

SECURITIES AND EXCHANGE COMMISSION

FORM 20-F/A

Annual and transition report of foreign private issuers pursuant to sections 13 or 15(d) [amend]

Filing Date: **2016-05-09** | Period of Report: **2015-12-31**  
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FILER

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

CIK:[912892](#) | IRS No.: **000000000** | Fiscal Year End: **1231**  
Type: **20-F/A** | Act: **34** | File No.: [001-12610](#) | Film No.: **161629699**  
SIC: **4833** Television broadcasting stations

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(Address of principal executive offices)

**Joaquín Balcárcel Santa Cruz**

**Grupo Televisa, S.A.B.**

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(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:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
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) New York Stock Exchange
Global Depositary Shares ("GDSs"), each representing five Ordinary Participation Certificates ( <i>Certificados de Participación Ordinarios</i> ) ("CPOs")	
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:

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 TELEVISIA, 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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