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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
*Under*  
THE SECURITIES ACT OF 1933**

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**MEDIA GENERAL, INC.**  
(Exact name of registrant as specified in its charter)

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**Virginia**  
(State of  
incorporation)

**46-5188184**  
(I.R.S. Employer  
Identification No.)

**333 East Franklin Street  
Richmond, Virginia**  
(Address of Principal Executive Offices)

**23129**  
(Zip Code)

**Media General, Inc. 1995 Long-Term Incentive Plan  
MG Advantage 401(k) Plan  
Media General, Inc. Directors' Deferred Compensation Plan  
Media General, Inc. 1987 Non-Qualified Stock Option Plan  
Lin Media LLC Amended and Restated 2002 Stock Plan  
Lin Media LLC Third Amended and Restated 2002 Non-Employee Director Stock Plan**  
(Full title of the plans)

**Andrew C. Carington, Esquire  
General Counsel and Secretary  
Media General, Inc.  
333 East Franklin Street  
Richmond, Virginia 23219**  
(Name and address of agent for service)

**(804) 887-5000**  
(Telephone number, including area code, of agent for service)

**Mercury New Holdco, Inc.**  
(Former name or former address, if changed since last report)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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## **EXPLANATORY NOTE**

Media General, Inc. (the “Registrant”) hereby amends the Registration Statement on Form S-8 (Registration No. 333-201200) originally filed on December 22, 2014 (the “Original Registration Statement”) by filing this Post-Effective Amendment No. 1 to the Original Registration Statement (the “Post-Effective Amendment”). The sole purpose of this Post-Effective Amendment is to correct a typographical error in the number of shares of Media General, Inc. Voting Common Stock, no par value, that may be issued pursuant to the Media General, Inc. 1995 Long-Term Incentive Plan (the “MG LTIP”), as indicated in footnote (1) to the “Calculation of Registration Fee” table in the Original Registration Statement and the opinion and consent of Troutman Sanders LLP filed as exhibits to the Original Registration Statement. Pursuant to this Post-Effective Amendment, the number of shares that may be issued pursuant to the MG LTIP is 2,866,602.

Included as Exhibit 5.1 and Exhibit 23.1 to this Post-Effective Amendment, respectively, is the corrected version of the opinion and consent of Troutman Sanders LLP reflecting the corrected number of shares that may be issued pursuant to the MG LTIP.

### **Item 8. Exhibits**

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
5.1*	Opinion of Troutman Sanders LLP as to the validity of the securities being registered.
23.1*	Consent of Troutman Sanders LLP (included in Exhibit 5.1).
24.1**	Power of Attorney.

\* Filed herewith.

\*\* Previously filed.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Richmond, Commonwealth of Virginia, on February 3, 2015.

MEDIA GENERAL, INC.

By: /s/ Andrew C. Carington

Name: Andrew C. Carington

Title: Vice President, General Counsel and  
Secretary

## POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Vincent L. Sadusky	President and Chief Executive Officer	February 3, 2015
* _____ James F. Woodward	Senior Vice President and Chief Financial Officer	February 3, 2015
* _____ J. Stewart Bryan III	Chairman	February 3, 2015
* _____ Diana F. Cantor	Director	February 3, 2015
* _____ Royal W. Carson III	Director	February 3, 2015
* _____ H.C. Charles Diao	Director	February 3, 2015
* _____ Dennis J. FitzSimons	Director	February 3, 2015
* _____ Soohyung Kim	Director	February 3, 2015
* _____ Douglas W. McCormick	Director	February 3, 2015
* _____ John R. Muse	Director	February 3, 2015
* _____ Wyndham Robertson	Director	February 3, 2015
* _____ Thomas J. Sullivan	Director	February 3, 2015

\*By: /s/ Andrew C. Carington  
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Andrew C. Carington  
Attorney-in-Fact

## **INDEX TO EXHIBITS**

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\* Filed herewith.

