

GRUPO TELEVISIA, S.A.B.  
Form 20-F/A  
May 09, 2016

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

**FORM 20-F/A**

(Amendment No. 1)

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended DECEMBER 31, 2015**

**OR**

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

**OR**

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

Date of event requiring this shell company report . . . . .

**For the transition period from** \_\_\_\_\_ **to** \_\_\_\_\_

Commission file number 1-12610

## Grupo Televisa, S.A.B.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

United Mexican States

(Jurisdiction of incorporation or organization)

Av. Vasco de Quiroga No. 2000

Colonia Santa Fe

01210 Mexico City

Mexico

(Address of principal executive offices)

Joaquín Balcárcel Santa Cruz

Grupo Televisa, S.A.B.

Av. Vasco de Quiroga No. 2000

Colonia Santa Fe

01210 Mexico City

Mexico

Telephone: (011-52) (55) 5261-2433

Facsimile: (011-52) (55) 5261-2465

E-mail: [jbalcarcel@televisa.com.mx](mailto:jbalcarcel@televisa.com.mx)

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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

Title of each class	Name of each exchange on which registered
Series A Shares, without par value ( Series A Shares )	New York Stock Exchange (for listing purposes only)
Series B Shares, without par value ( Series B Shares )	New York Stock Exchange (for listing purposes only)
Series L Shares, without par value ( Series L Shares )	New York Stock Exchange (for listing purposes only)
Dividend Preferred Shares, without par value ( Series D Shares )	New York Stock Exchange (for listing purposes only)
Global Depositary Shares ( GDSs ), each representing five Ordinary Participation Certificates ( <i>Certificados de Participación Ordinarios</i> ) ( CPOs )	New York Stock Exchange
CPOs, each representing twenty-five Series A Shares, twenty-two Series B Shares, thirty-five Series L Shares and thirty-five Series D Shares	New York Stock Exchange (for listing purposes only)

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None.**

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**.

The number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2015 was:

115,409,011,592 Series A Shares  
53,340,312,255 Series B Shares  
84,859,529,456 Series L Shares  
84,859,529,456 Series D Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

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U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

If  Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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**Explanatory Note**

At the time of the filing of the Grupo Televisa, S.A.B.'s (the "Company") Form 20-F with the U.S. Securities and Exchange Commission on April 29, 2016 (the "Original Filing"), there was a misunderstanding regarding whether PricewaterhouseCoopers, S.C., the Company's independent public accounting firm, had completed its audit procedures in light of an anonymous letter received by the Company accusing certain Company executives of malfeasance. Because PricewaterhouseCoopers had not completed its audit procedures at the time of the Original Filing, the Company is amending its Form 20-F to remove the audit report, associated consent and the reference in Item 15 to the audit of the effectiveness of the internal control over financial reporting, to permit the Company to perform the investigation described below and so that PricewaterhouseCoopers can complete its audit.

This letter has also now been the subject of recent press reports. The Company, with the assistance of outside counsel, immediately commenced an investigation which has to date, without exception, confirmed the fictitious nature of the accusations in the letter, and the Company therefore believes that the letter and its allegations of wrongdoing are false and immaterial.

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SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**GRUPO TELEVISA, S.A.B.**

By: */s/Salvi Rafael Folch Viadero*  
Name: Salvi Rafael Folch Viadero  
Title: Chief Financial Officer

By: */s/Jorge Agustín Lutteroth Echegoyen*  
Name: Jorge Agustín Lutteroth Echegoyen  
Title: Vice President Corporate Controller

Date: May 6, 2016

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