

CUMULUS MEDIA INC  
Form 8-K  
July 27, 2018

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

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FORM 8-K

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CURRENT REPORT

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

Date of report (Date of earliest event reported): July 27, 2018

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CUMULUS MEDIA INC.  
(Exact name of registrant as specified in its charter)

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|   |                                |  |
|---|--------------------------------|--|
| Delaware  | 000-24525                      | 36-4159663                                 |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File<br>Number) | (IRS<br>employer<br>Identification<br>No.) |

|   |               |
|---|---------------|
| 3280 Peachtree Road,<br>N.W., Suite 2200, Atlanta<br>GA | 30305         |
| (Address of principal<br>executive offices)             | (Zip<br>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.

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Item 2.02 Results of Operations and Financial Condition.

Solely in connection with Cumulus Media Inc.'s (the "Company") application to list its Class A common stock on The NASDAQ Stock Market LLC, the Company is providing, attached as Exhibit 99.1 hereto and incorporated by reference herein, certain preliminary unaudited condensed consolidated balance sheet data of the Company as of June 4, 2018, giving effect to the Company's application of "fresh-start" accounting upon the Company's emergence from chapter 11 bankruptcy proceedings in accordance with Accounting Standards Codification 852, Reorganization, as of such date.

Item 7.01 Regulation FD Disclosure.

The information contained under Item 2.02 is incorporated by reference herein.

On July 27, 2018, the Company issued a press release providing an update on the status of its application to list its Class A common stock on The NASDAQ Stock Market, LLC. A copy of the press release is included as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 - Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number Description

99.1 Preliminary Unaudited Condensed Consolidated Balance Sheet Data

99.2 Press release dated July 27, 2018

SIGNATURES

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 S. Denning

Title: Senior Vice President, General Counsel and Secretary

Date: July 27, 2018