## **CUMULUS MEDIA INC**

Form 4

November 30, 2011

## FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

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Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations

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 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

may continue.

1. Name and Address of Reporting Person * MARCUS JEFFREY			Symbol	2. Issuer Name and Ticker or Trading Symbol CUMULUS MEDIA INC [CMLS]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)  C/O CRESTVIEW ADVISORS, L.L.C., 667 MADISON AVENUE,			(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2011				_X Director 10% Owner Officer (give title Other (specify below)		
10TH FLOOR (Street)  NEW YORK, NY 10065				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit		erson red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Exec any		3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D)	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)
Filer does not beneficially own securities of issuer (1)	11/28/2011			P	0	A	\$ 2.9022	0	I	See footnote (1)
Filer does not beneficially own securities of	11/29/2011			P	0	A	\$ 2.906	0	I	See footnote (1)

issuer (1)

Filer does

not

beneficially own

11/30/2011

P

See footnote (1)

Ι

securities of issuer (1)

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

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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 2. Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative

Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

5. TransactionNumber Code of (Instr. 8) Derivative Securities

> Acquired (A) or

6. Date Exercisable and 7. Title and **Expiration Date** (Month/Day/Year)

Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5)

Own Follo Repo Trans (Insti

9. Nu

Deriv

Secu

Bene

Disposed of (D) (Instr. 3, 4, and 5)

> Expiration Title Number Date Exercisable Date

Amount or of

Shares

**Reporting Owners** 

Reporting Owner Name / Address

Relationships

Code V (A) (D)

Director 10% Owner Officer Other

**MARCUS JEFFREY** C/O CRESTVIEW ADVISORS, L.L.C. 667 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10065

\*\*Signature of Reporting Person

X

**Signatures** 

/s/ EVELYN C. PELLICONE, as attorney-in-fact

11/30/2011

Date

Reporting Owners 2

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## **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).
  - The reporting person is a member of the board of directors of the issuer and is a Managing Director of Crestview, L.L.C., which is the general partner of Crestview Partners II GP, L.P., which serves as the general partner of Crestview Partners II, L.P., Crestview Partners II (TE), L.P., Crestview Partners (FF), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman),
- (1) L.P. and Crestview Offshore Holdings II (892 Cayman), L.P. (collectively, the "Crestview Funds"). Each of the Crestview Funds is a member of Crestview Radio Investors, LLC, which (i) on November 28, 2011 acquired 152,100 shares of Class A Common Stock of the issuer, (ii) on November 29, 2011 acquired 59,400 shares of Class A Common Stock of the issuer and (iii) on November 30, 2011 acquired 267,325 shares of Class A Common Stock of the issuer. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.