

SALEM MEDIA GROUP, INC. /DE/  
Form SC 13D/A  
April 16, 2019  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 12)

Salem Media Group, Inc.  
(Name of Issuer)

Common Stock (par value \$0.01)  
(Title of Class of Securities)

794093104

(CUSIP Number)

David Goldman  
GAMCO Investors, Inc.  
One Corporate Center  
Rye, New York 10580-1435  
(914) 921-7732  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 15, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 794093104

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1 Gabelli Funds, LLC  
I.D. No.  
13-4044523  
Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

2 (b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)  
00-Funds of investment  
advisory clients

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
New York

Number Of :7 Sole voting power

Shares : 525,000 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 525,000 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

12 525,000 (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

14 2.54%  
Type of reporting person  
(SEE INSTRUCTIONS)  
IA, CO

2

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CUSIP No. 794093104

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

2 GAMCO Asset Management  
Inc. I.D. No. 13-4044521  
Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)  
00-Funds of investment  
advisory clients

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
New York

Number Of :7 Sole voting power

Shares : 723,215 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 779,215 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

779,215 (Item 5)  
12 Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)  
13 Percent of class represented  
by amount in row (11)  
  
3.78%  
14 Type of reporting person  
(SEE INSTRUCTIONS)  
IA, CO

3

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CUSIP No. 794093104

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1

Teton Advisors, Inc.

I.D. No.

13-4008049

Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

2

(b)

3

Sec use only

4

Source of funds (SEE  
INSTRUCTIONS)

00 – Funds of investment  
advisory clients

5

Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6

Citizenship or place of  
organization

Delaware

Number Of :<sup>7</sup> Sole voting power

Shares : 530,000 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 530,000 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each

reporting person

530,000 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)

2.57%

14 Type of reporting person (SEE INSTRUCTIONS)  
IA, CO

4

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CUSIP No. 794093104

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1 GGCP, Inc.

I.D. No.

13-3056041

Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

2

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

None

5

Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6

Citizenship or place of  
organization  
Wyoming

Number Of :7 Sole voting power

Shares : None (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : None (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person



- 12 None (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)
- 13 Percent of class represented  
by amount in row (11)  
  
0.00%
- 14 Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

5

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CUSIP No. 794093104

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1 GAMCO Investors, Inc.

I.D.

No. 13-4007862

Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

None

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
New York

Number Of :<sup>7</sup> Sole voting power

Shares : None (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : None (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

12 None (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares

(SEE INSTRUCTIONS) X  
13 Percent of class represented  
by amount in row (11)

0.00%  
14 Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

6

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CUSIP No. 794093104

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1 Associated Capital Group,  
Inc.

I.D. No. 47-3965991  
Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)  
None

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
Delaware

Number Of :7 Sole voting power

Shares : NONE (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : NONE (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

12 NONE (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS) X

13 Percent of class represented  
by amount in row (11)

14 0.00%  
Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

7

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CUSIP No. 794093104

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1

Mario J. Gabelli  
Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

2

(b)

3

Sec use only

4

Source of funds (SEE  
INSTRUCTIONS)  
None

5

Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6

Citizenship or place of  
organization  
USA

Number Of :<sup>7</sup> Sole voting power

Shares : None (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : None (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

None (Item 5)

12

Check box if the aggregate  
amount in row (11) excludes  
certain shares

(SEE INSTRUCTIONS) X

13 Percent of class represented  
by amount in row (11)

0.00%

14 Type of reporting person  
(SEE INSTRUCTIONS)

IN

8

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Item 1. Security and Issuer

This Amendment No. 12 to Schedule 13D on the Common Stock of Salem Media Group, Inc. (the “Issuer”) is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the “Schedule 13D”) which was originally filed on January 22, 2007. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli (“Mario Gabelli”) and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities, except for LICT Corporation (“LICT”) and CIBL, Inc. (“CIBL”), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. (“GGCP”), GGCP Holdings LLC (“GGCP Holdings”), GAMCO Investors, Inc. (“GBL”), Associated Capital Group, Inc. (“AC”), Gabelli Funds, LLC (“Gabelli Funds”), GAMCO Asset Management Inc. (“GAMCO”), Teton Advisors, Inc. (“Teton Advisors”), Gabelli & Company Investment Advisers, Inc. (“GCIA”), G.research, LLC (“G.research”), MJG Associates, Inc. (“MJG Associates”), Gabelli Foundation, Inc. (“Foundation”), Mario Gabelli, LICT and CIBL. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the “Reporting Persons”.

