

BEASLEY BROADCAST GROUP INC

Form 10-Q

August 06, 2018

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the Quarterly Period Ended June 30, 2018**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**Commission File No. 000-29253**

**BEASLEY BROADCAST GROUP, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State of**  
**Incorporation)**

**65-0960915**  
**(I.R.S. Employer**  
**Identification Number)**

**3033 Riviera Drive, Suite 200**

**Naples, Florida 34103**

**(Address of Principal Executive Offices and Zip Code)**

**(239) 263-5000**

**(Registrant's Telephone Number, Including Area Code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class A Common Stock, \$0.001 par value, 10,844,488 Shares Outstanding as of July 30, 2018

Class B Common Stock, \$0.001 par value, 16,662,743 Shares Outstanding as of July 30, 2018



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**Table of Contents****BEASLEY BROADCAST GROUP, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

|  | <b>December 31,<br/>2017</b> | <b>June 30,<br/>2018</b> |
|--|------------------------------|--------------------------|
| <b>ASSETS</b>  |                              |                          |
| Current assets:  |                              |                          |
| Cash and cash equivalents  | \$ 13,922,390                | \$ 14,821,749            |
| Accounts receivable, less allowance for doubtful accounts of \$1,623,408 in 2017 and \$1,781,075 in 2018   | 42,669,351                   | 46,159,164               |
| Prepaid expenses   | 6,001,996                    | 8,665,310                |
| Merger consideration receivable  | 17,931,331                   |                          |
| Other current assets   | 4,135,905                    | 4,218,357                |
| <b>Total current assets</b>  | <b>84,660,973</b>            | <b>73,864,580</b>        |
| Property and equipment, net  | 59,318,933                   | 58,420,296               |
| FCC broadcasting licenses  | 489,186,679                  | 489,239,179              |
| Goodwill   | 15,275,264                   | 15,275,264               |
| Other intangibles, net   | 550,058                      | 437,810                  |
| Other assets   | 5,726,874                    | 5,678,501                |
| <b>Total assets</b>  | <b>\$ 654,718,781</b>        | <b>\$ 642,915,630</b>    |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                              |                          |
| Current liabilities:   |                              |                          |
| Current installments of long-term debt   | \$ 2,314,020                 | \$ 65,561                |
| Accounts payable   | 7,847,829                    | 9,387,963                |
| Other current liabilities  | 18,799,195                   | 21,972,355               |
| <b>Total current liabilities</b>   | <b>28,961,044</b>            | <b>31,425,879</b>        |
| Due to related parties   | 759,041                      | 710,685                  |
| Long-term debt, net of current installments and unamortized debt issuance costs  | 212,465,882                  | 210,623,083              |
| Deferred tax liabilities   | 115,282,931                  | 116,956,306              |
| Other long-term liabilities  | 11,083,683                   | 11,004,318               |
| <b>Total liabilities</b>   | <b>368,552,581</b>           | <b>370,720,271</b>       |
| Commitments and contingencies  |                              |                          |
| Stockholders equity:   |                              |                          |
| Preferred stock, \$0.001 par value; 10,000,000 shares authorized; none issued  |                              |                          |
| Class A common stock, \$0.001 par value; 150,000,000 shares authorized; 15,222,738 issued and 12,189,998 outstanding in 2017; 15,221,715 issued and 10,844,488 outstanding in 2018 | 15,223                       | 15,222                   |
| Class B common stock, \$0.001 par value; 75,000,000 shares authorized; 16,662,743 issued and outstanding in 2017 and 2018  | 16,662                       | 16,662                   |
| Additional paid-in capital   | 147,987,332                  | 149,308,509              |

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|  |                    |                    |
|--|--------------------|--------------------|
| Treasury stock, Class A common stock; 3,032,740 shares in 2017; 4,377,227 shares in 2018 | (16,667,085)       | (30,250,887)       |
| Retained earnings  | 154,389,494        | 153,416,198        |
| Accumulated other comprehensive income (loss)  | 424,574            | (310,345)          |
| <b>Total stockholders equity</b>   | <b>286,166,200</b> | <b>272,195,359</b> |
| Total liabilities and stockholders equity  | \$ 654,718,781     | \$ 642,915,630     |

Table of Contents**BEASLEY BROADCAST GROUP, INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

|  | <b>Three Months Ended<br/>June 30,</b> |                   |
|--|--|-------------------|
|  | <b>2017</b>                            | <b>2018</b>       |
| Net revenue  | \$ 61,013,414                          | \$ 61,625,296     |
| Operating expenses:  |  |                   |
| Station operating expenses (including stock-based compensation of \$54,668 in 2017 and \$221,046 in 2018 and excluding depreciation and amortization shown separately below) | 44,912,998                             | 44,967,293        |
| Corporate general and administrative expenses (including stock-based compensation of \$719,288 in 2017 and \$482,358 in 2018)  | 4,488,482                              | 4,440,299         |
| Transaction expenses   | 295,237                                |                   |
| Other operating expenses   | 252,915                                |                   |
| Depreciation and amortization  | 1,619,642                              | 1,562,052         |
| Change in fair value of contingent consideration   | 2,391,342                              |                   |
| Gain on disposition  | (3,977,449)                            |                   |
| Termination of postretirement benefits plan  | (1,812,448)                            |                   |
| <b>Total operating expenses</b>  | <b>48,170,719</b>                      | <b>50,969,644</b> |
| Operating income   | 12,842,695                             | 10,655,652        |
| Non-operating income (expense):  |  |                   |
| Interest expense   | (4,752,044)                            | (3,805,575)       |
| Other income (expense), net  | 39,519                                 | 27,311            |
| Income before income taxes   | 8,130,170                              | 6,877,388         |
| Income tax expense   | 4,224,649                              | 1,958,776         |
| Net income   | 3,905,521                              | 4,918,612         |
| Other comprehensive income:  |  |                   |
| Unrealized losses on securities (net of income tax benefit of \$6,537)   | (10,071)                               |                   |
| Unrecognized actuarial losses on postretirement plans (net of income tax benefit of \$40,697)  | (62,699)                               |                   |
| Comprehensive income   | \$ 3,832,751                           | \$ 4,918,612      |
| Net income per Class A and B common share:   |  |                   |
| Basic and diluted  | \$ 0.14                                | \$ 0.18           |
| Dividends declared per common share  | \$ 0.045                               | \$ 0.05           |
| Weighted average shares outstanding:   |  |                   |
| Basic  | 27,701,278                             | 27,344,752        |
| Diluted  | 27,874,221                             | 27,523,310        |





**Table of Contents****BEASLEY BROADCAST GROUP, INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

|   | <b>Six Months Ended June 30,</b> |                     |
|---|----------------------------------|---------------------|
|   | <b>2017</b>                      | <b>2018</b>         |
| Net revenue   | \$ 114,753,965                   | \$ 116,778,923      |
| Operating expenses:   |                                  |                     |
| Station operating expenses (including stock-based compensation of \$133,715 in 2017 and \$373,464 in 2018 and excluding depreciation and amortization shown separately below) | 88,862,592                       | 90,480,140          |
| Corporate general and administrative expenses (including stock-based compensation of \$837,980 in 2017 and \$947,712 in 2018)   | 7,718,579                        | 7,722,772           |
| Transaction expenses  | 746,070                          |                     |
| Other operating expenses  | 581,162                          |                     |
| Depreciation and amortization   | 3,122,479                        | 3,108,786           |
| Change in fair value of contingent consideration  | (5,141,950)                      | 4,415,925           |
| Gain on dispositions, net   | (3,707,993)                      |                     |
| Termination of postretirement benefits plan   | (1,812,448)                      |                     |
| <b>Total operating expenses</b>   | <b>90,368,491</b>                | <b>105,727,623</b>  |
| Operating income  | 24,385,474                       | 11,051,300          |
| Non-operating income (expense):   |                                  |                     |
| Interest expense  | (9,579,383)                      | (7,430,815)         |
| Other income (expense), net   | 395,717                          | 476,212             |
| Income before income taxes  | 15,201,808                       | 4,096,697           |
| Income tax expense  | 3,809,791                        | 2,339,277           |
| Net income  | 11,392,017                       | 1,757,420           |
| Other comprehensive income:   |                                  |                     |
| Unrealized losses on securities (net of income tax benefit of \$15,737)   | (24,245)                         |                     |
| Unrecognized actuarial losses on postretirement plans (net of income tax benefit of \$40,697)   | (62,699)                         |                     |
| Reclassification of other comprehensive income due to termination of pension plan (net of income tax benefit of \$261,358)  |                                  | (731,265)           |
| <b>Comprehensive income</b>   | <b>\$ 11,305,073</b>             | <b>\$ 1,026,155</b> |
| Net income per Class A and B common share:  |                                  |                     |
| Basic and diluted   | \$ 0.41                          | \$ 0.06             |
| Dividends declared per common share   | \$ 0.09                          | \$ 0.10             |
| Weighted average shares outstanding:  |                                  |                     |
| Basic   | 27,682,302                       | 27,530,043          |

|         |            |            |
|---------|------------|------------|
| Diluted | 27,846,182 | 27,710,563 |
|---------|------------|------------|

