

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D. C. 20549

FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-34176

ASCENT CAPITAL GROUP, INC.

(Exact name of Registrant as specified in its charter)

State of Delaware
(State or other jurisdiction of
incorporation or organization)

26-2735737
(I.R.S. Employer Identification No.)

**5251 DTC Parkway, Suite 1000
Greenwood Village, Colorado**
(Address of principal executive offices)

80111
(Zip Code)

Registrant's telephone number, including area code: **(303) 628-5600**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of exchange on which registered</u>
Series A Common Stock, par value \$.01 per share	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **Series B Common Stock, par value \$.01 per share**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, any Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Smaller reporting company

(Do not check if a smaller reporting company).

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act) Yes No

The aggregate market value of the voting stock held by nonaffiliates of Ascent Capital Group, Inc. computed by reference to the last sales price of such stock, as of the closing of trading on June 30, 2011, was approximately \$708 million.

The number of shares outstanding of Ascent Capital Group, Inc.'s common stock as of February 17, 2012 was:

Series A common stock 13,470,323 shares; and Series B common stock 739,894 shares.



DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for its 2012 Annual Meeting of Stockholders, which is to be filed with the Securities Exchange Commission no later than April 30, 2012, are hereby incorporated by reference into Part III of this Annual Report on Form 10-K.

EXPLANATORY NOTE

Ascent Capital Group, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-K/A ("Amendment No. 1") pursuant to Rule 405 of Regulation S-T solely to furnish XBRL (eXtensible Business reporting Language) information in Exhibit 101 that was excluded from our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Securities Exchange Commission on February 29, 2012. Exhibit 101 to this Amendment No. 1 provides the following items from the Form 10-K formatted in XBRL: (i) our consolidated balance sheets, (ii) our consolidated statements of operations and comprehensive income (loss), (iii) our consolidated statements of stockholders' equity, (iv) our consolidated statements of cash flows, and (v) the notes to our consolidated financial statements.

Users of this data are advised that pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

This Amendment No. 1 amends and restates in their entirety the cover page, Exhibit 21 and Exhibit 101, and updates Item 15(a)(3). No other changes have been made to the Form 10-K other than those described above. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-K or modify or update in any way disclosures made in the Form 10-K.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements, Financial Statement Schedules, and Exhibits.

1. Financial Statements

No financial statements are filed with this Amendment No. 1. These items were included in the originally filed Form 10-K.

2. Financial Statement Schedules

N/A.

3. Exhibits

The information required by this Item is set forth on the exhibit index that follows the signature page of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ASCENT CAPITAL GROUP, INC.

By: /s/ William E. Niles
William E. Niles
Executive Vice President, General Counsel and Secretary

March 29, 2012

EXHIBIT INDEX

Listed below are the exhibits which are filed as a part of this Report (according to the number assigned to them in Item 601 of Regulation S-K):

- 2.1 Reorganization Agreement, dated as of June 4, 2008, among Discovery Holding Company, Discovery Communications, Inc., Ascent Media Corporation, Ascent Media Group, LLC, and Ascent Media Creative Sound Services, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Registration Statement on Form 10 (File No. 000-53280), filed with the Commission on June 13, 2008).
- 2.2 Asset Purchase Agreement, dated February 17, 2010, among Ascent Media Network Services Europe Limited, Ascent Media Group LLC and Discovery Communications Europe Limited (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 001-34176), filed with the Commission on February 23, 2010).
- 2.3 Purchase and Sale Agreement dated November 24, 2010, between the Company and Deluxe Entertainment Services Group, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Form 8-K (File No. 001-34176), filed with the Commission on January 5, 2011).
- 2.4 Purchase and Sale Agreement, dated December 2, 2010, between the Company and Encompass Digital Media, Inc. (incorporated by reference to Annex B to the Company's definitive proxy statement (File No. 001-34176), filed with the Commission on January 25, 2011).
- 2.5 Agreement and Plan of Merger, dated December 17, 2010, between the Company and Monitronics International, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Form 8-K (File No. 001-34176), filed with the Commission on December 23, 2010).
- 3.1 Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form 10 (File No. 000-53280), filed with the Commission on June 13, 2008).
- 3.2 Certificate of Ownership and Merger, dated July 7, 2011 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-34176), filed with the Commission on July 8, 2011) (filed for the purpose of changing the name of the Company).
- 3.3 Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form 10 (File No. 000-53280), filed with the Commission on June 13, 2008).
- 4.1 Specimen Certificate for shares of Series A common stock, par value \$.01 per share, of the Company (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 10 (File No. 000-53280), filed with the Commission on June 13, 2008).
- 4.2 Specimen Certificate for shares of Series B common stock, par value \$.01 per share, of the Company (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form 10 (File No. 000-53280), filed with the Commission on June 13, 2008).
- 4.3 Rights Agreement between the Company and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.3 to Amendment No. 1 to the Company's Registration Statement on Form 10 (File No. 000-53280), filed with the Commission on July 23, 2008).

