

CUMULUS MEDIA INC  
Form SC TO-I/A  
June 15, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**  
**(Amendment No. 3)**  
**Cumulus Media Inc.**

(Name of Subject Company (issuer))  
**Cumulus Media Inc. (Offeror and Issuer)**

(Names of Filing Persons (identifying status as offeror, issuer or other person))  
**Class A Common Stock, \$.01 par value per share**

(Title of Class of Securities)  
**231082-10-8**

(CUSIP Number of Class of Securities)  
**Lewis W. Dickey, Jr.**  
**Chairman, President and Chief Executive Officer**  
**Cumulus Media Inc.**  
**14 Piedmont Center**  
**Suite 1400**  
**Atlanta, Georgia 30305**  
**(404) 949-0700**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:  
**Mark L. Hanson, Esq.**  
**Jones Day**  
**1420 Peachtree St. N.E.**  
**Suite 800**  
**Atlanta, Georgia 30309**  
**(404) 521-3939**

**CALCULATION OF FILING FEE\***

Transaction Valuation*	Amount of Filing Fee**
\$143,750,000.00	\$15,381.00

\* Calculated solely for purposes of determining the filing fee. This amount is based on the purchase of 11,500,000

shares of  
Class A  
Common Stock  
at the maximum  
tender offer  
price of \$12.50  
per share.

\*\* The amount of  
the filing fee,  
calculated in  
accordance with  
Rule 0-11(b) of  
the Securities  
Exchange Act  
of 1934, as  
amended, equals  
\$107.00 per  
million of the  
aggregate  
amount of cash  
offered by  
Cumulus Media  
Inc.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$15,381.00

Form or Registration No.: Schedule TO-I

Filing Party: Cumulus Media Inc.

Date Filed: May 17, 2006

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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### INTRODUCTION

This Amendment No. 3 (this Amendment ) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on May 17, 2006, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 31, 2006 and Amendment No. 2 to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on June 8, 2006 (collectively, the Schedule TO ) by Cumulus Media Inc., a Delaware corporation ( Cumulus or the Company ), relating to the offer by Cumulus to purchase up to 11,500,000 shares of its Class A Common Stock, \$.01 par value per share (the Class A Common Stock ), at a price not less than \$11.00 nor greater than \$12.50 per share (such per share purchase price, the Purchase Price ), net to the seller in cash, without interest. The offer is subject to the terms and conditions set forth in the Offer to Purchase, dated May 17, 2006 (the Offer to Purchase ), and the related Letter of Transmittal (the Letter of Transmittal ) which, together with any amendments or supplements to either, collectively constitute the Offer.

This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the Letter of Transmittal were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

#### **Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following paragraph at the end thereof:

On June 15, 2006, Cumulus issued a press release announcing the preliminary results of the Offer, which expired at 12:00 midnight, New York City time, on Wednesday, June 14, 2006. A copy of the press release is filed as Exhibit (a)(1)(K) to this Schedule TO and is incorporated herein by reference.

#### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:  
(a)(1)(K)\* Press Release, dated June 15, 2006.

\* Filed herewith.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

**CUMULUS MEDIA INC.**

By: /s/ Martin R. Gausvik

Name: Martin R. Gausvik

Title: Executive Vice President,  
Treasurer  
and Chief Financial Officer

Date: June 15, 2006

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**Exhibit Index**

- (a)(1)(A)\* Offer to Purchase, dated May 17, 2006.
- (a)(1)(B)\* Letter of Transmittal.
- (a)(1)(C)\* Notice of Guaranteed Delivery.
- (a)(1)(D)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated May 17, 2006.
- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated May 17, 2006.
- (a)(1)(F)\* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(1)(G) Press Release, dated May 10, 2006 (incorporated herein by reference to the Company's Tender Offer Statement on Schedule TO, filed on May 10, 2006).
- (a)(1)(H)\* Press Release, dated May 17, 2006.
- (a)(1)(I)\* Summary Advertisement.
- (a)(1)(J)\* Press Release, dated June 8, 2006.
- (a)(1)(K)\*\* Press Release, dated June 15, 2006.
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5) Not applicable.
- (b)(1) Credit Agreement, dated as of June 7, 2006, by and among Cumulus Media Inc., as borrower, the lenders party thereto, Bank of America, N.A., as administrative agent, Banc of America Securities LLC and Wachovia Capital Markets, LLC, as joint lead arrangers and joint bookrunners, Wachovia Bank, National Association, as syndication agent, and the co-documentation agents named therein (incorporated herein by referenced to Exhibit 10.1 of the Company's current report on Form 8-K, filed on June 8, 2006).
- (d)(1)\* Stock Purchase Agreement, dated as of May 9, 2006, by and among Cumulus Media Inc., Banc of America Capital Investors SBIC, L.P. and BA Capital Company, L.P.
- (d)(2) Voting Agreement, dated as of June 30, 1998, by and between NationsBanc Capital Corp., Cumulus Media Inc. and the stockholders named therein (incorporated herein by reference to Exhibit 4.2 of the Company's quarterly report on Form 10-Q for the period ended September 30, 2001).