**Table of Contents****BEASLEY BROADCAST GROUP, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

|  | <b>Six Months Ended June 30,</b> |                    |
|--|----------------------------------|--------------------|
|  | <b>2017</b>                      | <b>2018</b>        |
| <b>Cash flows from operating activities:</b>   |                                  |                    |
| Net income   | \$ 11,392,017                    | \$ 1,757,420       |
| <b>Adjustments to reconcile net income to net cash provided by operating activities:</b> |                                  |                    |
| Stock-based compensation   | 971,695                          | 1,321,176          |
| Provision for bad debts  | 781,307                          | 571,781            |
| Depreciation and amortization  | 3,122,479                        | 3,108,786          |
| Change in fair value of contingent consideration   | (5,141,950)                      | 4,415,925          |
| Gain on dispositions, net  | (3,707,993)                      |                    |
| Termination of postretirement benefits plan  | (1,812,448)                      |                    |
| Termination of pension plan  |                                  | (992,623)          |
| Amortization of loan fees  | 1,093,616                        | 940,752            |
| Deferred income taxes  | 3,445,499                        | 1,934,733          |
| <b>Change in operating assets and liabilities:</b>                                       |                                  |                    |
| Accounts receivable  | 2,869,659                        | (4,061,594)        |
| Prepaid expenses   | (2,223,937)                      | (2,663,314)        |
| Other assets   | 787,852                          | (7,510)            |
| Accounts payable   | 2,448,384                        | 1,540,134          |
| Other liabilities  | (3,371,828)                      | 2,865,485          |
| Other operating activities   | 2,070                            | 251,416            |
| <b>Net cash provided by operating activities</b>   | <b>10,656,422</b>                | <b>10,982,567</b>  |
| <b>Cash flows from investing activities:</b>   |                                  |                    |
| Capital expenditures   | (1,601,007)                      | (2,126,999)        |
| Proceeds from disposition of radio stations  | 35,000,000                       |                    |
| Payments for translator licenses   | (1,109,103)                      | (52,500)           |
| Payments for investments   |                                  | (150,000)          |
| Loan to related party  | (150,000)                        |                    |
| <b>Net cash provided by (used in) investing activities</b>                               | <b>32,139,890</b>                | <b>(2,329,499)</b> |
| <b>Cash flows from financing activities:</b>   |                                  |                    |
| Payments on debt   | (43,030,539)                     | (5,032,010)        |
| Dividends paid   | (2,565,822)                      | (2,653,303)        |
| Purchase of treasury stock   | (478,002)                        | (68,396)           |
| <b>Net cash used in financing activities</b>   | <b>(46,074,363)</b>              | <b>(7,753,709)</b> |
| <b>Net increase (decrease) in cash and cash equivalents</b>                              | <b>(3,278,051)</b>               | <b>899,359</b>     |
| <b>Cash and cash equivalents at beginning of period</b>                                  | <b>20,325,415</b>                | <b>13,922,390</b>  |

|   |               |               |
|---|---------------|---------------|
| Cash and cash equivalents at end of period                            | \$ 17,047,364 | \$ 14,821,749 |
| Cash paid for interest  | \$ 8,544,760  | \$ 6,474,582  |
| Cash paid for income taxes  | \$ 1,709,975  | \$ 266,200    |
| Supplement disclosure of non-cash investing and financing activities: |               |               |
| Dividends declared but unpaid   | \$ 1,285,638  | \$ 1,367,448  |
| Translator license and equipment received as consideration            | \$ 332,000    | \$            |
| Class A common stock returned to treasury stock                       | \$            | \$ 13,515,406 |
| Note receivable and accrued interest converted to investment          | \$            | \$ 187,618    |

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**BEASLEY BROADCAST GROUP, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**(1) Interim Financial Statements**

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements of Beasley Broadcast Group, Inc. and its subsidiaries (the Company) included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. These financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the financial statements reflect all adjustments necessary for a fair statement of the financial position and results of operations for the interim periods presented and all such adjustments are of a normal and recurring nature. The Company's results are subject to seasonal fluctuations therefore the results shown on an interim basis are not necessarily indicative of results for the full year.

**(2) Recent Accounting Pronouncements**

In March 2017, the Financial Accounting Standards Board (FASB) issued guidance to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost. The new guidance is effective for annual periods beginning after December 15, 2017. The Company adopted the new guidance in the first quarter of 2018 with no material impact on its financial statements.

In August 2016, the FASB issued guidance to reduce diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The new guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. The Company adopted the new guidance in the first quarter of 2018 with no material impact on its financial statements.

In February 2016, the FASB issued guidance to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. There continues to be a differentiation between finance leases and operating leases, however lease assets and lease liabilities arising from operating leases should now be recognized in the statement of financial position. New disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. In 2018, the FASB issued several updates to address certain practical expedients, codification improvements, and targeted improvements to the original guidance. The new guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company continues to review the new guidance but expects the new guidance to result in (i) a significant increase in assets due to the recognition of right-of-use assets on the balance sheet and (ii) a significant increase in liabilities due to the recognition of lease liabilities on the balance sheet, however the amount of these increases will not be quantified until closer to the adoption date. The Company's initial assessment, which is subject to change, is that the new guidance is not expected to have a significant impact on the statement of comprehensive income.

In January 2016, the FASB issued guidance that changes how entities measure equity investments and present changes in the fair value of financial liabilities. The new guidance requires entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in

fair value in net income unless the investments qualify for the new practicality exception. A practicality exception will apply to those equity investments that do not have a readily determinable fair value and do not qualify for the practical expedient to estimate fair value, and as such, these investments may be measured at cost. The new guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted the new guidance in the first quarter of 2018 with no material impact on its financial statements.

In May 2014, the FASB issued guidance to clarify the principles for recognizing revenue. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides a comprehensive framework for revenue recognition that supersedes current general revenue guidance and most industry-specific guidance. In addition, the guidance requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. In 2016, the FASB issued several updates to address implementation issues and to clarify guidance for principal versus agent considerations and identifying performance obligations and licensing. The Company adopted the new guidance on January 1, 2018, using the modified retrospective method, with no impact on its financial statements. The cumulative effect of initially applying the new guidance had no impact on the opening balance of retained earnings as of January 1, 2018. There was no impact on the condensed consolidated balance sheet as of June 30, 2018 or on the condensed

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**Table of Contents****BEASLEY BROADCAST GROUP, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

consolidated statements of comprehensive income for the three and six months ended June 30, 2018. The comparative information has not been restated and continues to be reported under the accounting guidance in effect for that period. The Company does not expect the new guidance to have a material impact on its financial statements in future periods.