- 4.4 Form of Amendment No. 1 to Rights Agreement by and between the Company and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 001-34176), filed with the Commission on September 17, 2009).
- 10.1 Tax Sharing Agreement, dated as of September 17, 2008, by and among Discovery Holding Company, Discovery Communications, Inc., the Company, Ascent Media Group, LLC and CSS Studios, LLC (incorporated by reference to Exhibit 10.2 to Amendment No. 8 to the Company's Registration Statement on Form 10 (File No. 001-34176), filed with the Commission on September 17, 2008).
- 10.2 Ascent Capital Group, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8 (File No. 333-156231), filed with the Commission on December 17, 2008).
- 10.3 Services Agreement, dated as of July 21, 2005, by and between Discovery Holding Company (former parent of the Company) and Liberty Interactive Corporation (f/k/a Liberty Media Corporation), as assigned to the Company in connection with its spin-off from Discovery Holding Company.*
- 10.4 Form of Indemnification Agreement between the Company and its Directors and Executive Officers (incorporated by reference to Exhibit 10.7 to Amendment No. 1 to the Company's Registration Statement on Form 10 (File No. 000-53280), filed with the Commission on July 23, 2008).
- 10.5 Ascent Capital Group, Inc. 2008 Non-Employee Director Incentive Plan (incorporated by reference to Exhibit 10.13 to Amendment No. 8 to the Company's Registration Statement on Form 10 (File No. 001-34176), filed with the Commission on September 17, 2008).
- 10.6 Employment Agreement, dated February 9, 2009, by and between the Company and William R. Fitzgerald (incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K (File No. 001-34176), filed with the Commission on March 31, 2009).
- 10.7 Amendment to Employment Agreement, dated June 6, 2011, between the Company and William R. Fitzgerald (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-34176), filed with the Commission on August 8, 2011 (the "August 2011 10-Q")).
- 10.8 Amended and Restated Employment Agreement, dated May 31, 2011, between the Company and William E. Niles (incorporated by reference to Exhibit 10.1 to the August 2011 10-Q).
- 10.9 Employment Agreement, dated as of April 13, 2009, between the Company and John A. Orr (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-34176), filed with the Commission on August 13, 2009).
- 10.10 Employment Agreement, dated September 30, 2011, between the Company and Michael R. Meyers (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-34176), filed with the Commission on November 7, 2011 (the "November 2011 10-Q")).
- 10.11 Employment Agreement, dated September 30, 2011, between the Company and Michael R. Haislip (incorporated by reference to Exhibit 10.2 to the November 2011 10-Q).
- 21 List of Subsidiaries of Ascent Capital Group, Inc.**
- 23 Consent of KPMG LLP, independent registered public accounting firm.*
- 24 Power of Attorney dated February 29, 2012.*
- 31.1 Rule 13a-14(a)/15d-14(a) Certification.*

31.2 Rule 13a-14(a)/15d-14(a) Certification.*

32 Section 1350 Certification.*

101 The following financial statements from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed on March 26, 2012, formatted in XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations and Comprehensive Income (Loss), (iii) Consolidated Statements of Stockholder's Equity, (iv) Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements. **

* Previously filed or furnished, as the case may be, with the Company's Form 10-K for the year ended December 31, 2011 as filed with the Commission on February 29, 2012.

** Filed or furnished, as the case may be, herewith.

List of Subsidiaries

The following is a list of subsidiaries of Ascent Capital Group, Inc., the names under which such subsidiaries do business, and the state or country in which each was organized, as of February 29, 2012. The list does not include dormant subsidiaries or subsidiaries which would not, if considered in the aggregate as a single subsidiary, constitute a significant subsidiary within the meaning of Item 601(b)(21)(ii) of Regulation S-K.

Subsidiary	Jurisdiction of Formation
Monitronics International, Inc.	Texas
Monitronics Canada, Inc.	Delaware
MI Servicer HC, LLC	Delaware
MI Servicer LP, LLC	Delaware
MI Servicer GP, LLC	Delaware
MIBU Servicer Inc.	Delaware
Monitronics Security LP	Delaware
MI Funding HC, LLC	Delaware
MI Funding LP, LLC	Delaware
MI Funding GP, LLC	Delaware
Monitronics Funding LP	Delaware
Platinum Security Solutions, Inc.	Delaware
Ascent Media Property Holdings, LLC	Delaware

