Kushner Brian Form 4 June 07, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. N	ame	and A	Address	of	Repor	ting	Person
T.7	1	ъ					

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Kushner Brian

Symbol

CUMULUS MEDIA INC [CMIA] (Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director 10% Owner

6. Individual or Joint/Group Filing(Check

3280 PEACHTREE RD NW SUITE

(State)

(Month/Day/Year) 06/05/2018

Other (specify Officer (give title below)

2200

4. If Amendment, Date Original (Street)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Derivative Securities Acquired Disposed of an Paneficially Ou

Price

ATLANTA, GA 30305

• • • • • • • • • • • • • • • • • • • •	, , ,	1 abie 1	- Non-Der	ivative Securities Acqu	nrea, Disposea o	i, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
				(A)	Reported	(Instr. 4)	
				(A)	Transaction(s)		
			Code V	Of Amount (D) Dries	(Instr. 3 and 4)		

Amount (D)

Class A Common

Stock, par 5,402 06/05/2018 \$0 5,402 D (1) value

\$0.000001 per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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(In

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date rities (Month/Day/Year) irred or osed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 18.75	06/05/2018		A	2,701	(2)	06/05/2023	Class A Common Stock	2,701

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Kushner Brian 3280 PEACHTREE RD NW SUITE 2200 ATLANTA, GA 30305	X					

Signatures

Richard S. Denning, Attorney-In-Fact 06/07/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents grant of restricted stock, which vest in four equal installments on each of June 30, 2018, September 30, 2018, December 31, 2018 and March 31, 2019.
- (2) Represents grant of stock options, which vest in four equal installments on each of June 30, 2018, September 30, 2018, December 31, 2018 and March 31, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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