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EMMIS COMMUNICATIONS CORP
Form SC 13D/A
February 03, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13D)
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Emmis Communications Corporation
(Name of Issuer)

6.25% Series A Cumulative Convertible Preferred Stock
Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

291525202
291525103
(CUSIP number)

Steven M. Kleiman
Zazove Associates, LLC
1001 Tahoe Blvd.
Incline Village, NV 89451
(775) 886-1500
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 31, 2012
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP No. 291525103

1. Names of Reporting Persons. Zazove Associates, LLC

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2. Check the Appropriate Box if a Member of a Group (see instructions)
 (a) []
 (b) [X]

3. SEC USE ONLY

4. Source of Funds (see instructions) 00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to
 Items 2(d) [] or 2(e) []

6. Citizenship or Place of Organization Delaware

| | | |
|--|------------------------------|-------------|
| Number of shares beneficially owned by each reporting person with | 7. Sole voting power | 491,510 (1) |
| | 8. Shared Voting Power | -0- |
| | 9. Sole Dispositive Power | 491,510 (1) |
| | 10. Shared Dispositive Power | -0- |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 491,510 (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 (see instructions) [X]

The Preferred Shares included in row (11) exclude the Preferred Shares held by the other parties to the Lock-Up Agreement described in Item 4 and attached as an Exhibit hereto. The aggregate Preferred Shares held by the parties to the Lock-Up Agreement as of the date of this filing is 811,420, which represents 33.50% of the outstanding Preferred Shares. This calculation assumes that the Shares purchased by the Issuer pursuant to the Total Return Swap Transactions are treated as outstanding, which may not be the case. If the Preferred Shares that were purchased by the issuer in the Total Return Swap transactions are treated as redeemed or otherwise not eligible to be voted, then the aggregate beneficial ownership of the parties to the Lock-Up Agreement would represent 86.54% of the Preferred Shares.

The Preferred Shares held by the parties to the Lock-Up Agreement are, in the aggregate, convertible into 1,979,864 shares of Class A Common Stock, which represents 5.50% of the outstanding shares of Class A Common Stock.

The foregoing percentage is based on 34,007,279 shares of Class A Common Stock outstanding as of January 4, 2012, as disclosed in the Issuer's most recent Form 10Q filed with the SEC on January 12, 2012, plus 1,979,864 shares of Class A Common Stock that would be issued upon conversion of the 811,420 shares of Preferred Shares beneficially held by the parties to the Lock-Up Agreement.

13. Percent of Class Represented by Amount in Row (11)
 20.29% (1)

14. Type of Reporting Person (see instructions) IA

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(1) Reporting Person beneficially owns 491,510 shares of 6.25% Series A Cumulative Convertible Preferred Stock (the "Preferred Shares"), which are convertible as of the date of this Schedule 13D into 1,199,284 shares of Class A Common Stock. The calculation of percentage ownership of the Preferred Shares is based upon 2,422,320 outstanding Preferred Shares as of February 1, 2012 based on disclosures in the Issuer's TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1) filed on December 1, 2011 and subsequent Schedule 8-K's filed by Issuer with details regarding additional redemptions of Preferred Shares. The 2,422,320 outstanding Preferred Shares assumes that the shares purchased by the Issuer pursuant to the Total Return Swap Transactions remain outstanding, which may not be the case. If the Preferred Shares that were purchased by the issuer in the Total Return Swap transactions are treated as redeemed or otherwise not eligible to be voted, then the Reporting Person's beneficial ownership in the Preferred Shares would represent 52.42% of the Class represented in Row 11.

-
1. Names of Reporting Persons. Zazove Associates, Inc.
 2. 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
 5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization Illinois

| | | |
|--|------------------------------|-------------|
| Number of shares beneficially owned by each reporting person with | 7. Sole voting power | 491,510 (1) |
| | 8. Shared Voting Power | -0- |
| | 9. Sole Dispositive Power | 491,510 (1) |
| | 10. Shared Dispositive Power | -0- |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
491,510 (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)
The Preferred Shares included in row (11) exclude the Preferred Shares held by the other parties to the Lock-Up Agreement described in Item 4 and attached as an Exhibit hereto. The aggregate Preferred Shares held by the parties to the Lock-Up Agreement as of the date of this filing is 811,420, which represents 33.50% of the outstanding Preferred Shares. This calculation assumes that the Shares purchased by the Issuer pursuant to the Total Return Swap Transactions are treated as outstanding, which may not be the case. If the Preferred Shares that were purchased by the issuer in the Total Return Swap transactions are treated as redeemed or otherwise

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not eligible to be voted, then the aggregate beneficial ownership of the parties to the Lock-Up Agreement would represent 86.54% of the Preferred Shares.