**(3) Acquisitions and Dispositions***Greater Media Merger*

On November 1, 2016, (the Acquisition Date), the Company completed the acquisition of Greater Media, Inc. ( Greater Media ), pursuant to the merger agreement, dated as of July 19, 2016 by and among the Company, Greater Media, Beasley Media Group 2, Inc., an indirect wholly-owned subsidiary of the Company ( Merger Sub ), and Peter A. Bordes, Jr., as the Stockholders Representative (the Merger Agreement). On the Acquisition Date, Merger Sub was merged with and into Greater Media, with Greater Media surviving the merger as an indirect wholly-owned subsidiary of the Company (the Merger). As a result of the Merger, the Company added 21 radio stations in the Boston, MA, Detroit, MI, Charlotte, NC, Middlesex, NJ, Monmouth, NJ, Morristown, NJ and Philadelphia, PA markets.

On the Acquisition Date, in accordance with the Merger Agreement, the Company placed 867,679 shares of the Company's Class A common stock with a fair value of \$4.2 million in escrow. These escrow shares were to be distributed either to the Company for cancellation or to Greater Media based upon a working capital adjustment. As of the Acquisition Date based on the estimated working capital adjustment, the Company estimated that 189,915 shares of Class A common stock would be released to Greater Media and the remainder would be forfeited to the Company for cancellation. The estimated number of shares to be released to Greater Media had a fair value of \$0.9 million as of the Acquisition Date and were included in the purchase price. The estimated shares to be forfeited were not indexed to the Company's stock price and therefore were adjusted to fair value based on the Company's closing stock price on each reporting date with changes in fair value recorded in earnings. The estimated number of shares to be forfeited had a fair value of \$3.3 million as of the Acquisition Date.

Also, in accordance with the Merger Agreement, the purchase price was to be adjusted by certain proceeds from the sale of Greater Media's towers assets. Based on the proceeds from the tower sale, the former stockholders of Greater Media were required to return a certain number of shares of Class A common stock to the Company for cancellation. The Company accounted for this arrangement as contingent consideration subject to the ultimate sale of the tower assets. As of the Acquisition Date, the Company estimated the sales price of the towers to be \$28.0 million which resulted in the expected return of 650,759 shares. As of the Acquisition Date, the estimated number of shares to be returned had a fair value of \$3.4 million. On February 27, 2017, the former stockholders of Greater Media entered into an asset purchase agreement to sell the towers for \$28.0 million.

On December 29, 2017, the Company entered into a settlement agreement with Greater Media regarding the working capital adjustment and proceeds from the tower sale. As a result, all 867,679 shares held in escrow for the working capital adjustment were forfeited to the Company and recorded in treasury stock on March 15, 2018 and the former stockholders of Greater Media returned 470,480 shares to the Company related to the tower sale proceeds, which were recorded in treasury stock on March 15, 2018. The forfeited shares previously held in escrow for the working capital

adjustment had a fair value of \$11.6 million and \$8.8 million as of December 31, 2017 and March 15, 2018, respectively. The shares returned by the former stockholders of Greater Media related to the tower sale proceeds had a fair value of \$6.3 million and \$4.8 million as of December 31, 2017 and March 15, 2018, respectively.

The Company has engaged a third party to evaluate certain net operating loss carryforwards related to Greater Media, Inc. and several of its subsidiaries to determine the amount of net operating loss carryforwards that may be utilized by the Company in future tax returns. These evaluations have not been finalized, therefore an estimate of \$3.6 million for net operating loss carryforwards was included in the purchase price. The accounting for this item was not finalized before the end of the measurement period and any adjustment will now be recognized in current operations during the period in which the accounting is finalized.

Effective on the Acquisition Date, the Company entered into an agreement with the former CEO of Greater Media to provide consulting services for a period of one year. The costs associated with this agreement are reported in other operating expenses in the accompanying statement of comprehensive income for the three and six months ended June 30, 2017.

#### *Dispositions*

On January 6, 2017, the Company completed the sale of substantially all of the assets used or useful in the operations of WBT-AM, WBT-FM, WFNZ-AM and WLNK-FM in Charlotte, NC to Entercom Communications Corp. for \$24.0 million in cash. The Company repaid a portion of the outstanding balance under its credit facility with the sales proceeds. The Company recorded a \$0.3 million loss on disposition during the first quarter of 2017.



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On May 1, 2017, the Company completed the sale of substantially all of the assets used in the operations of WIKS-FM, WMGV-FM, WNCT-AM, WNCT-FM, WSFL-FM and WXNR-FM in its Greenville-New Bern-Jacksonville, NC market cluster to CMG Coastal Carolina, LLC for \$11.0 million in cash and a translator license and equipment with a fair value of \$0.3 million. The Company repaid a portion of the outstanding balance under its credit facility with the cash sales proceeds. The Company recorded a \$4.0 million gain on disposition during the second quarter of 2017.

*Asset Exchange*

On December 19, 2017, the Company completed an asset exchange with CBS Radio Stations, Inc., Entercom Boston, LLC, and The Entercom Divestiture Trust under which the Company agreed to exchange all of the assets used or useful in the operations of WMJX-FM in Boston, MA for all of the assets used or useful in the operations of WBZ-FM in Boston, MA. In addition, the Company also paid \$12.0 million in cash, which was partially financed with \$6.0 million in borrowings from the Company's credit facility and partially funded with \$6.0 million in cash from operations. The asset exchange broadened and diversified the Company's local radio broadcasting platform and revenue base in the Boston radio market. Further information regarding the asset exchange is included in Note 3 to the consolidated financial statements contained in Item 8 in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed on February 20, 2018.

The following unaudited pro forma information for the three and six months ended June 30, 2017 assumes that the acquisitions and dispositions had occurred on January 1, 2017. This unaudited pro forma information has been prepared based on estimates and assumptions, which management believes are reasonable, and is not necessarily indicative of what would have occurred had the acquisition been completed on January 1, 2017 or of results that may occur in the future.

|  | <b>Three<br/>months<br/>ended<br/>June 30, 2017</b> | <b>Six months<br/>ended<br/>June 30, 2017</b> |
|--|---|---|
| Net revenue                            | \$ 62,750,125                                       | \$ 119,848,124                                |
| Operating income                       | 10,152,616  | 15,705,941                                    |
| Net income                             | 3,208,535   | 3,782,447                                     |
| Basic and diluted net income per share | 0.12  | 0.14  |

*Pending Acquisition*

On July 19, 2018, the Company entered into an asset purchase agreement to acquire WXTU-FM in Philadelphia, PA from Entercom Communications Corp. for \$38.0 million in cash. The purchase price will be partially financed with borrowings from the Company's credit facility and partially funded with cash from operations. On July 19, 2018, the Company also entered into a local marketing agreement ( LMA ) and began operating WXTU-FM on July 23, 2018. During the term of the LMA agreement, the Company will include net revenues and station operating expenses,

including the associated LMA fee from operating WXTU-FM, in its consolidated financial statements. The acquisition, which is subject to approval by the Federal Communications Commission ( FCC ) and other customary closing conditions, is expected to close during the third or fourth quarter of 2018.

Table of Contents**BEASLEY BROADCAST GROUP, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****(4) Long-Term Debt**

Long-term debt is comprised of the following:

|                                      | <b>December 31,<br/>2017</b> | <b>June 30,<br/>2018</b> |
|--------------------------------------|------------------------------|--------------------------|
| Term loan                            | \$ 225,000,000               | \$ 220,000,000           |
| Revolving credit facility            |                              |                          |
| Capital lease obligations            | 630,874                      | 598,864                  |
|                                      | 225,630,874                  | 220,598,864              |
| Less unamortized debt issuance costs | (10,850,972)                 | (9,910,220)              |
|                                      | 214,779,902                  | 210,688,644              |
| Less current installments            | (2,314,020)                  | (65,561)                 |
|                                      | \$ 212,465,882               | \$ 210,623,083           |

As of June 30, 2018, the credit facility consisted of a term loan with a remaining balance of \$220.0 million and a revolving credit facility with a maximum commitment of \$20.0 million. As of June 30, 2018, the Company had \$20.0 million in available commitments under its revolving credit facility. At the Company's option, the credit facility may bear interest at either (i) the London Interbank Offered Rate ( LIBOR ) plus a margin of 4.0% or (ii) the base rate plus a margin of 3.0%. The LIBOR interest rate for the term loan is subject to a 1% floor. Interest payments are, for loans based on LIBOR, due at the end of each applicable interest period unless the interest period is longer than three months, in which case they are due at the end of each three month period. Interest payments for loans based on the base rate are due quarterly. The revolving credit facility carried interest, based on LIBOR, at 6.1% as of June 30, 2018 and matures on November 17, 2022. The term loan carried interest, based on LIBOR, at 6.1% as of June 30, 2018 and matures on November 1, 2023.

