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EMMIS COMMUNICATIONS CORP

Form 8-K

August 04, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): August 4, 2006

EMMIS COMMUNICATIONS CORPORATION

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(Exact Name of Registrant as Specified in Its Charter)

INDIANA

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(State or Other Jurisdiction of Incorporation)

0-23264

35-1542018

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(Commission File Number)

(IRS Employer Identification No.)

ONE EMMIS PLAZA, 40 MONUMENT CIRCLE,  
SUITE 700, INDIANAPOLIS, INDIANA

46204

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(Address of Principal Executive Offices)

(Zip Code)

317-266-0100

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(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE

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(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 (SEE General Instruction A.2. below):

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

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Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01 OTHER EVENTS

On August 4, 2006, Emmis Communications Corporation ("Emmis") received a letter from ECC Acquisition, Inc. ("ECC"), an Indiana corporation wholly-owned by Jeffrey H. Smulyan, the Chairman and Chief Executive Officer of Emmis, withdrawing ECC's May 7, 2006 offer to acquire the outstanding publicly held shares of Emmis for \$15.25 per share in cash.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Letter, dated August 4, 2006, from ECC Acquisition, Inc. to the Board of Directors of Emmis Communications Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

EMMIS COMMUNICATIONS CORPORATION

Date: August 4, 2006

By: /s/ J. Scott Enright

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Name: J. Scott Enright  
Title: Vice President, Associate General  
Counsel and Secretary