The Preferred Shares held by the parties to the Lock-Up Agreement are, in the aggregate, convertible into 1,979,864 shares of Class A Common Stock, which represents 5.50% of the outstanding shares of Class A Common Stock.

The foregoing percentage is based on 34,007,279 shares of Class A Common Stock outstanding as of October 6, 2011, as disclosed in the Issuer's most recent Form 10Q filed with the SEC on October 13, 2011, plus 1,979,864 Class A Common Stock that would be issued upon conversion of the 811,420 shares of Preferred Shares beneficially held by the parties to the Lock-Up Agreement.

13. Percent of Class Represented by Amount in Row (11)
20.29% (1)

14. Type of Reporting Person (see instructions) CO, HC

(1) Reporting Person beneficially owns 491,510 shares of 6.25% Series A Cumulative Convertible Preferred Stock (the "Preferred Shares"), which are convertible as of the date of this Schedule 13D into 1,199,284 shares of Class A Common Stock. The calculation of percentage ownership of the Preferred Shares is based upon 2,422,320 outstanding Preferred Shares as of February 1, 2012 based on disclosures in the Issuer's TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) filed on December 1, 2011 and subsequent Schedule 8-K's filed by Issuer with details regarding additional redemptions of Preferred Shares. The 2,422,320 outstanding Preferred Shares assumes that the shares purchased by the Issuer pursuant to the Total Return Swap Transactions remain outstanding, which may not be the case. If the Preferred Shares that were purchased by the issuer in the Total Return Swap transactions are treated as redeemed or otherwise not eligible to be voted, then the Reporting Person's beneficial ownership in the Preferred Shares would represent 52.42% of the Class represented in Row 11.

- 1. Names of Reporting Persons. Gene T. Pretti
- 2. Check the Appropriate Box if a Member of a Group (see instructions)
(a) []
(b) [X]

3. SEC USE ONLY

4. Source of Funds (see instructions) OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) [] or 2(e) []

6. Citizenship or Place of Organization United States

Number of
shares
beneficially

- 7. Sole voting power 491,510 (1)
- 8. Shared Voting Power -0-

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owned by 9. Sole Dispositive Power 491,510 (1)
each
reporting 10. Shared Dispositve Power -0-
person
with

11. Aggregate Amount Beneficially Owned by Each Reporting Person
491,510 (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(see instructions) [X]
The Preferred Shares included in row (11) exclude the Preferred Shares held by the other parties to the Lock-Up Agreement described in Item 4 and attached as an Exhibit hereto. The aggregate Preferred Shares held by the parties to the Lock-Up Agreement as of the date of this filing is 811,420, which represents 33.50% of the outstanding Preferred Shares. This calculation assumes that the Shares purchased by the Issuer pursuant to the Total Return Swap Transactions are treated as outstanding, which may not be the case. If the Preferred Shares that were purchased by the issuer in the Total Return Swap transactions are treated as redeemed or otherwise not eligible to be voted, then the aggregate beneficial ownership of the parties to the Lock-Up Agreement would represent 86.54% of the Preferred Shares.

The Preferred Shares held by the parties to the Lock-Up Agreement are, in the aggregate, convertible into 1,979,864 shares of Class A Common Stock, which represents 5.50% of the outstanding shares of Class A Common Stock.

The foregoing percentage is based on 34,007,279 shares of Class A Common Stock outstanding as of October 6, 2011, as disclosed in the Issuer's most recent Form 10Q filed with the SEC on October 13, 2011, plus 1,979,864 Class A Common Stock that would be issued upon conversion of the 811,420 shares of Preferred Shares beneficially held by the parties to the Lock-Up Agreement.

13. Percent of Class Represented by Amount in Row (11)
20.29% (1)

14. Type of Reporting Person (see instructions) IN, HC

(1) Reporting Person beneficially owns 491,510 shares of 6.25% Series A Cumulative Convertible Preferred Stock (the "Preferred Shares"), which are convertible as of the date of this Schedule 13D into 1,199,284 shares of Class A Common Stock. The calculation of percentage ownership of the Preferred Shares is based upon 2,422,320 outstanding Preferred Shares as of February 1, 2012 based on disclosures in the Issuer's TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) filed on December 1, 2011 and subsequent Schedule 8-K's filed by Issuer with details regarding additional redemptions of Preferred Shares. The 2,422,320 outstanding Preferred Shares assumes that the shares purchased by the Issuer pursuant to the Total Return Swap Transactions remain outstanding, which may not be the case. If the Preferred Shares that were purchased by the issuer in the Total Return Swap transactions are treated as redeemed or otherwise not eligible to be voted, then the Reporting Person's beneficial ownership in the Preferred Shares would represent 52.42% of the Class represented in Row 11.

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CUSIP 291525103

Item 1. Security and Issuer.