As of December 31, 2017, the credit facility consisted of a term loan with a remaining balance of \$225.0 million and a revolving credit facility with a maximum commitment of \$20.0 million. The revolving credit facility and term loan carried interest, based on LIBOR, at 5.5% as of December 31, 2017.

Commencing with the year ending December 31, 2018, the credit agreement requires mandatory prepayments equal to 50% of Excess Cash Flow (as defined in the credit agreement) when the Company's Total Leverage Ratio (as defined in the credit agreement) is greater than 3.5x; mandatory prepayments equal to 25% of Excess Cash Flow when the Total Leverage Ratio is less than or equal to 3.5x but greater than 3.0x; and no mandatory prepayments when the Total Leverage Ratio is less than or equal to 3.0x. Mandatory prepayments of Excess Cash Flow are due 95 days after year end. The credit agreement also requires mandatory prepayments for defined amounts from net proceeds of asset sales, net insurance proceeds, and net proceeds of debt issuances.

The credit agreement requires the Company to comply with certain financial covenants which are defined in the credit agreement. These financial covenants include a First Lien Leverage Ratio that will be tested at the end of each quarter. For the period from June 30, 2018 through December 31, 2018, the maximum First Lien Leverage Ratio is 6.0x. For the period from March 31, 2019 through December 31, 2019, the maximum First Lien Leverage Ratio is 5.75x. The maximum First Lien Leverage Ratio is 5.25x for March 31, 2020 and thereafter.

The credit facility is secured by substantially all assets of the Company and its subsidiaries and is guaranteed jointly and severally by the Company and its subsidiaries. If the Company defaults under the terms of the credit agreement, the Company and its subsidiaries may be required to perform under their guarantees. As of June 30, 2018, the maximum amount of undiscounted payments the Company and its applicable subsidiaries would have been required to make in the event of default was \$220.0 million. The guarantees for the credit facility expire on November 17, 2022 for the revolving credit facility and on November 1, 2023 for the term loan.

Failure to comply with financial covenants, scheduled interest payments, scheduled principal repayments, or any other terms of the credit agreement could result in the acceleration of the maturity of the Company's outstanding debt, which could have a material adverse effect on the Company's business or results of operations. As of June 30, 2018, the Company was in compliance with all applicable financial covenants under the credit agreement.

Table of Contents**BEASLEY BROADCAST GROUP, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

The aggregate scheduled principal repayments of the credit facility and capital lease obligations for the remainder of 2018, the next four years and thereafter are as follows:

|              |                       |
|--------------|-----------------------|
| 2018         | \$ 32,010             |
| 2019         | 67,101                |
| 2020         | 1,820,326             |
| 2021         | 2,323,700             |
| 2022         | 2,253,332             |
| Thereafter   | 214,102,395           |
| <b>Total</b> | <b>\$ 220,598,864</b> |

**(5) Revenue**

Revenue is comprised of the following:

|                        | <b>Three months ended</b> |                 | <b>Six months ended June 30,</b> |                |
|------------------------|---------------------------|-----------------|----------------------------------|----------------|
|                        | <b>June 30,</b>           | <b>June 30,</b> | <b>2017</b>                      | <b>2018</b>    |
|                        | <b>2017</b>               | <b>2018</b>     | <b>2017</b>                      | <b>2018</b>    |
| Commercial advertising | \$ 54,814,498             | \$ 53,414,405   | \$ 102,364,320                   | \$ 101,116,875 |
| Digital advertising    | 3,216,722                 | 4,121,798       | 6,399,849                        | 7,330,337      |
| Other                  | 2,982,194                 | 4,089,093       | 5,989,796                        | 8,331,711      |
|                        | \$ 61,013,414             | \$ 61,625,296   | \$ 114,753,965                   | \$ 116,778,923 |

The Company recognizes revenue when it satisfies a performance obligation under a contract with an advertiser. The transaction price is allocated to performance obligations based on executed contracts which represent relative standalone selling prices. Payment is generally due within 30 days although certain advertisers are required to pay in advance. Revenues are reported at the amount the Company expects to be entitled to receive under the contract. The Company has elected to use the practical expedient to expense sales commissions as incurred. Payments received from advertisers before the performance obligation is satisfied are recorded as deferred revenue in the balance sheet. Substantially all deferred revenue is recognized within twelve months of the payment date.

|                  |                     |                 |
|------------------|---------------------|-----------------|
|                  | <b>December 31,</b> | <b>June 30,</b> |
|                  | <b>2017</b>         | <b>2018</b>     |
| Deferred revenue | \$ 1,893,508        | \$ 3,305,989    |

**Three months ended June 30, Six months ended June 30,**  
**2017 2018 2017 2018**

|                       |            |            |            |            |
|-----------------------|------------|------------|------------|------------|
| Losses on receivables | \$ 722,882 | \$ 188,383 | \$ 838,779 | \$ 414,114 |
|-----------------------|------------|------------|------------|------------|

Commercial advertising includes revenue from the sale or trade of commercial spots to advertisers directly or through national, regional or local advertising agencies. Commercial spots may be aired or streamed. Each commercial spot is considered a performance obligation. Revenue is recognized when the commercial spots have aired or streamed. Trade sales are recorded at the estimated fair value of the goods or services received. If commercial spots are aired or streamed before the goods or services are received then a trade sales receivable is recorded. If goods or services are received before the commercial spots are aired or streamed then a trade sales payable is recorded.

|                        | <b>December 31,</b><br><b>2017</b> | <b>June 30,</b><br><b>2018</b> |
|------------------------|------------------------------------|--------------------------------|
| Trade sales receivable | \$ 1,550,172                       | \$ 1,475,097                   |
| Trade sales payable    | 1,276,170                          | 1,423,413                      |

|                     | <b>Three months ended</b><br><b>June 30,</b> |              | <b>Six months ended</b><br><b>June 30,</b> |              |
|---------------------|--|--------------|--|--------------|
|                     | <b>2017</b>                                  | <b>2018</b>  | <b>2017</b>                                | <b>2018</b>  |
| Trade sales revenue | \$ 2,126,125                                 | \$ 1,736,658 | \$ 4,772,553                               | \$ 3,619,088 |

**Table of Contents****BEASLEY BROADCAST GROUP, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

Digital advertising includes revenue from the sale of streamed commercial spots, station-owned assets and third party products. Each station-owned asset and third party product is considered a performance obligation. Station-owned assets are generally scheduled over a period of time and revenue is recognized over time as the digital items are used for advertising content. Third-party products are generally scheduled over a period of time with an impression target each month. Revenue from the sale of third-party products is recognized over time as the digital items are used for advertising content and impression targets are met each month.

Other revenue includes revenue from concerts, promotional events, talent fees and other miscellaneous items. Revenue is generally recognized when the event is completed, as the promotional events are completed, or as the talent services are completed.

**(6) Employee Benefit Plans**

Effective May 31, 2017, the Company terminated the Greater Media, Inc. Pension Plan (the Pension Plan). In December 2017, lump sum payments were made from the trust to participants who elected to receive a lump sum payment. In January 2018, a payment of \$52.0 million was made from the trust to an insurance company to purchase annuities for the remaining participants who elected to receive annuity payments. As a result of the termination, the Company recognized a \$1.0 million gain that was recorded in corporate general and administrative expenses for the six months ended June 30, 2018. This completes the recognition in earnings of the amount related to the Pension Plan that remained in accumulated other comprehensive income as of December 31, 2017.

**(7) Stock-Based Compensation**

The Beasley Broadcast Group, Inc. 2007 Equity Incentive Award Plan (the 2007 Plan) permits the Company to issue up to 7.5 million shares of Class A common stock. The 2007 Plan allows for eligible employees, directors and certain consultants of the Company to receive restricted stock units, shares of restricted stock, stock options or other stock-based awards. The restricted stock units and restricted stock awards that have been granted under the 2007 Plan generally vest over one to five years of service.

