

CUMULUS MEDIA INC
 Form 3
 September 21, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CRESTVIEW RADIO INVESTORS, LLC | | | (Month/Day/Year) | CUMULUS MEDIA INC [CMLS] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O CRESTVIEW PARTNERS II GP, L.P.,Â 667 MADISON AVENUE, 10TH FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10065 | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Class A Common Stock, par value \$0.01 per share | 51,843,318 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--|---|--|---------------|--------------|----------------------------------|
|--|---|--|---------------|--------------|----------------------------------|

Edgar Filing: CUMULUS MEDIA INC - Form 3

| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--|-----------------------------------|---|--|-------------------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| 09/16/2011 | 09/16/2021 | Class A Common Stock, par value \$0.01 per share | 7,776,498 | \$ 4.34 |
| Warrants to purchase Class A Common Stock | | | | D ⁽¹⁾ Â |

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

Crestview Partners II GP, L.P.
667 MADISON AVENUE, 10TH FLOOR
NEW YORK, NY 10065

Â X Â X Â Â

Signatures

/s/ Evelyn C.
Pellicone

09/21/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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)

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.