This Schedule 13D relates to 6.25% Series A Cumulative Convertible Preferred Stock (the "Preferred Shares") of Emmis Communications Corporation, an Indiana corporation (the "Issuer" or "Emmis").

The address of the executive offices of the Issuer is One Emmis Plaza, 40 Monument Circle, Suite 700, Indianapolis, IN 46204.

Item 2. Identity and Background.

(a) Name of Persons Filing

This Schedule 13D is being filed by Zazove Associates, LLC, a Delaware limited liability company; Zazove Associates, Inc., an Illinois corporation and Gene T. Pretti (referred to collectively as the "Reporting Persons").

(b) Residence or business address

The principal address of the Reporting Persons is 1001 Tahoe Blvd., Incline Village, NV 89451

(c) Present Principal Occupation

Zazove Associates, LLC, a Delaware limited liability company is a registered investment advisor. The Preferred Shares are held in accounts over which Zazove Associates, LLC has discretionary authority. Zazove Associates, Inc., an Illinois corporation is the managing member of Zazove Associates, LLC. Gene T. Pretti is a control person of Zazove Associates, Inc. and CEO and Sr. Portfolio Manager of Zazove Associates, LLC.

(d)-(e) During the past five years, none of the Reporting Persons have (i) been convicted in any criminal proceeding, or (ii) been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship

Zazove Associates, LLC is organized under the laws of Delaware. Zazove Associates, Inc. is organized under the laws of Illinois. Gene T. Pretti is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

Zazove Associates, LLC has discretionary authority with regard to accounts that expended \$6,374,953 of investment capital in the aggregate in acquiring the 6.25% Series A Cumulative Convertible Preferred Stock (the "Preferred Shares") beneficially held by the Reporting Persons, which Preferred Shares are convertible into Class A Common Stock.

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Item 4. Purpose of Transaction

On December 1, 2011, Emmis launched a modified "Dutch auction" tender offer to purchase up to \$6,000,000 in value of Preferred Shares at a price per share not less than \$12.50 and not greater than \$15.56 (the "Tender Offer"). The Tender Offer expired at on December 30, 2011. Emmis purchased 164,400 Preferred Shares pursuant to the Tender Offer representing approximately 6.3% of the issued and outstanding Preferred Shares. Per its Form 8-K dated January 24, 2012, Emmis announced that it had purchased an additional 25,700 Preferred Shares at an average price of \$21.50 per share.

Prior to commencement of the Tender Offer, Emmis entered into securities purchase agreements structured as "total return swaps" (the "Purchase Agreements") with holders of Preferred Shares representing a total of 1,484,679 Preferred Shares (the "Purchased Shares"). As disclosed in Emmis' Form 10-Q filed on January 12, 2012, Emmis has taken the position that while the Purchased Shares are considered extinguished for accounting purposes, such shares are not retired for record purposes. On this basis, Emmis has asserted that the Purchased Shares remain outstanding and eligible to be voted with Emmis having the authority to direct the voting of the Purchase Shares per the terms of the Purchase Agreements.

Furthermore, as disclosed in the Offer to Purchase filed by Emmis on December 1, 2011, if Emmis is able to obtain the ability to direct the vote of at least 66 2/3% of the issued and outstanding Preferred Shares following the completion of the Tender Offer, Emmis may elect to, among other things, amend or eliminate various rights of the Preferred Shares, including but not limited to: (i) reducing or eliminating the liquidation preference of the Preferred Shares, (ii) removing the ability of the holders of Preferred Shares to require Emmis to repurchase all or any portion of such holders' Preferred Shares upon a change of control or certain going-private transactions, (iii) removing Emmis' obligation to pay to holders of Preferred Shares the amount of dividends in respect of their Preferred Shares that are currently accrued and unpaid, (iv) changing the designation of the Preferred Shares from "Cumulative" to "Non-Cumulative" such that dividends or distributions on the Preferred Shares shall cease to accrue, (v) eliminating the rights of the holders of Preferred Shares to nominate directors to Emmis' Board of Directors as a result of arrearages in dividends, and (vi) eliminating the restrictions on Emmis' ability to pay dividends or make distributions on its Common Shares prior to paying accrued and unpaid dividends or distributions on Preferred Shares. If the above-described amendments are made, the market value of the Preferred Shares remaining outstanding will be materially and adversely affected, and Emmis may engage in various actions that are currently prohibited or limited by the various terms and provisions of the Preferred Shares.

