

CUMULUS MEDIA INC

Form 4

December 14, 2012

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CRESTVIEW RADIO  
INVESTORS, LLC**

(Last) (First) (Middle)

**C/O CRESTVIEW PARTNERS II  
GP, L.P., 667 MADISON AVENUE,  
10TH FLOOR**

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**CUMULUS MEDIA INC [CMLS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/12/2012**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share	12/12/2012		P	800,000 A \$ 2.4	59,957,083 (1) (2)	I	See footnotes (1) (2)
Class A Common Stock, par value \$0.01 per	12/13/2012		P	454,297 A \$ 2.4	60,411,380 (1) (2)	I	See footnotes (1) (2)

share

Class A

Common

Stock, par  
value

\$0.01 per

share

12/14/2012

P

223,931 A

\$  
2.472960,635,311  
(1) (2)

I

See  
footnotes  
(1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director	10% Owner	Officer	Other
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CRESTVIEW RADIO INVESTORS, LLC  
C/O CRESTVIEW PARTNERS II GP, L.P.  
667 MADISON AVENUE, 10TH FLOOR  
NEW YORK, NY 10065

X

X

CRESTVIEW PARTNERS II LP  
C/O CRESTVIEW PARTNERS II GP, L.P.  
667 MADISON AVENUE, 10TH FLOOR  
NEW YORK, NY 10065

X

X

CRESTVIEW PARTNERS II (TE) LP  
C/O CRESTVIEW PARTNERS II GP, L.P.  
667 MADISON AVENUE, 10TH FLOOR

X

X

NEW YORK, NY 10065

CRESTVIEW PARTNERS II (FF) LP  
 C/O CRESTVIEW PARTNERS II GP, L.P.  
 667 MADISON AVENUE, 10TH FLOOR  
 NEW YORK, NY 10065

X X

CRESTVIEW OFFSHORE HOLDINGS II (CAYMAN) LP  
 C/O CRESTVIEW PARTNERS II GP, L.P.  
 667 MADISON AVENUE, 10TH FLOOR  
 NEW YORK, NY 10065

X X

CRESTVIEW OFFSHORE HOLDINGS II (FF CAYMAN) LP  
 C/O CRESTVIEW PARTNERS II GP, L.P.  
 667 MADISON AVENUE, 10TH FLOOR  
 NEW YORK, NY 10065

X X

Crestview Offshore Holdings II (892 Cayman), L.P.  
 C/O CRESTVIEW PARTNERS II GP, L.P.  
 667 MADISON AVENUE, 10TH FLOOR  
 NEW YORK, NY 10065

X X

Crestview Partners II GP, L.P.  
 C/O CRESTVIEW PARTNERS II GP, L.P.  
 667 MADISON AVENUE, 10TH FLOOR  
 NEW YORK, NY 10065

X X

## Signatures

CRESTVIEW, L.L.C., general partner of Crestview Partners II GP., L.P., the general partner of Crestview Partners II, L.P., the managing member of the Designated Filer, by /s/ Ross A. Oliver, Senior Counsel and Chief Compliance Officer

12/14/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) See Exhibit 99.1 for text of footnote (1).

(2) See Exhibit 99.1 for text of footnote (2).

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.