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ENTERCOM COMMUNICATIONS CORP

Form S-8

April 05, 2002

As filed with the Securities and Exchange Commission on April 5, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933
ENTERCOM COMMUNICATIONS CORP.
(Exact name of issuer as specified in its charter)

Pennsylvania 23-1701044
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation of organization)

401 City Avenue, Suite 409
Bala Cynwyd, Pennsylvania 19004
(Address of principal executive offices)

1998 Equity Compensation Plan
(Full title of the plan)

John C. Donlevie
Executive Vice President, Secretary
and General Counsel
Entercom Communications Corp.
401 City Avenue, Suite 409
Bala Cynwyd, Pennsylvania 19004
(Name and address of agent for service)
(610) 660-5610
(Telephone number, including area code, of agent for service)

Copy to:

Joseph D. Sullivan
Scott C. Herlihy
Latham & Watkins
555 Eleventh Street N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Number of shares to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)
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Class A Common Stock, par value \$.01 per share.....	2,500,000	\$54.41	\$136,025,000
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- (1) Represents shares of Class A Common Stock of Entercom Communications Corp. which may be offered or sold pursuant to the 1998 Equity Compensation Plan. This registration statement also relates to an indeterminate number of shares of Class A Common Stock that may be issued upon stock splits, stock dividends or similar transactions in accordance with Rule 416.
- (2) Estimated pursuant to Rule 457(c) based on the average high and low sales prices per share of Class A Common Stock on the New York Stock Exchange on April 1, 2002.
- (3) Calculated pursuant to Section 6(b) as follows: proposed maximum aggregate offering price multiplied by .000092.

INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

This Registration Statement on Form S-8 of Entercom Communications Corp., a Pennsylvania corporation, pertains to 2,500,000 shares of Class A Common Stock, par value \$.01 per share, that are authorized for issuance under Amendment No. 1 to the Entercom 1998 Equity Compensation Plan. These shares were not included for registration on the Registration Statement on Form S-8 of Entercom Communications Corp. (No. 333-71481) filed with the Securities and Exchange Commission on January 29, 1999 (the "Earlier Registration Statement").

Pursuant to General Instruction E for registration statements on Form S-8, the contents of the Earlier Registration Statement are incorporated by reference in this Registration Statement and made a part hereof.

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Item 8. Exhibits.

The following is a list of exhibits filed as part of this Registration Statement.

Exhibit Number	Exhibit
5.1	Opinion of John C. Donlevie, Esq.
10.1	Entercom 1998 Equity Compensation Plan (incorporated by reference to Exhibit 10.06 of the Company's registration statement on Form S-1 (File No. 333-61381)).
10.2	Amendment No. 1 to the Entercom 1998 Equity Compensation Plan (incorporated by reference to Appendix B of the Company's Proxy Statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 (filed on May 4, 2001)).
23.1	Consent of Arthur Andersen LLP.
23.2	Consent of Deloitte & Touche LLP.

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23.3 Consent of John C. Donlevie, Esq. (included within Exhibit 5.1).

24.1 Powers of Attorney (included on the signature page hereto).

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Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bala Cynwyd, Pennsylvania on April 4, 2002.

ENTERCOM COMMUNICATIONS CORP.

By: /s/ Joseph M. Field

Joseph M. Field
Chairman of the Board and
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joseph M. Field and David J. Field and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----
/s/ Joseph M. Field ----- Joseph M. Field	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ David J. Field ----- David J. Field	President, Chief Operating Officer and Director
/s/ John C. Donlevie ----- John C. Donlevie	Executive Vice President, Secretary, General Counsel and Director
/s/ Stephen F. Fisher ----- Stephen F. Fisher	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

/s/ Marie H. Field	Director

Marie H. Field	
/s/ Herbert Kean	Director

Herbert Kean	
/s/ Lee Hague	Director

Lee Hague	
/s/ Michael R. Hannon	Director

Michael R. Hannon	
/s/ Thomas H. Ginley	Director

Thomas H. Ginley	
/s/ S. Gordon Elkins	Director

S. Gordon Elkins	
/s/ David J. Berkman	Director

David J. Berkman	

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INDEX TO EXHIBITS

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