A summary of restricted stock unit activity is presented below:

|                              | <b>Restricted<br/>Stock<br/>Units</b> | <b>Weighted-<br/>Average<br/>Grant-Date<br/>Fair Value</b> |
|------------------------------|---------------------------------------|--|
| Unvested as of April 1, 2018 | 434,002                               | \$ 11.30   |
| Granted                      | 72,643                                | 10.61  |
| Vested                       | (7,310)                               | 11.08  |
| Forfeited                    |                                       |  |

|                              |         |    |       |
|------------------------------|---------|----|-------|
| Unvested as of June 30, 2018 | 499,335 | \$ | 10.57 |
|------------------------------|---------|----|-------|

A summary of restricted stock activity is presented below:

|                              | <b>Shares</b> |    | <b>Weighted-Average<br/>Grant-Date<br/>Fair<br/>Value</b> |
|------------------------------|---------------|----|---|
| Unvested as of April 1, 2018 | 165,486       | \$ | 6.58  |
| Granted                      |               |    |   |
| Vested                       | (8,700)       |    | 7.21  |
| Forfeited                    |               |    |   |
| Unvested as of June 30, 2018 | 156,786       | \$ | 6.54  |

As of June 30, 2018, there was \$5.1 million of total unrecognized compensation cost for restricted stock units and shares of restricted stock granted under the 2007 Plan. That cost is expected to be recognized over a weighted-average period of 2.1 years.



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**BEASLEY BROADCAST GROUP, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**(8) Income Taxes**

The Company's effective tax rate was approximately 52% and 28% for the three months ended June 30, 2017 and 2018, respectively, and approximately 25% and 57% for the six months ended June 30, 2017 and 2018, respectively. These rates differ from the federal statutory rate of 35% and 21% in 2017 and 2018, respectively, due to the effect of state income taxes and certain expenses that are not deductible for tax purposes. The effective tax rate for the six months ended June 30, 2018 also reflects a \$1.2 million increase due to the change in fair value of contingent consideration during that time period. The effective tax rate for the three and six months ended June 30, 2017 also reflects a \$0.9 million increase and a \$2.0 million decrease due to the change in fair value of contingent consideration during the three and six months ended June 30, 2017, respectively.

**(9) Related Party Transactions**

On June 18, 2018, the note receivable and accrued interest due from LN2 DB, LLC totaling \$187,618 was converted to additional equity in LN2 DB, LLC and the Company contributed an additional \$150,000 which maintained its ownership interest at approximately 20% of the outstanding units. The Company may be called upon to make additional pro rata cash contributions to LN2 DB, LLC in the future. LN2 DB, LLC is managed by Fowler Radio Group, LLC which is partially-owned by Mark S. Fowler, an independent director of the Company. In June 2018, George G. Beasley, Caroline Beasley, Bruce Beasley, Brian Beasley and other family members also invested in LN2 DB, LLC under a recapitalization plan.

On May 3, 2018, the Company entered into an agreement to lease a radio tower for one radio station in Tampa, FL from Beasley Family Towers, LLC, which is partially held by a trust for the benefit of Caroline Beasley, Bruce G. Beasley, Brian E. Beasley and other family members of George G. Beasley and partially owned directly by Caroline Beasley, Bruce G. Beasley, Brian E. Beasley and other family members. The lease agreement requires monthly payments of \$11,000 and expires on December 31, 2027 with an option to renew for four periods of five years each.

**(10) Financial Instruments**

The carrying amount of the Company's financial instruments including cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to the short term nature of these financial instruments.

The carrying amount of the Company's long-term debt, including the term loan, the revolving credit facility, capital lease obligations and current installments, as of June 30, 2018 was \$220.6 million which approximated fair value based on current market interest rates. The carrying amount of the Company's term loan as of December 31, 2017 was \$225.6 million which approximated fair value based on current market interest rates.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**General**

We are a radio broadcasting company whose primary business is operating radio stations throughout the United States. After completion of the acquisition of WXTU-FM from Entercom Communications, Corp., we will own and operate 64 radio stations in the following radio markets: Atlanta, GA, Augusta, GA, Boston, MA, Charlotte, NC, Detroit, MI, Fayetteville, NC, Fort Myers-Naples, FL, Las Vegas, NV, Middlesex, NJ, Monmouth, NJ, Morristown, NJ, Philadelphia, PA, Tampa-Saint Petersburg, FL, West Palm Beach-Boca Raton, FL, and Wilmington, DE. We refer to each group of radio stations in each radio market as a market cluster.

**Recent Developments**

On July 19, 2018, we entered into an asset purchase agreement to acquire WXTU-FM in Philadelphia, PA from Entercom Communications Corp. for \$38.0 million in cash. The purchase price will be partially financed with borrowings from our credit facility and partially funded with cash from operations. On July 19, 2018, we also entered into a local marketing agreement ( LMA ) and began operating WXTU-FM on July 23, 2018. During the term of the LMA agreement, we will include net revenues and station operating expenses, including the associated LMA fee, from operating WXTU-FM in our consolidated financial statements. The acquisition, which is subject to approval by the Federal Communications Commission ( FCC ) and other customary closing conditions, is expected to close during the third or fourth quarter of 2018.

**Cautionary Note Regarding Forward-Looking Statements**

This report contains forward-looking statements about the Company within the meaning of the Private Securities Litigation Reform Act of 1995, which relate to future, not past, events. All statements other than statements of historical fact included in this document are forward-looking statements. These forward-looking statements are based on the current beliefs and expectations of the Company's management and are subject to known and unknown risks and uncertainties. Forward-looking statements, which address the Company's expected business and financial performance and financial condition, among other matters, contain words such as: expects, anticipates, intends, plans, believes, estimates, may, will, plans, projects, could, should, would, seek, forecast, or other similar terms.

Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that the expectations will be attained or that any deviation will not be material. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The Company undertakes no obligation to update or revise any forward-looking statements.

Forward-looking statements involve a number of risks and uncertainties, and actual results or events may differ materially from those projected or implied in those statements. Factors that could cause actual results or events to differ materially from these forward-looking statements include, but are not limited to:

- external economic forces that could have a material adverse impact on the Company's advertising revenues and results of operations;

the ability of the Company's radio stations to compete effectively in their respective markets for advertising revenues;

the ability of the Company to respond to changes in technology, standards and services that affect the radio industry;

audience acceptance of the Company's content, particularly its radio programs;

the Company's substantial debt levels and the potential effect of restrictive debt covenants on the Company's operational flexibility and ability to pay dividends;

the Company's dependence on federally issued licenses subject to extensive federal regulation;

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the risk that the Company's FCC broadcasting licenses and/or goodwill could become impaired;

the failure or destruction of the internet, satellite systems and transmitter facilities that the Company depends upon to distribute its programming;

disruptions or security breaches of the Company's information technology infrastructure;

actions by the FCC or new legislation affecting the radio industry;

the loss of key personnel;

the fact that the Company is controlled by the Beasley family, which creates difficulties for any attempt to gain control of the Company;

our ability to integrate acquired businesses and achieve fully the strategic and financial objectives related thereto and their impact on our financial condition and results of operations;

other economic, business, competitive, and regulatory factors affecting the businesses of the Company, including those set forth in the Company's filings with the SEC.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. We do not intend, and undertake no obligation, to update any forward-looking statement.

**Financial Statement Presentation**

The following discussion provides a brief description of certain key items that appear in our financial statements and general factors that impact these items.

*Net Revenue.* Our net revenue is primarily derived from the sale of commercial spots to advertisers directly or through national, regional or local advertising agencies. Revenues are reported at the amount we expect to be entitled to receive under the contract. Local revenue generally consists of commercial advertising sales, digital advertising sales and other sales to advertisers in a radio station's local market either directly to the advertiser or through the advertiser's agency. National revenue generally consists of commercial advertising sales through advertiser agencies. National advertiser agencies generally purchase advertising for multiple markets. National sales are generally facilitated by our national representation firm, which serves as our agent in these transactions.

