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CUMULUS MEDIA INC

Form 3/A

September 26, 2011

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

 MARCUS JEFFREY

L.L.C., 667 MADISON **AVENUE, 10TH FLOOR**

(Last)

(First)

C/O CRESTVIEW ADVISORS,

(Street)

(Middle)

Statement

(Month/Day/Year)

09/16/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CUMULUS MEDIA INC [CMLS]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year) 09/21/2011

(Check all applicable)

10% Owner

X Director Officer Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10065

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Beneficially Owned (Instr. 4)

2. Amount of Securities

3. Ownership 4. Nature of Indirect Beneficial

Form: Direct (D) Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

Filer does not beneficially own securities of

issuer (1)

0

Ι See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

5. Ownership Form of Ownership

6. Nature of Indirect Beneficial

1

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Filer does not beneficially own securities of issuer (1)	09/16/2011	09/16/2021	Filer does not beneficially own securities of issuer	0	\$ 4.34	I	See Footnote (1)

Reporting Owners

	Relationships		
Director	10% Owner	Officer	Other
ÂX	Â	Â	Â
		Director 10% Owner	$\begin{array}{cccc} & & & & & & & & \\ & & & & & & \\ & & & & & \\ & & & & & \\ & & & & & \\ & & & & \\ & & & & \\ & & & & \\ & & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & \\ & & & \\ & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & \\ & & $

Signatures

/s/ Everlyn C. Pellicone, as attorney-in-fact

09/26/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person is a member of the board of directors of the issuer and is a Managing Director of Crestview, L.L.C., which is the general partner of Crestview Partners II GP, L.P., which serves as the general partner of Crestview Partners II, L.P., Crestview Partners II (TE), L.P., Crestview Partners (FF), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF)

(1) Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P. (collectively, the "Crestview Funds"). Each of the Crestview Funds is a member of Crestview Radio Investors, LLC, which on September 16, 2011 acquired 51,843,318 shares of Class A Common Stock and 7,776,498 warrants of the issuer. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney, dated September 16, 2011.

All information on this report was previously included on a Form 3 filed on September 21, 2011.

Note:

File three copies of this Form, one of which must be manually signed. Â If space is insufficient, Potential persons who are to respond to the collection of information contained in this form are no

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2