

CITADEL BROADCASTING CORP
Form 425
September 02, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): September 2, 2011

CUMULUS MEDIA INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-24525
(Commission

File Number)

36-4159663
(IRS employer

Identification No.)

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3280 Peachtree Road, N.W., Suite 2300, Atlanta GA

(Address of principal executive offices)

Registrant's telephone number, including area code (404) 949-0700

30305

(Zip Code)

n/a

(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:

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

Item 8.01 Other Events.

On September 2, 2011, Cumulus Media Inc. (Cumulus Media) and Citadel Broadcasting Corporation (Citadel) issued a joint press release (the Press Release) announcing the deadline for holders of Citadel common stock or warrants to purchase Citadel common stock to deliver their election forms to elect the form of consideration they wish to receive in the previously announced merger of a subsidiary of Cumulus Media with and into Citadel, pursuant to which Citadel will become an indirect wholly-owned subsidiary of Cumulus Media (the Merger), to U.S. Bank National Association, as exchange agent for the Merger. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this report:

Exhibit No.	Description
99.1	Press release dated September 2, 2011.

SIGNATURES

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

CUMULUS MEDIA INC.

By: /s/ J.P. Hannan
Name: J.P. Hannan
Title: Senior Vice President, Treasurer and
Chief Financial Officer

Date: September 2, 2011

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated September 2, 2011.