

CUMULUS MEDIA INC
Form 4
January 21, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BA CAPITAL CO LP

2. Issuer Name and Ticker or Trading Symbol
CUMULUS MEDIA INC [CMLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
150 N. COLLEGE ST., SUITE 2500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

CHARLOTTE, NC 28202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 01/16/2014 | | S | | 110,000 | D | \$ 7.6264 (1) |
| Class A Common Stock | 01/17/2014 | | S | | 70,000 | D | \$ 7.5118 (1) |
| Class A Common Stock | | | | | | | 86,895 |
| | | | | | | I | See Footnotes (4) (5) |

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

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| BA CAPITAL CO LP 150 N. COLLEGE ST. SUITE 2500 CHARLOTTE, NC 28202 | | X | | |
| BANC OF AMERICA CAPITAL INVESTORS SBIC LP 150 N. COLLEGE ST. SUITE 2500 CHARLOTTE, NC 28202 | | X | | |

Signatures

/s/ Edward A. Balogh, Chief Operating Officer of RE Equity Management GP, LLC, general partner of RE Equity Management, L.P., sole member of RE SBIC Management, LLC, general partner of BA Capital Company, L.P.

01/21/2014

__Signature of Reporting Person

Date

/s/ Edward A. Balogh, Chief Operating Officer of REP I GP, LLC, general partner of Ridgmont Capital Management, L.P., sole member of Ridgmont Management SBIC, LLC, general partner of Banc of America Capital Investors SBIC, L.P.

01/21/2014

__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) The price reported in Column 4 is a weighted average sale price. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Following the reported transactions, BA Capital Company, L.P. ("BA Capital") holds 1,505,858 shares of Class A Common Stock of the Issuer. These securities may be deemed to be beneficially owned by (a) RE SBIC Management, LLC, the general partner of BA Capital, (b) RE Equity Management, L.P., the sole member of RE SBIC Management, LLC, (c) RE Equity Management GP, LLC, the general partner of RE Equity Management L.P., and (d) J. Travis Hain, the managing member of RE Equity Management GP, LLC. Mr. Hain disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. Robert H. Sheridan, III, who serves as a director of the Issuer, was originally appointed as a representative of BA Capital, and accordingly BA Capital may be deemed to be a director by deputation.

(3) Following the reported transactions, Banc of America Capital Investors SBIC, L.P. holds 5,163,485 shares of Class A Common Stock of the Issuer. These securities may be deemed to be beneficially owned by (a) Ridgmont Capital Management SBIC, LLC (f/k/a Banc of America Capital Management SBIC, LLC), the general partner of Banc of America Capital Investors SBIC, L.P., (b) Ridgmont Capital Management, L.P. (f/k/a Banc of America Capital Management, L.P.), the sole member of Ridgmont Capital Management SBIC, LLC, (c) REP I GP, LLC (f/k/a BACM I GP, LLC), the general partner of Ridgmont Capital Management, L.P., and (d) Mr. Hain, the managing member of REP I GP, LLC. Mr. Hain disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

(4) Represents shares of restricted Class A Common Stock awarded to Mr. Sheridan, who serves as a director of the Issuer and was originally appointed as a representative of BA Capital. Pursuant to the policies of BA Capital and its affiliates, Mr. Sheridan is deemed to hold the reported shares of restricted Class A Common Stock for the benefit of BA Capital. BA Capital may be deemed the indirect beneficial owner of the shares of restricted Class A Common Stock.

(5) Additionally, these shares of restricted Class A Common Stock may be deemed to be beneficially owned by (a) RE SBIC Management, LLC (f/k/a BA SBIC Management, LLC), the general partner of BA Capital, (b) RE Equity Management, L.P. (f/k/a BA Equity Management L.P.), the sole member of RE SBIC Management, LLC, (c) RE Equity Management GP, LLC (f/k/a BA Equity Management GP, LLC), the general partner of RE Equity Management, L.P., and (d) J. Travis Hain, the managing member of RE Equity Management GP, LLC. Mr. Hain disclaims beneficial ownership of such securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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