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL and AC. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including certain of those named below. AC, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including certain of those listed below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended (“Advisers Act”). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GCIA, a wholly owned subsidiary of AC, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GCIA may purchase or sell securities for its own account. GCIA is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., and Gabelli Multimedia Partners, L.P. G.research, a wholly owned subsidiary of GCIA, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended (“1934 Act”), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC



Fund, The GAMCO Global Content & Connectivity Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli ESG Fund, Inc., The Gabelli International Small Cap Fund, The Gabelli Healthcare & Wellness<sup>Rx</sup> Trust, The Gabelli Global Small and Mid Cap Value Trust, Gabelli Value Plus+ Trust, Gabelli Merger Plus+ Trust Plc, The Gabelli Global Financial Services Fund, The Gabelli Global Mini Mites Fund, The Gabelli Go Anywhere Trust, The Gabelli Media Mogul Fund, The Gabelli Pet Parents' Fund, The Gabelli U.S. Treasury Money Market Fund, Bancroft Fund Ltd. and Ellsworth Growth & Income Fund Ltd. (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Merger Arbitrage and GAMCO All Cap Value), a UCITS III vehicle. Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mites<sup>sm</sup> Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, TETON Westwood Intermediate Bond Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

LICT is a holding company with operating subsidiaries engaged primarily in the rural telephone industry. LICT actively pursues new business ventures and acquisitions. LICT makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is the Chief Executive Officer, a director, and substantial shareholder of LICT.

CIBL is a holding company with interests in telecommunications operations, primarily in the rural telephone industry. CIBL actively pursues new business ventures and acquisitions. CIBL makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of CIBL. Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. He is the Executive Chairman of AC. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

The Reporting Persons do not admit that they constitute a group.

GAMCO is a New York corporation and GBL, AC, GCIA, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. G.research is a Delaware limited liability company having its principal officers at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. LICT is a Delaware corporation having its principal place of business as 401 Theodore Fremd Avenue, Rye, New York 10580. CIBL, Inc. is a Delaware corporation having its principal place of business as 165 West Liberty Street, Suite 220, Reno, NV 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

**Item 5. Interest In Securities Of The Issuer**

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 1,834,215 shares, representing 8.89% of the 20,632,416 shares outstanding as reported in the Issuer’s most recently filed Form 10-K for the fiscal year ended December 31, 2018. The Reporting Persons beneficially own those Securities as follows:

| Name           | Shares of<br>Common Stock | % of Class of<br>Common |
|----------------|---------------------------|-------------------------|
| Gabelli Funds  | 525,000                   | 2.54%                   |
| GAMCO          | 779,215                   | 3.78%                   |
| Teton Advisors | 530,000                   | 2.57%                   |

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GCIA is deemed to have beneficial ownership of the Securities owned beneficially by G.research. AC, GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 56,000 of its reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund’s shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, AC, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 16, 2019

GGCP, INC.  
MARIO J. GABELLI

By: /s/ David Goldman  
David Goldman  
Attorney-in-Fact

TETON ADVISORS, INC.  
GABELLI FUNDS, LLC

By: /s/ David Goldman  
David Goldman  
General Counsel – Gabelli Funds, LLC  
Counsel-Teton Advisors, Inc.

GAMCO INVESTORS, INC.

By: /s/ Kevin Handwerker  
Kevin Handwerker  
General Counsel & Secretary – GAMCO Investors, Inc.

ASSOCIATED CAPITAL GROUP, INC.  
GAMCO ASSET MANAGEMENT INC.

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
President & Chief Executive Officer – Associated Capital  
Group, Inc.  
President – GAMCO Asset Management Inc.