On December 12, 2011 Zazove Associates, LLC, Corre Opportunities Fund, L.P., Kevan A. Fight and DJD Group, LLLP (collectively, the "Locked-Up Holders") entered into a written lock-up agreement (the "Lock-Up Agreement") pursuant to which, among other things, each of them agreed, subject to certain exceptions, not to sell, assign, transfer, hypothecate or otherwise dispose of, directly or indirectly, including, without limitation, by any "total return swap" arrangement or derivative transaction, or any other agreement, arrangement or understanding which could cause the ability to direct the vote of the Preferred Shares to be transferred or otherwise restricted, (i) any Preferred Shares or (ii) any option, interest in or right to acquire any Preferred Shares, in either case absent the prior written consent of at least two Locked-Up Holders that hold at least two thirds of the Preferred Shares subject to the Lock-Up Agreement and unless the

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transferee thereof agrees in writing to be bound by the terms of the Lock-Up Agreement by executing and delivering a joinder to all Locked-Up Holders. The Locked-Up Holders executed an Amendment to the Lock-Up Agreement dated January 31, 2012 to extend the stated term of the Lock-Up Agreement to April 30, 2012 (the "Amendment"). An additional party, First Derivative Traders LP, joined the Lock-Up Agreement and Amendment.

The description of the Lock-Up Agreement and the Amendment in this Schedule 13D is qualified in its entirety by reference to full text of the Lock-Up Agreement and Amendment, copies of which are filed herewith as an Exhibit and is hereby incorporated herein by reference.

The Reporting Persons acquired beneficial ownership and continues to beneficially hold the shares reported herein for investment purposes. The Reporting Person may from time to time engage the Issuer, its representatives or other relevant parties in discussions relevant to the investment in the Issuer. Depending on market conditions and other factors that the Reporting Persons may deem material to its investment decisions, the Reporting Persons may sell all or a portion of its shares, or may purchase additional securities of the Issuer, on the open market or in a private transaction, in each case as permitted by the Lock-up Agreement and Amendment. Except as set forth in this Item 4, the Reporting Persons have no present plans or proposals that relate to or that would result in any of the actions specified in clauses (b) through (j) of Item 4 of Schedule 13D of the Act.

Item 5. Interest in Securities of the Issuer

- (a) Reporting Persons beneficially owns 491,510 shares Preferred Shares, which represents 20.29% of the Preferred Shares, which is based upon 2,422,320 outstanding Preferred Shares as of February 1, 2012 as disclosed in the Issuer's TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) filed on December 1, 2011 and subsequent Schedule 8-K's filed by Issuer with details regarding additional redemptions of Preferred Shares. The 2,422,320 outstanding Preferred Shares assumes that the shares purchased by the Issuer pursuant to the Total Return Swap Transactions remain outstanding, which may not be the case. If the Preferred Shares that were purchased by the issuer in the Total Return Swap transactions are treated as redeemed or otherwise not eligible to be voted, then the Reporting Person's beneficial ownership in the Preferred Shares would represent 52.42% of the Class represented in Row 11.
- (b) The Reporting Persons have sole voting and dispositive power with regard to the Preferred Shares that it beneficially holds.
- (c) During the past 60 days, the Reporting Persons acquired additional Preferred Shares in the secondary market as follows:

| Trade Date | Quantity | Unit Price | Amount |
|------------|----------|------------|-------------|
| 12/01/2011 | 1,100 | \$15.61 | \$17,171.00 |
| 12/02/2011 | 100 | \$15.44 | \$1,541.00 |
| 12/05/2011 | 1,438 | \$15.60 | \$22,427.19 |
| 12/08/2011 | 1,104 | \$15.61 | \$17,233.44 |
| 12/12/2011 | 2,600 | \$15.61 | \$40,586.00 |

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| | | | |
|------------|-------|---------|-------------|
| 12/13/2011 | 2,901 | \$15.61 | \$45,284.61 |
| 12/14/2011 | 2,400 | \$15.61 | \$37,464.00 |
| 12/16/2011 | 2,210 | \$15.56 | \$34,387.16 |
| 12/16/2011 | 5,530 | \$15.56 | \$86,045.69 |
| 12/16/2011 | 1,660 | \$15.56 | \$25,829.27 |
| 12/19/2011 | 56 | \$15.51 | \$868.56 |
| 12/20/2011 | 700 | \$15.51 | \$10,857.00 |
| 12/28/11 | 300 | \$15.51 | \$4,653.00 |

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships
with Respect to Securities of the Issuer

Other than the Lock-Up Agreement and Amendment, none of the Reporting Persons have any contracts, arrangements, understandings or relationships (legal or otherwise) with respect to any securities of the Issuer.

Item 7. Materials to be Filed as Exhibits

Lock-Up Agreement dated December 12, 2011 between Zazove Associates, LLC and the other parties signatory thereto.
Amendment dated January 31, 2012 between Zazove Associates, LLC and the other parties signatory thereto.

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.

February 3, 2012
Date

Zazove Associates, LLC
/s/ Steven M. Kleiman
Signature
Steven M. Kleiman, COO
Name/Title

Zazove Associates, Inc.
/s/ Steven M. Kleiman
Signature
Steven M. Kleiman, CFO
Name/Title

/s/ Gene T. Pretti