

CITADEL BROADCASTING CORP

Form 8-K

February 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the**

**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 17, 2011**

**CITADEL BROADCASTING CORPORATION**

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

**DELAWARE**  
**(State or other jurisdiction**

**of incorporation)**

**001-31740**  
**(Commission**

**File Number)**

**51-0405729**  
**(IRS Employer**

**Identification No.)**

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**7690 W. Cheyenne Avenue, Suite 220**

**Las Vegas, Nevada 89129**

**(Address of Principal executive offices, including Zip Code)**

**(702) 804-5200**

**(Registrant's telephone number, including area code)**

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

**Item 8.01 Other Events.**

On February 17, 2011, Citadel Broadcasting Corporation ( Citadel ) issued a press release announcing it had entered into an agreement providing for exclusive negotiations for a potential merger with Cumulus Media Inc. A copy of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference in its entirety.

The information in the Exhibits attached hereto shall not be deemed filed for purposes of Section 18 of the U.S. Securities Exchange Act of 1934, as amended, nor shall such exhibits be incorporated by reference in any filing under the U.S. Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release of Citadel released on February 17, 2011 (solely furnished and not filed for purposes of Item 8.01).

**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.

**CITADEL BROADCASTING CORPORATION**

Date: February 17, 2011

By:	<i>/s/ Randy L. Taylor</i>
Name:	<b>Randy L. Taylor</b>
Title:	<b>Senior Vice President and Chief Financial Officer</b>

**EXHIBIT INDEX**

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