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- (d)(3)\* Shareholder Agreement, dated as of March 28, 2002, by and between Cumulus Media Inc. and Banc of America Capital Investors SBIC, L.P.
  - (d)(4) Registration Rights Agreement, dated as of June 30, 1998, by and among Cumulus Media Inc., NationsBanc Capital Corp., Heller Equity Capital Corporation, The State of Wisconsin Investment Board and The Northwestern Mutual Life Insurance Company (incorporated herein by reference to Exhibit 4.1 of the Company's quarterly report on Form 10-Q for the period ended September 30, 2001).
  - (d)(5) Amended and Restated Registration Rights Agreement, dated as of January 23, 2002, by and among Cumulus Media Inc., Aurora Communications, LLC and the other parties identified therein (incorporated herein by reference to Exhibit 2.2 of the Company's current report on Form 8-K, filed on February 7, 2002).
  - (d)(6) Registration Rights Agreement, dated March 28, 2002, between Cumulus Media Inc. and DBBC, L.L.C. (incorporated herein by reference to Exhibit 10.18 of the Company's annual report on Form 10-K for the year ended December 31, 2002).
  - (d)(7) Cumulus Media 2004 Equity Incentive Plan (incorporated herein by reference to Exhibit 4.1 of the Company's registration statement on Form S-8, filed on August 9, 2004 (Commission File No. 333-118047)).
  - (d)(8) Cumulus Media Inc. 2002 Stock Incentive Plan (incorporated herein by reference to Exhibit 4.1 of the Company's registration statement on Form S-8, filed on April 15, 2003 (Commission File No. 333-104542)).
  - (d)(9) Cumulus Media Inc. 2000 Stock Incentive Plan (incorporated herein by reference to Exhibit 4.1 of the Company's registration statement on Form S-8, filed on June 7, 2001 (Commission File No. 333-62538)).
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- (d)(10) Cumulus Media Inc. 1999 Stock Incentive Plan (incorporated herein by reference to Exhibit 4.1 of the Company's registration statement on Form S-8, filed on June 7, 2001 (Commission File No. 333-62542)).
- (d)(11) Form of Cumulus Media Inc. 1998 Employee Stock Incentive Plan (incorporated herein by reference to Exhibit 10.10 of the Company's registration statement on Form S-1, filed on June 25, 1998 and declared effective on June 26, 1998 (Commission File No. 333-48849)).
- (d)(12) Cumulus Media Inc. 1999 Executive Stock Incentive Plan (incorporated herein by reference to Exhibit 4.2 of the Company's registration statement on Form S-8, filed on June 7, 2001 (Commission File No. 333-62542)).
- (d)(13) Form of Cumulus Media Inc. 1998 Executive Stock Incentive Plan (incorporated herein by reference to Exhibit 10.11 of the Company's registration statement on Form S-1, filed on June 25, 1998 and declared effective on June 26, 1998 (Commission File No. 333-48849)).
- (d)(14) Second Amended and Restated Employment Agreement between Cumulus Media Inc. and Lewis W. Dickey, Jr. (incorporated herein by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on October 19, 2004).
- (d)(15) Amended and Restated Employment Agreement between Cumulus Media Inc. and Lewis W. Dickey, Jr. (incorporated herein by reference to Exhibit 10.1 of the Company's quarterly report on Form 10-Q for the period ended September 30, 2001).
- (d)(16) Promissory Note, dated as of February 2, 2000, made by Lewis W. Dickey, Jr., in favor of Cumulus Media Inc. (incorporated herein by reference to Exhibit 10.21 of the Company's annual report on Form 10-K for the year ended December 31, 2001).
- (d)(17) Restricted Shares Agreement, dated April 25, 2005, between the Company and Lewis W. Dickey, Jr. (incorporated herein by reference to Exhibit 10.1 of the Company's current report on Form 8-K, filed on April 29, 2005).
- (d)(18) Form of Restricted Shares Agreement (incorporated herein by reference to Exhibit 10.2 of the Company's current report on Form 8-K, filed on April 29, 2005).
- (d)(19) Employment Agreement between Cumulus Media Inc. and John G. Pinch (incorporated herein by reference to Exhibit 10.2 of the Company's quarterly report on Form 10-Q for the period ended September 30, 2001).
- (d)(20) Employment Agreement between Cumulus Media Inc. and Martin R. Gausvik (incorporated herein by reference to Exhibit 10.3 of the Company's quarterly report on Form 10-Q for the period ended September 30, 2001).
- (d)(21) Employment Agreement between Cumulus Media Inc. and John W. Dickey (incorporated herein by reference to Exhibit 10.4 of the Company's quarterly report on Form 10-Q for the period ended September 30, 2001).
- (g) Not applicable.



(h) Not applicable.

\* Previously filed.

\*\* Filed herewith.