

CUMULUS MEDIA INC
Form 8-K
November 13, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): November 13, 2017

CUMULUS MEDIA INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38108
(Commission
File Number)

36-4159663
(IRS Employer
Identification No.)

3280 Peachtree Road, N.W., Suite 2300, Atlanta GA
(Address of principal executive offices)

30305
(Zip Code)

Registrant's telephone number, including area code (404) 949-0700

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 - Regulation FD Disclosure.

Disclosures pursuant to Non-Disclosure Agreements

Cumulus Media Inc. (the Company, Cumulus, we, us or our) has engaged in separate discussions, pursuant to non-disclosure agreements, with certain noteholders under the indenture governing the 7.75% Senior Notes due 2019 issued by Cumulus Media Holdings Inc., a direct wholly-owned subsidiary of the Company, and guaranteed by the Company, regarding potential restructuring alternatives. During the course of those discussions, and subject to the applicable non-disclosure agreements, the Company shared certain confidential information with certain noteholders. The Company is obligated to disclose such confidential information (the Cleansing Materials) pursuant to the terms of the applicable non-disclosure agreements. A copy of the Cleansing Materials is attached hereto as Exhibit 99.1.

The Company has not yet reached an agreement on mutually acceptable terms and conditions with the noteholders party to non-disclosure agreements with the Company regarding a potential restructuring transaction. Negotiations between the Company and certain of the noteholders are ongoing. There are no assurances that the Company and such noteholders will come to an agreement on the terms of a restructuring transaction. In accordance with the terms of the non-disclosure agreements that the Company entered into with such noteholders, the Company agreed to publicly disclose the material terms of the potential restructuring transaction being negotiated with such noteholders. In connection therewith, the Cleansing Materials include the material terms of a potential restructuring transaction that is the subject of ongoing negotiation between the Company and certain of the noteholders.

The information set forth under this Item 7.01, including the Cleansing Materials attached as Exhibit 99.1, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 - Financial Statements and Exhibits.

(a) Exhibits.

| Exhibit No. | Description |
|--------------------|----------------------------|
| 99.1 | <u>Cleansing Materials</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CUMULUS MEDIA INC.

By: /s/ Richard Denning
Name: Richard Denning
Title: Senior Vice President, General Counsel
and Secretary

Date: November 13, 2017