

BANC OF AMERICA CAPITAL INVESTORS SBIC LP

Form 4

May 13, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 LP2. 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)
05/09/2013☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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

CHARLOTTE, NC 28202

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.01 par value	05/09/2013		A	28,090	A \$ 0 86,895	I	See Footnote (1) (2)
Class A Common Stock, \$0.01 par value					1,665,152	D (3) (4)	

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor 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
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/ J. Travis Hain, Managing Member 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.

05/13/2013

__Signature of Reporting Person

Date

J. Travis Hain, Managing Member of REP I GP, LLC, general partner of Ridgemont Capital Management, L.P., sole member of Ridgemont Management SBIC, LLC, general partner of Banc of America Capital Investors SBIC, L.P.

05/13/2013

__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 shares of restricted Class A Common Stock awarded to Robert H. Sheridan, III, who serves on the board of directors of the Issuer as a designee of BA Capital Company, L.P. ("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.

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.

BA Capital holds 843,584 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.

Banc of America Capital Investors SBIC, L.P. holds 821,568 shares of Class A Common Stock. These securities may be deemed to be beneficially owned by (a) Ridgemont 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) Ridgemont Capital Management, L.P. (f/k/a Banc of America Capital Management, L.P.), the sole member of Ridgemont Capital Management SBIC, LLC, (c) REP I GP, LLC (f/k/a BACM I GP, LLC), the general partner of Ridgemont 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.

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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