

Edgar Filing: CUMULUS MEDIA INC - Form 8-K

CUMULUS MEDIA INC
Form 8-K
May 17, 2002

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): May 17, 2002 (May 16, 2002)

CUMULUS MEDIA INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Illinois | 000-24525 | 36-4159663 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS employer Identification No.) |

| | |
|---|------------|
| 3535 Piedmont Road, Building 14, Fourteenth Floor, Atlanta, Georgia | 30305 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

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

ITEM 5. OTHER EVENTS.

On May 16, 2002, Cumulus Media Inc. (the "Company") priced an offering of 10,000,000 shares of its Class A Common Stock, par value \$0.01 per share. The Company is offering 9,169,448 shares of Class A Common Stock and two of its shareholders are offering 830,552 shares of Class A Common Stock in the offering. Attached to this report as Exhibit 1.1 is the Equity Underwriting Agreement relating to the issuance and sale of the 10,000,000 shares, dated May 16, 2002, by and among the Company, Deutsche Bank Securities Inc. as lead underwriter for the offering, the other underwriters named therein acting as co-managers, and the two shareholders of the Company selling shares in the offering.

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On May 17, 2002, the Company issued the press release attached to this report as Exhibit 99.1. The text of that press release is incorporated in this Item by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

The following exhibits are filed with this report:

| Exhibit No. ----- | Exhibit Description ----- |
|----------------------|---|
| 1.1 | Equity Underwriting Agreement, dated as of May 16, 2002, by and among Cumulus Media Inc., the State of Wisconsin Investment Board, ING Capital LLC, Deutsche Bank Securities Inc. and the other underwriters named therein. |
| 99.1 | Press Release dated May 17, 2002 |

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/ Martin R. Gausvik

Name: Martin R. Gausvik
Title: Executive Vice President,
Chief Financial Officer &
Treasurer

Date: May 17, 2002

EXHIBIT INDEX

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therein.

99.1

Press Release dated May 17, 2002