Edgar Filing: CUMULUS MEDIA INC - Form 4

Form 4	MEDIA INC										
May 27, 201									OMB A	PPROVAL	
FORM	4 UNITED ST	TATES					GE C	OMMISSION	OMB	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuan			F CHANG S	ECURI	ENEFIC FIES	NERSHIP OF e Act of 1934,	Number: January 3 Expires: 200 Estimated average burden hours per response 0				
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17(a)		Public Utili of the Inve	•	-			1935 or Section 0	1		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Cassidy Brian P								5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle) 3. Date of Earliest Transaction					(Check	eck all applicable)				
C/O CRESTVIEW ADVISORS, L.L.C., 667 MADISON AVENUE			(Month/Day/Year) 05/22/2015				X_Director10% Owner Officer (give titleOther (specify below) below)				
	(Street)	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
NEW YOR	K, NY 10017		Filed(Month/	Day/Year)				Applicable Line) _X_Form filed by C Form filed by M Person			
(City)	(State) (Zi	p)	Table I	- Non-Der	ivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed			(A)			Owned(D) orFollowingIndirect (I)Reported(Instr. 4)Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock, par value \$0.01 per share	05/22/2015(1)(2)(3)			Р	$\underbrace{\begin{array}{c}0 (1) (2) \\ (3)\end{array}}_{(3)}$	A	(1) (2) (3)	$0 \frac{(1)}{(2)} \frac{(3)}{(3)}$	I	See Footnotes (1) (2) (3)	
Class A Common Stock, par value \$0.01 per share								40,486 <u>(4)</u> <u>(5)</u>	D		

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Cassidy Brian P C/O CRESTVIEW ADVISORS, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10017	Х						
Signatures							
/s/ Ross A. Oliver, as Attorney-in-Fact	05/27/2015						
**Signature of Reporting Person	Dat	e					

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).

On May 22, 26 and 27, 2015, Crestview Radio Investors, LLC purchased 12,101, 134,452 and 90,500 shares of Class A Common Stock ("Common Stock"), at a price per share of \$2.4500, \$2.4695 and \$2.4890, respectively. After such purchase, Crestview Radio Investors, LLC directly beneficially owns 62,199,502 shares of Common Stock and 7,815,553 warrants. Each of Crestview Partners II, L.P.,

(1) Crestview Partners II (TE), L.P., Crestview Partners II (FF), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P., Crestview Offshore Holdings II (892 Cayman), L.P. and Crestview Partners II GP, L.P. may be deemed to have beneficial ownership of the 62,199,502 shares of Common Stock and 7,815,553 warrants directly owned by Crestview Radio Investors, LLC.

(2)

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Crestview Partners II GP, L.P. is the general partner of Crestview Partners II, L.P., Crestview Partners II (FF), L.P., Crestview Partners II (TE), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P., each of which is a member of Crestview Radio Investors, LLC. The reporting person is a partner of Crestview, L.L.C. (which is the general partner of Crestview Partners II GP, L.P.) and a partner of Crestview Advisors, L.L.C., which provides investment advisory and management services to certain of the foregoing entities. Crestview Advisors, L.L.C. is the direct beneficial owner of 86,148 shares of Common Stock, which, as previously reported, includes 15,552 shares of Common Stock that were transferred by the reporting person to Crestview Advisors, L.L.C. in connection with the vesting of such shares.

(3) The reporting person disclaims beneficial ownership of the securities beneficially owned by Crestview Radio Investors, LLC and Crestview Advisors, L.L.C. except to the extent of his pecuniary interest therein.

The shares will fully vest on May 14, 2016, the first anniversary of the date of grant. The reporting person is a member of the board of directors of the issuer and is a partner of Crestview Advisors, L.L.C., which provides investment advisory services to Crestview Radio

- (4) Investors, LLC. The reporting person has agreed that, in connection with the vesting of the securities, the reporting person will assign all rights, title and interest in the securities to Crestview Advisors, L.L.C. The reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (5) The reported securities do not include 15,552 shares of Common Stock that vested on May 22, 2015 and, as previously reported, were assigned by the reporting person to Crestview Advisors, L.L.C. upon such vesting.

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.