\*\* Previously filed.

# TROUTMAN SANDERS

TROUTMAN SANDERS LLP  
Attorneys at Law  
Troutman Sanders Building  
1001 Haxall Point  
P.O. Box 1122 (23218-1122)  
Richmond, Virginia 23219  
804.697.1200 telephone  
troutmansanders.com

February 3, 2015

Media General, Inc.  
333 East Franklin Street  
Richmond, Virginia

*Re: Registration Statement on Form S-8*

Ladies and Gentlemen:

We have acted as Virginia counsel to Media General, Inc., a Virginia corporation (the "Company"), in connection with the Registration Statement on Form S-8, as filed by the Company with the Securities and Exchange Commission (the "Commission") on December 22, 2014, as amended by Post-Effective Amendment No. 1, as filed by the Company with the Commission on February 3, 2015 (as amended, the "Registration Statement"), pursuant to the Securities Act of 1933, as amended (the "Securities Act"), to register an aggregate of 13,539,251 shares (the "Shares") of voting common stock of the Company, no par value per share (the "Voting Common Stock"), composed of (i) 2,866,602 shares of Voting Common Stock that may be issued pursuant to the Media General, Inc. 1995 Long-Term Incentive Plan (the "MG LTIP"); (ii) 11,400 shares of Voting Common Stock that may be issued pursuant to the Media General, Inc. 1987 Non-qualified Stock Option Plan (together with the MG LTIP, the "MG Equity Plans"); (iii) 3,000,000 shares of Voting Common Stock that may be issued pursuant to the MG Advantage 401(k) Plan (the "MG 401(k) Plan"); (iv) 1,000,000 shares of Voting Common Stock that may be issued pursuant to the Media General, Inc. Directors' Deferred Compensation Plan (together with the MG Equity Plans and the MG 401(k) Plan, the "MG Plans"); (v) 4,506,916 shares of Voting Common Stock that may be issued pursuant to the LIN Media LLC Amended and Restated 2002 Stock Plan (the "LIN 2002 Option Plan"); and (vi) 2,154,333 shares of Voting Common Stock that may be issued pursuant to the LIN Media LLC Third Amended and Restated 2002 Non-Employee Director Stock Plan (together with the LIN 2002 Option Plan, the "LIN Plans"). The MG Plans and the LIN Plans are herein collectively referred to each as a "Plan" and together, the "Plans".

This opinion is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements and instruments of the Company, statements and certificates of public officials and officers of the Company, and such other documents, records and instruments, and we have made such legal and factual inquiries as we have deemed necessary or appropriate as a basis for us to render the opinions hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the certificates and statements of appropriate representatives of the Company.

ATLANTA BEIJING CHARLOTTE CHICAGO HONG KONG NEW YORK NORFOLK ORANGE COUNTY PORTLAND  
RALEIGH RICHMOND SAN DIEGO SHANGHAI TYSONS CORNER VIRGINIA BEACH WASHINGTON, DC

# TROUTMAN SANDERS

Media General, Inc.  
February 3, 2015  
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In connection herewith, we have assumed that all of the documents referred to in this opinion letter have been duly authorized by, have been duly executed and delivered by, and constitute the valid, binding and enforceable obligations of, all of the parties to such documents, all of the signatories to such documents have been duly authorized and all such parties are duly organized and validly existing and have the power and authority (corporate or other) to execute, deliver and perform such documents.

We do not purport to express an opinion on any laws other than the laws of the Commonwealth of Virginia. The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance, and when issued, delivered and paid for in accordance with the applicable Plan, the Shares will be legally issued, fully paid and non-assessable.

We do not render any opinions except as set forth above. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus filed as a part thereof. We also consent to your filing copies of this opinion as an exhibit to the Registration Statement with such agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the offering and sale of the securities addressed herein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ Troutman Sanders LLP

Troutman Sanders LLP