

Townsquare Media, LLC
 Form 3
 July 23, 2014

FORM 3 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GENERAL ELECTRIC CAPITAL CORP | | (Month/Day/Year) | Townsquare Media, LLC [TSQ] | |
| (Last) | (First) | (Middle) | | |
| 901 MAIN AVENUE,Â | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| NORWALK,Â CTÂ 06851-1168 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Preferred Units <u>(1)</u> | 10,958,912.512 <u>(1)</u> | I <u>(2)</u> <u>(4)</u> | See notes <u>(2)</u> <u>(4)</u> |
| Class A Common Units <u>(1)</u> | 10,958,912.512 <u>(1)</u> | I <u>(3)</u> <u>(4)</u> | See notes <u>(3)</u> <u>(4)</u> |

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ELECTRIC CAPITAL CORP 901 MAIN AVENUE NORWALK, CT 06851-1168 | ^ | ^ X | ^ | ^ |
| GE Capital Equity Holdings, Inc. 201 MERRITT 7 NORWALK, CT 06851 | ^ | ^ X | ^ | ^ |
| GE Business Financial Services Inc. 201 MERRITT 7 NORWALK, CT 06851 | ^ | ^ X | ^ | ^ |
| GEI, Inc. 201 HIGH RIDGE ROAD STAMFORD, CT 06927 | ^ | ^ X | ^ | ^ |
| Antares Capital Corp 201 MERRITT 7 NORWALK, CT 06851 | ^ | ^ X | ^ | ^ |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE W3F FAIRFIELD, CT 06828 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Frank Ertl, Attorney-in-fact/General Electric Capital Corporation

07/23/2014

**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 Issuer expects to complete an initial public offering on or about July 29, 2014 (the "IPO"), and in connection therewith, the Issuer is being converted (the "Conversion") into a Delaware corporation named Townsquare Media, Inc. (the "Corporation"). As part of the conversion, the Class A Preferred Units and the Class A Common Units owned by the Reporting Persons will be converted into shares of Class C common stock in the Corporation, each at a conversion rate based on the price of the IPO and pursuant to the terms of the limited liability company agreement of the Issuer.

(1) 10,078,144.597 directly owned by GE Capital Equity Holdings, Inc. ("GECEH"); 485,308.016 directly owned by GE Business Financial Services Inc. ("GEBFS") (GEBFS is a subsidiary of GEI, Inc. ("GEI")); and 395,459.899 directly owned by Antares Capital Corporation ("Antares").

(3) 10,078,144.597 directly owned by GECEH; 485,308.016 directly owned by GEBFS; and 395,459.899 directly owned by Antares.

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- (4) Indirectly owned by General Electric Capital Corporation ("GE Capital"). GECEH, GEI and Antares are subsidiaries GE Capital, and GE Capital is a subsidiary of General Electric Company ("GE"). GE disclaims beneficial ownership. See Exhibit 99.1, incorporated by reference herein.

^

Remarks:

Exhibit 24.1 - Power of Attorney (GE Capital); Exhibit 24.2 - Power of Attorney (GE); and Exhibit

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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