

CUMULUS MEDIA INC
 Form 4
 May 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock, par value \$0.01 per share | 05/08/2015 | | P | 81,174 A | \$ 2.1108 60,716,485 (1) (2) | I | See Footnotes (1) (2) |
| Class A Common Stock, par value \$0.01 per share | 05/11/2015 | | P | 350,999 A | \$ 2.319 61,067,484 (1) (2) | I | See Footnotes (1) (2) |

share

Class A
Common
Stock, par
value
\$0.01 per
share

05/12/2015

P

375,000 A

\$ 61,442,484
2.3423 (1) (2)

I

See
Footnotes
(1) (2)

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

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

SEC 1474
(9-02)

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

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X X

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

X X

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

X X

NEW YORK, NY 10065

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

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

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

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

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

Signatures

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

05/12/2015

__Signature of Reporting Person

Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.