SCHEDULE I

Information with Respect to Executive  
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company Investment Advisers, Inc., G.research, LLC, Teton Advisors, Inc., Associated Capital Group, Inc. or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt  
Former Chairman and Chief Executive Officer  
Procter & Gamble Company  
900 Adams Crossing  
Cincinnati, OH 45202

Raymond C. Avansino  
Chairman & Chief Executive Officer  
E.L. Wiegand Foundation  
165 West Liberty Street  
Reno, NV 89501

Leslie B. Daniels  
Operating Partner  
AE Industrial Partners, LP  
2500 N. Military Trail, Suite 470  
Boca Raton, FL 33431

Mario J. Gabelli  
Chief Executive Officer and Chief Investment Officer of GGCP, Inc.  
Chairman & Chief Executive Officer of GAMCO Investors, Inc.  
Executive Chairman of Associated Capital Group, Inc.  
Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.

Elisa M. Wilson  
Director  
c/o GAMCO Investors, Inc.  
One Corporate Center  
Rye, NY 10580

Eugene R. McGrath  
Former Chairman and Chief Executive Officer  
Consolidated Edison, Inc.  
4 Irving Place  
New York, NY 10003

Robert S. Prather  
President & Chief Executive Officer  
Heartland Media, LLC  
1843 West Wesley Road  
Atlanta, GA 30327

Officers:

Mario J. Gabelli  
Chairman and Chief Executive Officer

Henry G. Van der Eb  
Senior Vice President

Bruce N. Alpert  
Senior Vice President

Agnes Mullady  
Senior Vice President

Kevin Handwerker Executive Vice President, General Counsel and Secretary

Kieran Caterina Co-Chief Accounting Officer

Diane LaPointe Co-Chief Accounting Officer

GAMCO Asset Management  
Inc.

Directors:

Douglas R. Jamieson

Regina M. Pitaro

William S. Selby

Officers:

Mario J. Gabelli Chief Executive Officer and Chief Investment Officer – Value Portfolios

Douglas R. Jamieson President, Chief Operating Officer and Managing Director

David Goldman General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC

Officers:

Mario J. Gabelli Chief Investment Officer – Value Portfolios

Bruce N. Alpert Executive Vice President and Chief Operating Officer

Agnes Mullady President and Chief Operating Officer – Open End Fund Division

David Goldman General Counsel

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli Chairman, Trustee & Chief Investment Officer

Elisa M. Wilson President

Marc Gabelli Trustee

Matthew R. Gabelli Trustee

Michael Gabelli Trustee





GGCP, Inc.

Directors:

|                     |   |
|---------------------|---|
| Mario J. Gabelli    | Chief Executive<br>Officer and Chief<br>Investment<br>Officer of GGCP,<br>Inc.<br>Chairman &<br>Chief Executive<br>Officer of<br>GAMCO<br>Investors, Inc.<br>Executive<br>Chairman of<br>Associated<br>Capital Group,<br>Inc.<br>Director/Trustee<br>of all registered<br>investment<br>companies<br>advised by<br>Gabelli Funds,<br>LLC. |
| Marc Gabelli        | President – GGCP,<br>Inc.<br>Vice President –<br>Trading  |
| Matthew R. Gabelli  | G.research, LLC<br>One Corporate<br>Center<br>Rye, NY 10580   |
| Michael Gabelli     | President & COO<br>Gabelli &<br>Partners, LLC<br>One Corporate<br>Center<br>Rye, NY 10580   |
| Frederic V. Salerno | Chairman<br>Former Vice<br>Chairman and<br>Chief Financial  |

Officer  
Verizon  
Communications

Vincent S. Tese      Executive  
Chairman – FCB  
Financial Corp

Elisa M. Wilson      Director

Officers:

Mario J. Gabelli      Chief Executive  
Officer and Chief  
Investment  
Officer

Marc Gabelli      President  
Special Assistant

Francis J. Conroy to CEO,  
Secretary  
Chief Financial  
and Accounting  
Officer, Vice

Silvio A. Berni      President  
Corporate  
Development and  
Controller,  
Assistant  
Secretary

GGCP Holdings LLC

Members:

GGCP, Inc.      Manager and  
Member

Mario J. Gabelli      Member

Teton Advisors, Inc.