Our net revenue is generally determined by the advertising rates that we are able to charge and the number of advertisements that we can broadcast without jeopardizing listener levels. Advertising rates are primarily based on the following factors:

a radio station's audience share in the demographic groups targeted by advertisers as measured principally by periodic reports issued by Nielson Audio;

the number of radio stations, as well as other forms of media, in the market competing for the attention of the same demographic groups;

the supply of, and demand for, radio advertising time; and

the size of the market.

Our net revenue is affected by general economic conditions, competition and our ability to improve operations at our market clusters. Seasonal revenue fluctuations are also common in the radio broadcasting industry and are primarily due to variations in advertising expenditures by local and national advertisers. Our revenues are typically lowest in the first calendar quarter of the year.

We use trade sales agreements to reduce cash paid for operating costs and expenses by exchanging advertising airtime for goods or services; however, we endeavor to minimize trade revenue in order to maximize cash revenue from our available airtime.

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We also continue to invest in digital support services to develop and promote our radio station websites. We derive revenue from our websites through the sale of advertiser promotions and advertising on our websites and the sale of advertising airtime during audio streaming of our radio stations over the internet. We also generate revenue from selling other digital products.

*Operating Expenses.* Our operating expenses consist primarily of (i) programming, engineering, sales, advertising and promotion, and general and administrative expenses incurred at our radio stations, (ii) general and administrative expenses, including compensation and other expenses, incurred at our corporate offices, and (iii) depreciation and amortization. We strive to control our operating expenses by centralizing certain functions at our corporate offices and consolidating certain functions in each of our market clusters.

**Critical Accounting Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect reported amounts and related disclosures. We consider an accounting estimate to be critical if:

it requires assumptions to be made that were uncertain at the time the estimate was made; and

changes in the estimate or different estimates that could have been selected could have a material impact on our results of operations or financial condition.

Our critical accounting estimates are described in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2017. There have been no material changes to our critical accounting estimates during the second quarter of 2018.

**Recent Accounting Pronouncements**

Recent accounting pronouncements are described in Note 2 to the accompanying financial statements.

**Three Months Ended June 30, 2018 Compared to the Three Months Ended June 30, 2017**

The following summary table presents a comparison of our results of operations for the three months ended June 30, 2017 and 2018 with respect to certain of our key financial measures. These changes illustrated in the table are discussed in greater detail below. This section should be read in conjunction with the financial statements and notes to financial statements included in Item 1 of this report.

|   | Three Months ended |               | Change     |       |
|---|--------------------|---------------|------------|-------|
|   | 2017               | 2018          | \$         | %     |
| Net revenue                                   | \$ 61,013,414      | \$ 61,625,296 | \$ 611,882 | 1.0%  |
| Station operating expenses                    | 44,912,998         | 44,967,293    | 54,295     | 0.1   |
| Corporate general and administrative expenses | 4,488,482          | 4,440,299     | (48,183)   | (1.1) |

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|  |             |           |             |         |
|--|-------------|-----------|-------------|---------|
| Gain on disposition                              | 3,977,449   |           | (3,977,449) | (100.0) |
| Change in fair value of contingent consideration | (2,391,342) |           | 2,391,342   | 100.0   |
| Termination of postretirement benefits plan      | 1,812,448   |           | (1,812,448) | (100.0) |
| Interest expense                                 | 4,752,044   | 3,805,575 | (946,469)   | (19.9)  |
| Income tax expense                               | 4,224,649   | 1,958,776 | (2,265,873) | (53.6)  |
| Net income                                       | 3,905,521   | 4,918,612 | 1,013,091   | 25.9    |

*Net Revenue.* Net revenue increased \$0.6 million during the three months ended June 30, 2018 as compared to the three months ended June 30, 2017. Significant factors affecting net revenue included \$2.4 million in additional advertising revenue in Boston from the asset exchange completed on December 19, 2017, partially offset by a \$0.5 million decrease due to the disposition of our Greenville-New Bern-Jacksonville market cluster on May 1, 2017. Net revenue for the three months ended June 30, 2018 was comparable to net revenue for the same period in 2017 at our remaining market clusters.

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*Station Operating Expenses.* Station operating expenses during the three months ended June 30, 2018 were flat compared to the same period in 2017. However, station operating expenses for the three months ended June 30, 2018 included \$2.3 million in additional expenses from the asset exchange, partially offset by a \$0.5 million decrease in station operating expenses due to the disposition of our Greenville-New Bern-Jacksonville market cluster and a \$0.6 million decrease in station operating expenses at our Detroit market cluster. Station operating expenses for the three months ended June 30, 2018 were comparable to station operating expenses for the same period in 2017 at our remaining market clusters.

*Corporate General and Administrative Expenses.* Corporate general and administrative expenses during the three months ended June 30, 2018 were comparable to corporate general and administrative expenses for the same period in 2017.

*Gain on Disposition.* On May 1, 2017, we completed the disposition of our Greenville-New Bern-Jacksonville market cluster. As a result of the disposition we recorded a gain of \$4.0 million during the three months ended June 30, 2017.

*Change in Fair Value of Contingent Consideration.* In connection with the acquisition of Greater Media, a certain number of shares of our Class A common stock placed in escrow on the acquisition date were forfeited based on a working capital adjustment. The fair value of the estimated number of shares to be forfeited decreased \$1.2 million due to a change in our stock price over the three months ended June 30, 2017. In addition, a number of shares of our Class A common stock were returned to us by the former stockholders of Greater Media based on certain proceeds from the sale of Greater Media's tower assets. The fair value of the estimated number of shares to be returned decreased \$1.2 million due to a change in our stock price over the three months ended June 30, 2017.

*Termination of Postretirement Benefits Plan.* Effective May 31, 2017, we terminated the Greater Media postretirement medical and life insurance benefits plan. As a result of the plan termination, we reversed the accrued liability of \$1.8 million during the three months ended June 30, 2017.

*Interest Expense.* Interest expense decreased \$0.9 million during the three months ended June 30, 2018 as compared to the three months ended June 30, 2017. The primary factors affecting interest expense was the decrease in long-term debt outstanding and the applicable interest rate.

*Income Tax Expense.* Our effective tax rate was approximately 52% and 28% for the three months ended June 30, 2017 and 2018, respectively. These rates differ from the federal statutory rate of 35% and 21% in 2017 and 2018, respectively, due to the effect of state income taxes and certain expenses that are not deductible for tax purposes. The effective tax rate for the three months ended June 30, 2017 also reflects a \$0.9 million increase due to the change in fair value of contingent consideration during that time period.

*Net Income.* Net income during the three months ended June 30, 2018 was \$4.9 million, an increase of \$1.0 million compared to net income of \$3.9 million during the three months ended June 30, 2017 as a result of the factors described above.

**Six Months Ended June 30, 2018 Compared to the Six Months Ended June 30, 2017**

The following summary table presents a comparison of our results of operations for the six months ended June 30, 2017 and 2018 with respect to certain of our key financial measures. These changes illustrated in the table are discussed in greater detail below. This section should be read in conjunction with the financial statements and notes to financial statements included in Item 1 of this report.



|  | Six Months ended June 30, |                | Change       |         |
|--|---------------------------|----------------|--------------|---------|
|  | 2017                      | 2018           | \$           | %       |
| Net revenue                                      | \$ 114,753,965            | \$ 116,778,923 | \$ 2,024,958 | 1.8%    |
| Station operating expenses                       | 88,862,592                | 90,480,140     | 1,617,548    | 1.8     |
| Corporate general and administrative expenses    | 7,718,579                 | 7,722,772      | 4,193        | 0.1     |
| Gain on dispositions, net                        | 3,707,993                 |                | (3,707,993)  | (100.0) |
| Change in fair value of contingent consideration | 5,141,950                 | (4,415,925)    | (9,557,875)  | (185.9) |
| Termination of postretirement benefits plan      | 1,812,448                 |                | (1,812,448)  | (100.0) |
| Interest expense                                 | 9,579,383                 | 7,430,815      | (2,148,568)  | (22.4)  |
| Income tax expense                               | 3,809,791                 | 2,339,277      | (1,470,514)  | (38.6)  |
| Net income                                       | 11,392,017                | 1,757,420      | (9,634,597)  | (84.6)  |

*Net Revenue.* Net revenue increased \$2.0 million during the six months ended June 30, 2018 as compared to the six months ended June 30, 2017. Significant factors affecting net revenue included \$6.8 million in additional advertising revenue in Boston from the asset exchange completed on December 19, 2017, partially offset by a \$2.0 million decrease due to the disposition of our Greenville-New Bern-Jacksonville market cluster on May 1, 2017. Net revenue for the six months ended June 30, 2018 was comparable to net revenue for the same period in 2017 at our remaining market clusters.

