

CUMULUS MEDIA INC
Form 4
May 27, 2015

FORM 4

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

OMB APPROVAL

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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 *
MARCUS JEFFREY

(Last) (First) (Middle)

C/O CRESTVIEW ADVISORS,
L.L.C., 667 MADISON AVENUE,
10TH FL.

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CUMULUS MEDIA INC [CMLS]

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

05/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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, par value \$0.01 per share	05/22/2015 ⁽¹⁾⁽²⁾⁽³⁾		P	0 ^{(1) (2)} ₍₃₎ A	\$ 0 ⁽¹⁾ ₍₂₎ ₍₃₎	I	See Footnotes ^{(1) (2) (3)}
Class A Common Stock, par value \$0.01 per share					40,486 ^{(4) (5)}	D	

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Investors, LLC.

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

- (2) 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 70,596 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.