATE	ABC
Roanoke-Lynchburg, VA	66	WLSL	NBC
Green Bay-Appleton, WI	70	WBAY	ABC
Savannah, GA	92	WSAV	NBC
Jackson, MS	94	WJTV	CBS
Charleston, SC	95	WCBD	NBC
Johnson City, TN	97	WJHL	CBS
Greenville-New Bern, NC	99	WNCT	CBS
Davenport, IA-Rock Island-Moline, IL	100	KWQC	NBC
Myrtle Beach-Florence, SC	102	WBTW	CBS
Sioux Falls, SD	111	KELO	CBS
Augusta, GA	112	WJBF	ABC
Lansing, MI	115	WLNS	CBS
Lansing, MI	115	WLJL	ABC
Lafayette, LA	122	KLFY	CBS
Columbus, GA	126	WRBL	CBS
Hattiesburg-Laurel, MS	167	WHLT	CBS
Rapid City, SD	173	KCLO	CBS

Media General will continue to be traded on the New York Stock Exchange under its existing symbol MEG. The merged company will retain the Media General name and will remain headquartered in Richmond, VA.

About Media General

Media General, Inc. is a leading local television broadcasting and digital media company, providing top-rated news, information and entertainment in strong markets across the U.S. The company owns or operates 31 network-affiliated broadcast television stations and their associated digital media and mobile platforms, in 28 markets. These stations reach 16.5 million, or 14%, of U.S. TV households. Their network affiliations include CBS (12), NBC (9), ABC (7), Fox (1), MyNetwork TV (1) and CW (1). Sixteen of the 31 stations are located in the top 75 designated market areas. Media General first entered the local television business in 1955 when it launched WFLA in Tampa, Florida as an NBC affiliate. The company subsequently expanded its station portfolio through acquisition. In November of 2013, Media General and Young Broadcasting merged, combining Media General's 18 stations and Young's 13 stations into the 31-member group that exists today. Five of the stations have been on the air since 1949: WCMH in Columbus, Ohio; WVTM in Birmingham, Alabama; WJAR in Providence, Rhode, Island; KWQC in Davenport, Iowa; and KRON in San Francisco.

Contact Media General

Media General maintains extensive company information on its website www.mediageneral.com. The company's media and investor contact is Lou Anne J. Nabhan, Vice President-Corporate Communications, lnabhan@mediageneral.com or 804-887-5120.