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*Station Operating Expenses.* Station operating expenses increased \$1.6 million during the six months ended June 30, 2018 as compared to the six months ended June 30, 2017. Significant factors affecting station operating expenses included \$6.3 million in additional expenses from the asset exchange, partially offset by a \$1.8 million decrease in station operating expenses due to the disposition of our Greenville-New Bern-Jacksonville market cluster and a \$0.8 million decrease in station operating expenses at our Detroit market cluster. Station operating expenses for the six months ended June 30, 2018 were comparable to station operating expenses for the same period in 2017 at our remaining market clusters.

*Corporate General and Administrative Expenses.* Corporate general and administrative expenses during the six months ended June 30, 2018 were comparable to the same period in 2017. However, corporate general and administrative expenses included a \$0.7 million increase in cash compensation expense, which was primarily due to an increase in the number of employees at our corporate offices, offset by a \$1.0 million gain as a result of the Greater Media pension plan termination.

*Gain on Dispositions, Net.* On May 1, 2017, we completed the disposition of our Greenville-New Bern-Jacksonville market cluster. As a result of the disposition we recorded a gain of \$4.0 million during the second quarter of 2017. On January 6, 2017, we completed the sale of substantially all of the assets used or useful in the operations of WBT-AM, WBT-FM, WFNZ-AM and WLNK-FM in Charlotte, NC. As a result of the disposition we recorded a \$0.3 million loss during the first quarter of 2017.

*Change in Fair Value of Contingent Consideration.* In connection with the acquisition of Greater Media, a certain number of shares of our Class A common stock placed in escrow on the acquisition date were forfeited based on a working capital adjustment. The fair value of the forfeited shares decreased \$2.9 million due to a change in our stock price from January 1, 2018 to March 15, 2018, the date the forfeited shares were recorded in treasury stock. The fair value of the estimated number of shares to be forfeited increased \$2.5 million over the six months ended June 30, 2017. In addition, a number of shares of our Class A common stock were returned to us by the former stockholders of Greater Media based on certain proceeds from the sale of Greater Media's tower assets. The fair value of the returned shares decreased \$1.6 million due to a change in our stock price from January 1, 2018 to March 15, 2018, the date the returned shares were recorded in treasury stock. The fair value of the estimated number of shares to be returned increased \$2.6 million over the six months ended June 30, 2017.

*Termination of Postretirement Benefits Plan.* Effective May 31, 2017, we terminated the Greater Media postretirement medical and life insurance benefits plan. As a result of the plan termination, we reversed the accrued liability of \$1.8 million during the six months ended June 30, 2017.

*Interest Expense.* Interest expense decreased \$2.1 million during the six months ended June 30, 2018 as compared to the six months ended June 30, 2017. The primary factors affecting interest expense was the decrease in long-term debt outstanding and the applicable interest rate.

*Income Tax Expense.* Our effective tax rate was approximately 25% and 57% for the six months ended June 30, 2017 and 2018, respectively. These rates differ from the federal statutory rate of 35% and 21% in 2017 and 2018, respectively, due to the effect of state income taxes and certain expenses that are not deductible for tax purposes. The effective tax rate for the six months ended June 30, 2018 also reflects a \$1.2 million increase due to the change in fair value of contingent consideration during that time period. The effective tax rate for the six months ended June 30, 2017 also reflects a \$2.0 million decrease due to the change in fair value of contingent consideration during that time period.

*Net Income.* Net income during the six months ended June 30, 2018 was \$1.8 million, a decrease of \$9.6 million compared to net income of \$11.4 million during the six months ended June 30, 2017 as a result of the factors described above.

### **Liquidity and Capital Resources**

*Overview.* Our primary sources of liquidity are internally generated cash flow and our revolving credit facility. Our primary liquidity needs have been, and for the next twelve months and thereafter, are expected to continue to be, for working capital, debt service, and other general corporate purposes, including capital expenditures and radio station acquisitions. Historically, our capital expenditures have not been significant. In addition to property and equipment associated with radio station acquisitions, our capital expenditures have generally been, and are expected to continue to be, related to the maintenance of our studio and office space and the technological improvement, including upgrades necessary to broadcast HD Radio, and maintenance of our broadcasting towers and equipment. We have also purchased or constructed office and studio space in some of our markets to facilitate the consolidation of our operations.

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Our credit agreement permits us to repurchase sufficient shares of our common stock to fund withholding taxes in connection with the vesting of restricted stock units and shares of restricted stock, subject to compliance with financial covenants, up to an aggregate amount of \$2.5 million per year. We paid approximately \$68,000 to repurchase 6,328 shares during the six months ended June 30, 2018.

Our credit agreement restricts our ability to pay cash dividends and to repurchase additional shares of our common stock. The credit agreement does permit, however, (i) additional dividends of up to an aggregate amount of \$7.5 million each year if our Total Leverage Ratio is greater than 3.5x and up to an aggregate amount of \$10.0 million each year if our Total Leverage Ratio is less than or equal to 3.5x, (ii) an amount equal to our excess cash flow each year that is not required to prepay the credit agreement, subject to maintaining a Total Leverage Ratio of no greater than 3.75x and (iii) unlimited dividends each year if our Total Leverage Ratio is less than 3.5x and our First Lien Leverage Ratio (as defined in the credit agreement) is less than 2.5x. We paid cash dividends of \$2.7 million during the six months ended June 30, 2018. Also, on May 31, 2018, our board of directors declared a cash dividend of \$0.05 per share on our Class A and Class B common stock. The dividend of \$1.4 million in the aggregate was paid on July 6, 2018, to stockholders of record on June 29, 2018.

We expect to provide for future liquidity needs through one or a combination of the following sources of liquidity:

internally generated cash flow;

our revolving credit facility;

additional borrowings, other than under our revolving credit facility, to the extent permitted; and

additional equity offerings.

We believe that we will have sufficient liquidity and capital resources to permit us to provide for our liquidity requirements and meet our financial obligations for the next twelve months. However, poor financial results or unanticipated expenses could give rise to defaults under our credit facility, additional debt servicing requirements or other additional financing or liquidity requirements sooner than we expect, and we may not secure financing when needed or on acceptable terms.

Our ability to reduce our total leverage ratio, as defined by our credit agreement, by increasing operating cash flow and/or decreasing long-term debt will determine how much, if any, of the remaining commitments under our revolving credit facility will be available to us in the future. Poor financial results or unanticipated expenses could result in our failure to maintain or lower our total leverage ratio and we may not be permitted to make any additional borrowings under our revolving credit facility.

*Cash Flows.* The following summary table presents a comparison of our capital resources for the six months ended June 30, 2017 and 2018 with respect to certain of our key measures affecting our liquidity. The changes set forth in the table are discussed in greater detail below. This section should be read in conjunction with the financial statements and notes to financial statements included in Item 1 of this report.

|  | <b>Six Months ended June 30,</b> |               |
|--|----------------------------------|---------------|
|  | <b>2017</b>                      | <b>2018</b>   |
| Net cash provided by operating activities            | \$ 10,656,422                    | \$ 10,982,567 |
| Net cash provided by (used in) investing activities  | 32,139,890                       | (2,329,499)   |
| Net cash used in financing activities                | (46,074,363)                     | (7,753,709)   |
| Net increase (decrease) in cash and cash equivalents | \$ (3,278,051)                   | \$ 899,359    |

*Net Cash Provided By Operating Activities.* Net cash provided by operating activities increased \$0.3 million during the six months ended June 30, 2018 as compared to the six months ended June 30, 2017. Significant factors affecting this increase in net cash provided by operating activities included a \$2.1 million decrease in interest payments, a \$1.4 million decrease in income tax payments, and a \$1.3 million decrease in expenses related to acquisitions and dispositions in 2017, partially offset by a \$3.8 million decrease in cash receipts from the sale of advertising airtime and a \$0.9 million increase in cash paid for corporate general and administrative expenses.

