



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3720

March 15, 2018

William R. Fitzgerald  
Chief Executive Officer  
Ascent Capital Group, Inc.  
5251 DTC Parkway, Suite 1000  
Greenwood Village, Colorado, 80111

**Re: Ascent Capital Group, Inc.**  
**Form 10-K for Fiscal Year Ended December 31, 2016**  
**Filed March 8, 2017**  
**File No. 001-34176**

Dear Mr. Fitzgerald:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Robert S. Littlepage, for

Larry Spigel  
Assistant Director  
AD Office 11 – Telecommunications