

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
ACME COMMUNICATIONS, INC.		33-0866283	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
THOMAS D. ALLEN	714 245-9499	T.ALLEN@ACMECOMM.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
2101 E. 4TH ST., SUITE 202A		SANTA ANA, CA 92705	
8 Date of action		9 Classification and description	
APRIL 10, 2012			
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
004631107		ACME.PK	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **ON MARCH 22, 2012, THE COMPANY'S BOARD OF DIRECTORS APPROVED A CASH DISTRIBUTION OF \$.22 PER SHARE OF ITS COMMON STOCK AND ALSO APPROVED A DISTRIBUTION OF .018695 SHARES OF LIN TV CORP. STOCK (TICKER TVL) FOR EVERY ONE SHARE OF ACME COMMON STOCK. BOTH DISTRIBUTIONS WERE MADE ON APRIL 10, 2012 TO SHAREHOLDERS OF RECORD AS OF APRIL 4, 2012.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE ENTIRE CASH AND STOCK DISTRIBUTION (THE LATTER VALUED AT \$.0705 PER SHARE OF ACME STOCK) IS EXPECTED TO BE TREATED AS A RETURN OF CAPITAL. THIS INITIAL DETERMINATION IS BASED ON THE ASSUMPTION THAT THERE WILL BE NO FURTHER SALE OF ASSETS IN 2012. IF THERE IS A SALE OF ANY OF THE COMPANY'S REMAINING ASSETS THAT GENERATES SUFFICIENT TAXABLE INCOME TO CREATE EARNINGS AND PROFITS IN 2012, THEN A PORTION OR ALL OF THIS DISTRIBUTION MIGHT BE DETERMINED TO BE AN ORDINARY AND QUALIFIED DIVIDEND AND THE COMPANY WILL POST A REVISED FORM 8937 ON ITS WEBSITE IN SUCH AN EVENT.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE AMOUNT OF THE PER SHARE DISTRIBUTION WAS DETERMINED TO BE \$.0705 PER COMMON SHARE OF THE COMPANY'S STOCK BASED ON THE CLOSING VALUE OF TVL'S STOCK ON APRIL 10, 2012 (THE DISTRIBUTION DATE) OF \$3.77.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

18 Can any resulting loss be recognized? ▶ _____

NO - THE SHAREHOLDERS' BASIS CANNOT BE REDUCED BELOW ZERO AND THIS WAS NOT A FINAL DISTRIBUTION

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 4/13/12

Print your name ▶ **THOMAS D. ALLEN** Title ▶ **SECRETARY / DIRECTOR**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054