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*Net Cash Provided By (Used In) Investing Activities.* Net cash used in investing activities during the six months ended June 30, 2018 included payments of \$2.1 million for capital expenditures. Net cash provided by investing activities for the same period in 2017 included proceeds of \$35.0 million from the disposition of radio stations in Charlotte and Greenville-New Bern-Jacksonville, partially offset by payments of \$1.6 million for capital expenditures and payments of \$1.1 million for translator licenses.

*Net Cash Used In Financing Activities.* Net cash used in financing activities during the six months ended June 30, 2018 included repayments of \$5.0 million under our credit facility and payments of \$2.7 million for cash dividends. Net cash used in financing activities for the same period in 2017 included repayments of \$43.0 million under our credit facility, payments of \$2.6 million for cash dividends and payments of \$0.5 million for repurchases of our Class A common stock.

*Credit Facility.* As of June 30, 2018, the credit facility consisted of a term loan with a remaining balance of \$220.0 million and a revolving credit facility with a maximum commitment of \$20.0 million. As of June 30, 2018, we had \$20.0 million in available commitments under our revolving credit facility. At our option, the credit facility may bear interest at either (i) LIBOR plus a margin of 4.0% or (ii) the base rate plus a margin of 3.0%. The LIBOR interest rate for the term loan is subject to a 1% floor. Interest payments are, for loans based on LIBOR, due at the end of each applicable interest period unless the interest period is longer than three months, in which case they are due at the end of each three month period. Interest payments for loans based on the base rate are due quarterly. The revolving credit facility carried interest, based on LIBOR, at 6.1% as of June 30, 2018 and matures on November 17, 2022. The term loan carried interest, based on LIBOR, at 6.1% as of June 30, 2018 and matures on November 1, 2023.

Commencing with the year ending December 31, 2018, the credit agreement requires mandatory prepayments equal to 50% of Excess Cash Flow (as defined in the credit agreement) when our Total Leverage Ratio (as defined in the credit agreement) is greater than 3.5x; mandatory prepayments equal to 25% of Excess Cash Flow when our Total Leverage Ratio is less than or equal to 3.5x but greater than 3.0x; and no mandatory prepayments when our Total Leverage Ratio is less than or equal to 3.0x. Mandatory prepayments of Excess Cash Flow are due 95 days after year end. The credit agreement also requires mandatory prepayments for defined amounts from net proceeds of asset sales, net insurance proceeds, and net proceeds of debt issuances.

The credit agreement requires us to comply with certain financial covenants which are defined in the credit agreement. These financial covenants include a First Lien Leverage Ratio that will be tested at the end of each quarter. For the period from June 30, 2018 through December 31, 2018, the maximum First Lien Leverage Ratio is 6.0x. For the period from March 31, 2019 through December 31, 2019, the maximum First Lien Leverage Ratio is 5.75x. The maximum First Lien Leverage Ratio is 5.25x for March 31, 2020 and thereafter.

The credit facility is secured by substantially all assets of the Company and its subsidiaries and is guaranteed jointly and severally by the Company and its subsidiaries. If we default under the terms of the credit agreement, the Company and its subsidiaries may be required to perform under their guarantees. As of June 30, 2018, the maximum amount of undiscounted payments the Company and its applicable subsidiaries would have been required to make in the event of default was \$220.0 million. The guarantees for the credit facility expire on November 17, 2022 for the revolving credit facility and on November 1, 2023 for the term loan.

Failure to comply with financial covenants, scheduled interest payments, scheduled principal repayments, or any other terms of our credit agreement could result in the acceleration of the maturity of our outstanding debt, which could have a material adverse effect on our business or results of operations. As of June 30, 2018, we were in compliance with all applicable financial covenants under our credit agreement.

The aggregate scheduled principal repayments of the credit facility and capital lease obligations for the remainder of 2018, the next four years and thereafter are as follows:

|              |                       |
|--------------|-----------------------|
| 2018         | \$ 32,010             |
| 2019         | 67,101                |
| 2020         | 1,820,326             |
| 2021         | 2,323,700             |
| 2022         | 2,253,332             |
| Thereafter   | 214,102,395           |
| <b>Total</b> | <b>\$ 220,598,864</b> |

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not required for smaller reporting companies.

**ITEM 4. CONTROLS AND PROCEDURES.**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective as of the end of the period covered by this report.

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



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We currently and from time to time are involved in litigation and are the subject of threats of litigation that are incidental to the conduct of our business. These include indecency claims and related proceedings at the FCC as well as claims and threatened claims by private third parties. However, we are not a party to any lawsuit or other proceedings, or the subject of any threatened lawsuit or other proceedings, which, in the opinion of management, is likely to have a material adverse effect on our financial condition or results of operations.

**ITEM 1A. RISK FACTORS.**

The risk factors affecting our Company are described in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2017. There have been no material changes to the risks affecting our Company during the second quarter of 2018.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

The following table presents information with respect to purchases we made of our Class A common stock during the three months ended June 30, 2018.

| <b>Period</b>    | <b>Total Number of Shares Purchased</b> | <b>Average Price Paid per Share</b> | <b>Total Number of Shares Purchased as Part of Publicly Announced Program</b> | <b>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program</b> |
|------------------|---|-------------------------------------|---|---|
| April 1 30, 2018 | 1,675                                   | \$ 10.34                            |   |   |
| May 1 31, 2018   | 917                                     | 10.83                               |   |   |
| June 1 30, 2018  | 1,411                                   | 11.41                               |   |   |
| Total            | 4,003                                   |                                     |   |   |

On March 27, 2007, our board of directors approved the Beasley Broadcast Group, Inc. 2007 Equity Incentive Award Plan (the 2007 Plan ). The original ten year term of the 2007 Plan ended on March 27, 2017. Our stockholders approved an amendment to the 2007 Plan at the Annual Meeting of Stockholders on June 8, 2017 to, among other things, extend the term of the 2007 Plan until March 27, 2027. The 2007 Plan permits us to purchase sufficient shares to fund withholding taxes in connection with the vesting of restricted stock units and shares of restricted stock. Our credit agreement permits us to repurchase sufficient shares of our common stock to fund withholding taxes in connection with the vesting of restricted stock units and shares of restricted stock, subject to compliance with financial covenants, up to an aggregate amount of \$2.5 million per year. All shares purchased during the three months ended June 30, 2018, were purchased to fund withholding taxes in connection with the vesting of restricted stock units and

shares of restricted stock.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**ITEM 5. OTHER INFORMATION.**

None.

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| Exhibit |   |
|---------|---|
| Number  | Description   |
| 31.1    | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) (17 CFR 240.15d-14(a)).</u>                            |
| 31.2    | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) (17 CFR 240.15d-14(a)).</u>                            |
| 32.1    | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(b)/15d-14(b) (17 CFR 240.15d-14(b)) and 18 U.S.C. Section 1350.</u> |
| 32.2    | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(b)/15d-14(b) (17 CFR 240.15d-14(b)) and 18 U.S.C. Section 1350.</u> |
| 101.INS | XBRL Instance Document.   |
| 101.SCH | XBRL Taxonomy Extension Schema Document.  |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document.   |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document.  |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document.   |

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**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 thereunto duly authorized.

**BEASLEY BROADCAST GROUP, INC.**

Dated: August 6, 2018

/s/ Caroline Beasley

Name: Caroline Beasley

Title: Chief Executive Officer (principal executive officer)

Dated: August 6, 2018

/s/ Marie Tedesco

Name: Marie Tedesco

Title: Chief Financial Officer (principal financial and accounting officer)