CUMULUS MEDIA INC

Form 4 May 27, 2014

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MARCUS JEFFREY			Symbol CUMULUS MEDIA INC [CMLS]				-	Issuer				
(Last)	(First) (Middle) 3. I			3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable) _X_ Director10% Owner				
C/O CREST L.L.C., 667 10TH FLOO	05/22/2014					Officer (give title Other (specify below)						
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person						
NEW YORK						Form filed by More than One Reporting Person						
(City) (State) (Zip) Table I - Non-Derivative Securities Acqu								uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A Common				Couc V	rimount	(2)	Titee					
Stock, par value \$0.01 per share	05/22/2014			A	15,552	A	\$0	15,552 (1) (2)	D			
Class A Common Stock, par value \$0.01 per share								0	I	See Footnote (3)		

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlying	Security	,	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)]
		Derivative				Securities			(Instr.	tr. 3 and 4)		(
		Security				Acquired						J
						(A) or						J
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date Expiration Exercisable Date	Expiration		Number		
									of			
					Code V	(A) (D)				Shares		
					Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

X

Signatures

/s/ Ross A. Oliver, as Attorney-in-Fact 05/27/2014

**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).
 - The shares will fully vest on May 22, 2015, the first anniversary of the date of grant. The reporting person is a member of the board of directors of the issuer and is a Partner of Crestview Advisors, L.L.C., which provides investment advisory services to Crestview Radio
- (1) Investors, LLC. The reporting person has agreed that, in connection with the vesting of these securities, the reporting person will assign all rights, title and interest in these securities to Crestview Advisors, L.L.C. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (2) The reported securities do not include 28,090 shares of Class A Common Stock that vested on May 9, 2014 and, as previously reported, were assigned by the reporting person to Crestview Advisors, L.L.C. upon such vesting.

Reporting Owners 2

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(3) See Exhibit 99.1 for the text of footnote (3).

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.