

CUMULUS MEDIA INC

Form 4

May 21, 2015

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

OMB APPROVAL

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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

(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)
05/19/2015

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock, par value \$0.01 per share	05/19/2015		P		94,365	A	\$ 2.4712	61,936,849 <u>(1)</u> <u>(2)</u>	I See Footnotes <u>(1)</u> <u>(2)</u>
Class A Common Stock, par value \$0.01 per	05/20/2015		P		25,600	A	\$ 2.4947	61,962,449 <u>(1)</u> <u>(2)</u>	I See Footnotes <u>(1)</u> <u>(2)</u>

share

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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 NEW YORK, NY 10065	X	X		
CRESTVIEW PARTNERS II (FF) LP C/O CRESTVIEW PARTNERS II GP, L.P. 667 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10065	X	X		
	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

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

05/21/2015

__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.

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