

CITADEL BROADCASTING CORP

Form 425

March 14, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of report (Date of earliest event reported): March 14, 2011  
CUMULUS MEDIA INC.**

(Exact name of registrant as specified in its charter)

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| Delaware   | 000-24525                | 36-4159663                           |
| (State or other jurisdiction<br>of incorporation)                        | (Commission File Number) | (IRS employer<br>Identification No.) |
| 3280 Peachtree Road, N.W., Suite 2300, Atlanta GA                        |                          | 30305                                |
| (Address of principal executive offices)                                 | (Zip Code)               |                                      |
| Registrant's telephone number, including area code <u>(404) 949-0700</u> |                          |                                      |
| n/a  |                          |                                      |

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On March 14, 2011, Cumulus Media Inc. issued a press release announcing financial results for the fourth quarter and year ended December 31, 2010.

**Item 8.01 Other Events.**

A copy of the earnings release announcing Cumulus financial results for the fourth quarter and year ended December 31, 2010, as identified under Item 2.02, is attached hereto as Exhibit 99.1 to this Report and is incorporated by reference herein.

A copy of the presentation materials for Cumulus teleconference call on Monday March 14, 2011, is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Number</b> | <b>Exhibit</b>                     |
|---------------|------------------------------------|
| 99.1          | Press release dated March 14, 2011 |
| 99.2          | Investor presentation materials    |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CUMULUS MEDIA INC.

By: /s/ J.P. Hannan

Name: J.P. Hannan

Title: Senior Vice President, Treasurer and  
Chief Financial Officer

Date: March 14, 2011

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