

CUMULUS MEDIA INC  
Form 8-K  
April 30, 2019

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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 30, 2019

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CUMULUS MEDIA INC.  
(Exact name of registrant as specified in its charter)

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|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 000-24525                   | 82-5134717                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS employer<br>Identification No.) |

|  |            |
|--|------------|
| 3280 Peachtree Road, NW, Suite 2200,<br>Atlanta GA | 30305      |
| (Address of principal executive offices)           | (Zip Code) |

Registrant's telephone number, including area code (404) 949-0700

n/a

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this

chapter).

Emerging growth company o

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.

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Item 5.07 - Submission of Matters to a Vote of Security Holders

The 2019 annual meeting of stockholders (the “Annual Meeting”) of Cumulus Media Inc. (the “Company”) was held on April 30, 2019. The results of voting on the proposals submitted to a vote of the Company’s stockholders at the 2019 Annual Meeting were as follows:

Proposal No. 1 (Election of Directors):

| Nominee            | Votes For  | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Mary G. Berner     | 10,788,808 | 160,646        | 269,460          |
| David M. Baum      | 10,788,808 | 160,646        | 269,460          |
| Matthew C. Blank   | 10,788,808 | 160,646        | 269,460          |
| Thomas H. Castro   | 10,788,808 | 160,646        | 269,460          |
| Joan Hogan Gillman | 10,788,808 | 160,646        | 269,460          |
| Andrew W. Hobson   | 10,788,808 | 160,646        | 269,460          |
| Brian G. Kushner   | 10,788,808 | 160,646        | 269,460          |

As a result of the foregoing vote, each of the seven listed nominees were elected to serve as directors of the Company until the Company’s next annual meeting of stockholders and until their successors are elected and qualified.

Proposal No. 2 (Proposal to approve, on an advisory basis, the compensation paid to the Company’s named executive officers):

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-----------|---------------|---------|------------------|
| 9,073,000 | 1,764,715     | 111,739 | 269,460          |

As a result of the foregoing, the proposal to approve, on an advisory basis, the compensation paid to the Company’s named executive officers was approved.

Proposal No. 3 (Proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2019):

| Votes For  | Votes Against | Abstain |
|------------|---------------|---------|
| 11,185,918 | 32,769        | 227     |

As a result of the foregoing, the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2019 was approved.

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 hereunto duly authorized.

CUMULUS MEDIA INC.

By: /s/ John Abbot

Name: John Abbot

Title: Executive Vice President, Treasurer and Chief Financial Officer

Date: April 30, 2019