

CUMULUS MEDIA INC
Form 8-K
May 27, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): May 27, 2014 (May 22, 2014)

CUMULUS MEDIA INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 000-24525 (Commission File Number) | 36-4159663 (IRS employer Identification No.) |
| 3280 Peachtree Road, N.W., Suite 2300, Atlanta GA (Address of principal executive offices) | | 30305 (Zip Code) |
| Registrant's telephone number, including area code (404) 949-0700 n/a | | |

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

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))
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Item 5.07 – Submission of Matters to a Vote of Security Holders

The 2014 annual meeting of stockholders of Cumulus Media Inc. (the “Company”) was held on May 22, 2014.

The results of voting on the proposals submitted to a vote of the Company’s stockholders at the 2014 annual meeting were as follows:

Proposal No. 1 (Election of Directors):

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|-------------|----------------|------------------|
| Lewis W. Dickey, Jr. | 159,385,500 | 26,118,911 | 10,246,450 |
| Brain Cassidy | 183,562,048 | 1,942,363 | 10,246,450 |
| Ralph B. Everett | 184,092,442 | 1,411,969 | 10,246,450 |
| Alexis Glick | 179,469,424 | 6,034,987 | 10,246,450 |
| Jeffrey A. Marcus | 178,160,983 | 7,343,428 | 10,246,450 |
| Robert H. Sheridan, III | 184,092,313 | 1,412,098 | 10,246,450 |
| David M. Tolley | 179,789,635 | 5,714,776 | 10,246,450 |

Proposal No. 2 (Advisory vote on executive compensation):

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|-----------|------------------|
| 121,728,504 | 62,125,588 | 1,650,319 | 10,246,450 |

Proposal No. 3 (Proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2014):

| Votes For | Votes Against | Abstain |
|-------------|---------------|---------|
| 195,341,890 | 338,059 | 70,912 |

