

SALEM COMMUNICATIONS CORP /DE/
Form DEFA14A
April 27, 2012

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ ..

Check the appropriate box:

☐ .. Preliminary Proxy Statement	☐ .. Confidential, for Use of the Commission
☐ .. Definitive Proxy Statement	
☒ x Definitive Additional Materials	Only (as permitted by Rule 14a-6(e)(2))
☐ .. Soliciting Material Pursuant to Rule §240.14a-12	

SALEM COMMUNICATIONS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ x No fee required.

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2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
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SEC 1913 (04-05)

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

***** Exercise Your *Right* to Vote *****
Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 22, 2012.

SALEM COMMUNICATIONS CORPORATION

SALEM COMMUNICATIONS CORPORATION

ATTN: MYRA STEVENS

4880 SANTA ROSA ROAD

CAMARILLO, CA 93012

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 24, 2012

Date: June 22, 2012 **Time:** 9:30 a.m. PDT

Location: Salem Communications Corp.
4880 Santa Rosa Road

Camarillo, CA 93012

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL* *: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 24, 2012 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The BOARD OF DIRECTORS recommends a vote FOR the following proposals.

1. To elect eight (8) members to the Board of Directors of Salem:

The holders of Salem's Class A common stock are entitled to vote on the election of the two additional nominees as independent directors, Messrs. Davenport and Riddle.

Nominees:

- 1a. Stuart W. Epperson
 - 1b. Edward G. Atsinger III
 - 1c. David Davenport
 - 1d. Roland S. Hinz
 - 1e. Richard A. Riddle
 - 1f. Jonathan Venverloh
 - 1g. Dennis M. Weinberg
 - 1h. Frank Wright
-
2. Approval to amend Salem's Amended and Restated Stock Incentive Plan (the "Plan") to increase the number of shares reserved for issuance under the Plan.
 3. Ratification of the appointment of SingerLewak LLP as Salem's independent registered public accounting firm for the fiscal year ending December 31, 2012.

At their discretion, the proxies are authorized to consider and vote upon such other business as may properly come before the meeting or any adjournment thereof.

Voting Items

The BOARD OF DIRECTORS recommends a vote FOR the following proposals.

1. To elect six (6) members to the Board of Directors of Salem :

The holders of Salem's Class A common stock are entitled to vote on the election of the two additional nominees as independent directors, Messrs. Davenport and Riddle.

Nominees:

- 1a. Stuart W. Epperson
 - 1b. Edward G. Atsinger III
 - 1c. Roland S. Hinz
 - 1d. Jonathan Venverloh
 - 1e. Dennis M. Weinberg
 - 1f. Frank Wright
-
2. Approval to amend Salem's Amended and Restated Stock Incentive Plan (the "Plan") to increase the number of shares reserved for issuance under the Plan.
 3. Ratification of the appointment of SingerLewak LLP as Salem's independent registered public accounting firm for the fiscal year ending December 31, 2012.

At their discretion, the proxies are authorized to consider and vote upon such other business as may properly come before the meeting or any adjournment thereof.