

ENTRAVISION COMMUNICATIONS CORP
 Form 4
 December 28, 2016

FORM 4

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Carrera Mario M.

2. Issuer Name and Ticker or Trading Symbol
 ENTRAVISION COMMUNICATIONS CORP [NYSE:EVC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 Chief Revenue Officer

(Last) (First) (Middle)
 2425 OLYMPIC BOULEVARD
 SUITE 6000W
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/26/2016

SANTA MONICA, CA 90404
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Class A common stock | 12/26/2016 | | A ⁽¹⁾ | | 40,000 ⁽¹⁾ A \$ 0 | 143,060 ⁽²⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carrera Mario M. 2425 OLYMPIC BOULEVARD SUITE 6000W SANTA MONICA, CA 90404 | | | Chief Revenue Officer | |

Signatures

/s/ Mark A. Boelke, by power of attorney for Mario M. Carrera
 12/28/2016
 **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).
 Represents an award of 40,000 restricted stock units that will vest as follows: (i) 25% on December 31, 2016; (ii) 25% on December 31, 2017; (iii) 25% on December 31, 2018; and (iv) 25% on December 31, 2019; provided the recipient is employed by the company on each of such dates. Recipient is also eligible to vest additional restricted stock units in an amount equal to 0% to 200% of such amount as follows: (A) upon the company's achievement of certain revenue and consolidated adjusted EBITDA goals for fiscal year 2017, and (B) provided the recipient is employed by the company on each of the following dates: (i) 50% of such additional amount vesting on December 31, 2017; (ii) 25% of such additional amount vesting on December 31, 2018, and (iii) 25% of such additional amount vesting on December 31, 2019.
- (2) Includes 94,000 restricted stock units. The reporting person also has direct ownership of 49,060 shares of Class A common stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.