

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

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 Spirgel
Assistant Director
AD Office 11 – Telecommunications