

CUMULUS MEDIA INC  
Form 8-K  
May 27, 2014

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

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FORM 8-K

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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 27, 2014 (May 22, 2014)

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CUMULUS MEDIA INC.

(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation)	000-24525 (Commission File Number)	36-4159663 (IRS employer Identification No.)
3280 Peachtree Road, N.W., Suite 2300, Atlanta GA (Address of principal executive offices)		30305 (Zip Code)
Registrant's telephone number, including area code (404) 949-0700 n/a		

(Former name or former address, if changed since last report)

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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))
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Item 5.07 – Submission of Matters to a Vote of Security Holders

The 2014 annual meeting of stockholders of Cumulus Media Inc. (the “Company”) was held on May 22, 2014.

The results of voting on the proposals submitted to a vote of the Company’s stockholders at the 2014 annual meeting were as follows:

Proposal No. 1 (Election of Directors):

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Lewis W. Dickey, Jr.	159,385,500	26,118,911	10,246,450
Brain Cassidy	183,562,048	1,942,363	10,246,450
Ralph B. Everett	184,092,442	1,411,969	10,246,450
Alexis Glick	179,469,424	6,034,987	10,246,450
Jeffrey A. Marcus	178,160,983	7,343,428	10,246,450
Robert H. Sheridan, III	184,092,313	1,412,098	10,246,450
David M. Tolley	179,789,635	5,714,776	10,246,450

Proposal No. 2 (Advisory vote on executive compensation):

Votes For	Votes Against	Abstain	Broker Non-Votes
121,728,504	62,125,588	1,650,319	10,246,450

Proposal No. 3 (Proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2014):

Votes For	Votes Against	Abstain
195,341,890	338,059	70,912

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.

Date: May 27, 2014	By:	/s/ J.P. Hannan
		Name: J.P. Hannan
		Title: Senior Vice President, Treasurer and Chief Financial Officer