Directors:

|                         |   |
|-------------------------|---|
| Marc Gabelli            | Executive Chairman  |
| Vincent J. Amabile      | Founder- Amabile Partners                                   |
| Stephen G. Bondi, CPA   | Chief Financial Officer – Mittleman Brothers, LLC           |
| Aaron J. Feingold, M.D. | President and Founder – Raritan Bay Cardiology Group        |
| Nicholas F. Galluccio   | Chief Executive Officer and President                       |
| Kevin M. Keeley         | President & Executive Chairman – Keeley Teton Advisors, LLC |
| John M. Tesoro, CPA     | Retired Partner – KPMG LLP                                  |

Officers:

|                         |                          |
|-------------------------|--------------------------|
| Nicholas F. Galluccio   | See above                |
| Michael J. Mancuso, CPA | Chief Financial Officer  |
| Deanna B. Marotz        | Chief Compliance Officer |

Associated Capital Group, Inc.

Directors:

Mario J. Gabelli  
Chief Executive Officer and Chief Investment Officer of GGCP, Inc.  
Chairman & Chief Executive Officer of GAMCO Investors, Inc.  
Executive Chairman of Associated Capital Group, Inc.  
Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.

Richard L. Bready  
Former Chairman and Chief Executive Officer  
Nortek, Inc.  
50 Kennedy Plaza  
Providence, RI 02903

Marc Gabelli  
President – GGCP, Inc.

Douglas R. Jamieson  
President and Chief Executive Officer

Bruce Lisman  
Former Chairman - JP Morgan – Global Equity Division

Daniel R. Lee  
Chief Executive Officer  
Full House Resorts, Inc.  
4670 South Ford Apache Road, Suite 190  
Las Vegas, NV 89147

Salvatore F. Sodano  
Vice Chairman – Broadridge Financial Solutions

Frederic V. Salerno  
See above

Elisa M. Wilson  
Director

Officers:

Mario J. Gabelli  
Executive Chairman

Douglas R. Jamieson  
President and Chief Executive Officer

Kenneth D. Masiello  
Chief Accounting Officer

Kevin Handwerker  
Executive Vice President, General Counsel and Secretary

David Fitzgerald  
Assistant Secretary

Gabelli & Company Investment Advisers,  
Inc.  
Directors:

Douglas R. Jamieson

Officers:

Douglas R. Jamieson Chief Executive Officer and President

John Givissis Controller

Kevin Handwerker Secretary

David Fitzgerald Assistant Secretary

G.research, LLC

Officers:

Cornelius V. McGinity President

Maria Gigi Controller and Financial Operations Principal

Bruce N. Alpert Vice President

Douglas R. Jamieson Secretary

Kevin Handwerker Assistant Secretary

David Fitzgerald Assistant Secretary

David Goldman Assistant Secretary

Josephine D. LaFauci Chief Compliance Officer

SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

| DATE | SHARES PURCHASED<br>SOLD(-) | AVERAGE<br>PRICE(2) |
|------|-----------------------------|---------------------|
|------|-----------------------------|---------------------|

COMMON STOCK-SALEM MEDIA GROUP, INC.

GAMCO ASSET MANAGEMENT INC.

|         |        |        |
|---------|--------|--------|
| 4/15/19 | 500-   | 2.2076 |
| 4/05/19 | 5,558- | 2.4057 |
| 4/04/19 | 500-   | 2.4031 |
| 4/04/19 | 2,223- | 2.4200 |
| 4/03/19 | 2,504- | 2.4415 |
| 4/02/19 | 2,000- | 2.4590 |
| 3/29/19 | 5,000- | 2.4892 |
| 3/29/19 | 2,000- | 2.4854 |
| 3/11/19 | 5,000- | 3.0070 |
| 2/26/19 | 4,000- | 2.7993 |
| 2/20/19 | 3,500- | 2.8622 |
| 2/20/19 | 2,000- | 2.8146 |
| 2/19/19 | 8,682- | 2.8701 |

TETON ADVISORS, INC.

|         |         |        |
|---------|---------|--------|
| 4/15/19 | 20,000- | 2.1906 |
|---------|---------|--------|

GABELLI FUNDS, LLC.

GABELLI SMALL CAP GROWTH FUND

|         |        |        |
|---------|--------|--------|
| 4/11/19 | 5,000- | 2.3629 |
| 3/08/19 | 5,000- | 2.9923 |

GABELLI MULTIMEDIA TRUST INC.

|         |        |        |
|---------|--------|--------|
| 3/18/19 | 4,000- | 2.5855 |
| 3/15/19 | 4,000- | 2.8311 |

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NASDAQ.

(2) PRICE EXCLUDES COMMISSION.