ENTERCOM COMMUNICATIONS CORP
Form 10-Q
November 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission File Number: 001-14461

Entercom Communications Corp.

(Exact name of registrant as specified in its charter)

Pennsylvania	**23-1701044**
(State or other jurisdiction of	**(I.R.S. employer**
incorporation or organization)	**identification no.)**

401 E. City Avenue, Suite 809

Bala Cynwyd, Pennsylvania 19004

(Address of principal executive offices and zip code)

(610) 660-5610

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act and Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class A common stock, $0.01 par value 138,479,468 Shares Outstanding as of October 26, 2018

(Class A Shares Outstanding include 3,733,496 unvested and vested but deferred restricted stock units)

Class B common stock, $0.01 par value 4,045,199 Shares Outstanding as of October 26, 2018.

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Private Securities Litigation Reform Act Safe Harbor Statement

In addition to historical information, this report contains statements by us with regard to our expectations as to financial results and other aspects of our business that involve risks and uncertainties and may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934.

Forward-looking statements are presented for illustrative purposes only and reflect our current expectations concerning future results and events. All statements other than statements of historical fact are forward-looking statements for purposes of federal and state securities laws, including, without limitation, any projections of earnings, revenues or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

You can identify forward-looking statements by our use of words such as anticipates, believes, continues, expects, intends, likely, may, opportunity, plans, potential, project, will, could, would, should, seeks, similar expressions which identify forward-looking statements, whether in the negative or the affirmative. We cannot guarantee that we actually will achieve these plans, intentions or expectations. These forward-looking statements are subject to risks, uncertainties and other factors, some of which are beyond our control, which could cause actual results to differ materially from those forecasted or anticipated in such forward-looking statements. You should not place undue reliance on these forward-looking statements, which reflect our view only as of the date of this report. We undertake no obligation to update these statements or publicly release the result of any revision(s) to these statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Key risks to our company are described in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the SEC) on March 16, 2018, and as may be supplemented by the risks described under Part II, Item 1A, of our quarterly reports on Form 10-Q and in our Current Reports on Form 8-K.

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PART I

FINANCIAL INFORMATION

ITEM 1. Financial Statements

ENTERCOM COMMUNICATIONS CORP.

CONDENSED CONSOLIDATED BALANCE SHEETS

(amounts in thousands)

(unaudited)

	SEPTEMBER 30, 2018	DECEMBER 31, 2017
ASSETS:		
Cash	$ 200,190	$ 34,167
Restricted cash	70,217	
Accounts receivable, net of allowance for doubtful accounts	318,075	341,989
Prepaid expenses, deposits and other	23,743	24,347
Total current assets	612,225	400,503
Investments	11,205	9,955
Net property and equipment	328,041	346,507
Radio broadcasting licenses	2,663,781	2,649,959
Goodwill	871,454	862,000
Assets held for sale	3,639	212,320
Other assets, net of accumulated amortization	51,055	57,957
TOTAL ASSETS	$ 4,541,400	$ 4,539,201
LIABILITIES:		
Accounts payable	$ 2,259	$ 598
Accrued expenses	56,925	76,565
Other current liabilities	155,957	107,561
Long-term debt, current portion	13,319	13,319
Total current liabilities	228,460	198,043
Long-term debt, net of current portion	1,912,139	1,859,442
Deferred tax liabilities	564,416	609,789
Other long-term liabilities	96,995	107,567
Total long-term liabilities	2,573,550	2,576,798

Total liabilities		2,802,010		2,774,841
CONTINGENCIES AND COMMITMENTS				
SHAREHOLDERS EQUITY:				
Class A, B and C common stock		1,426		1,437
Additional paid-in capital		1,699,343		1,737,132
Retained earnings		38,621		25,791
Total shareholders equity		1,739,390		1,764,360
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$	4,541,400	$	4,539,201

See notes to condensed consolidated financial statements.

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ENTERCOM COMMUNICATIONS CORP.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(amounts in thousands, except share and per share data)

(unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2018	**2017**	**2018**	**2017**
NET REVENUES	$ 378,508	$ 122,299	$ 1,051,192	$ 346,270
OPERATING EXPENSE:				
Station operating expenses	279,651	87,853	811,214	256,022
Depreciation and amortization expense	10,608	2,904	29,745	8,068
Corporate general and administrative expenses	15,897	9,335	53,598	28,776
Integration costs	2,761		21,984	
Restructuring charges	852		3,019	
Impairment loss			28,988	441
Merger and acquisition costs	697	8,825	2,768	24,925
Net time brokerage agreement (income) fees	(150)		(1,242)	34
Net (gain) loss on sale or disposal of assets	(10,541)	(103)	(10,856)	13,155
Total operating expense	299,775	108,814	939,218	331,421
OPERATING INCOME (LOSS)	78,733	13,485	111,974	14,849
NET INTEREST EXPENSE	25,923	6,476	75,033	18,586
INCOME (LOSS) BEFORE INCOME TAXES (BENEFIT)	52,810	7,009	36,941	(3,737)
INCOME TAXES (BENEFIT)	16,220	2,909	12,960	(4,921)
NET INCOME (LOSS) AVAILABLE TO THE COMPANY - CONTINUING OPERATIONS	36,590	4,100	23,981	1,184
Preferred stock dividend		(663)		(1,763)
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS - CONTINUING OPERATIONS	36,590	3,437	23,981	(579)
Income from discontinued operations, net of income taxes (benefit)	358		1,530	

NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	$	36,948	$	3,437	$	25,511	$	(579)
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS PER SHARE - BASIC								
Net income (loss) from continuing operations per share available to common shareholders - Basic	$	0.26	$	0.09	$	0.17	$	(0.01)
Net income (loss) from discontinued operations per share available to common shareholders - Basic	$		$		$	0.01	$	
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS PER SHARE - BASIC	$	0.27	$	0.09	$	0.18	$	(0.01)
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS PER SHARE - DILUTED								
Net income (loss) from continuing operations per share available to common shareholders - Diluted	$	0.26	$	0.09	$	0.17	$	(0.01)
Net income (loss) from discontinued operations per share available to common shareholders - Diluted	$		$		$	0.01	$	
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS PER SHARE - DILUTED	$	0.27	$	0.09	$	0.18	$	(0.01)
DIVIDENDS DECLARED AND PAID PER COMMON SHARE	$	0.09	$	0.275	$	0.27	$	0.425
WEIGHTED AVERAGE SHARES:								
Basic		138,740,243		38,954,788		138,901,037		38,947,533
Diluted		139,102,560		39,727,976		139,684,890		38,947,533

See notes to condensed consolidated financial statements.

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ENTERCOM COMMUNICATIONS CORP.

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

NINE MONTHS ENDED SEPTEMBER 30, 2018 AND YEAR ENDED DECEMBER 31, 2017

(amounts in thousands, except share data)

(unaudited)

	Common Stock Class A		Class B		Additional	Retained Earnings	
	Shares	**Amount**	**Shares**	**Amount**	**Paid-in Capital**	**(Accumulated Deficit)**	**Total**
Balance, December 31, 2016	33,510,184	$ 335	7,197,532	$ 72	$ 605,603	$ (212,636)	$ 393,374
Net income (loss) available to the Company						1,184	1,184
Compensation expense related to granting of stock awards	183,980	2			4,627		4,629
Issuance of common stock related to the Employee Stock Purchase Plan (ESPP)	14,833				182		182
Exercise of stock options	6,500				22		22
Purchase of vested employee restricted stock units	(167,620)	(2)			(2,544)		(2,546)
Payment of dividends on common stock					(16,659)		(16,659)
Dividend equivalents, net of forfeitures					(591)		(591)
Payment of dividends on preferred stock					(1,650)		(1,650)
Modified retrospective application of stock-based compensation guidance					534	4,578	5,112
Balance, September 30, 2017	33,547,877	$ 335	7,197,532	$ 72	589,524	$ (206,874)	$ 383,057
Net income (loss) available to the Company						232,665	232,665
Conversion of Class B common stock to Class A common stock in the	3,152,333	32	(3,152,333)	(32)			

Merger							
Issuance of Class A common stock in the Merger	101,407,494	1,014			1,160,102		1,161,116
Equity awards assumed in the Merger	618,325	6			6,771		6,777
Stock options assumed in the Merger					1,007		1,007
Compensation expense related to granting of stock awards	1,882,261	19			4,919		4,938
Exercise of stock options	1,750				20		20
Common stock repurchase	(932,600)	(9)			(10,666)		(10,675)
Purchase of vested employee restricted stock units	(1,659)				(19)		(19)
Payment of dividends on common stock					(12,637)		(12,637)
Dividend equivalents, net of forfeitures					(965)		(965)
Payment of dividends on preferred stock					(924)		(924)
Balance, December 31, 2017	139,675,781	$ 1,397	4,045,199	$ 40	$ 1,737,132	$ 25,791	$ 1,764,360
Net income (loss) available to the Company						25,511	25,511
Compensation expense related to granting of stock awards	944,733	9			11,412		11,421
Issuance of common stock related to the Employee Stock Purchase Plan (ESPP)	150,367	2			1,049		1,051
Exercise of stock options	50,300	1			67		68
Common stock repurchase	(1,833,200)	(18)			(19,361)		(19,379)
Purchase of vested employee restricted stock units	(505,328)	(5)			(5,174)		(5,179)
Payment of dividends on common stock					(25,782)	(12,491)	(38,273)
Dividend equivalents, net of forfeitures						(190)	(190)
Balance, September 30, 2018	138,482,653	$ 1,386	4,045,199	$ 40	$ 1,699,343	$ 38,621	$ 1,739,390

See notes to condensed consolidated financial statements.

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ENTERCOM COMMUNICATIONS CORP.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(amounts in thousands)

(unaudited)

	NINE MONTHS ENDED SEPTEMBER 30, 2018	2017
OPERATING ACTIVITIES:		
Net income (loss) available to the Company	$ 25,511	$ 1,184
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	29,745	8,068
Net amortization of deferred financing costs (net of original issue discount and debt premium)	242	1,752
Net deferred taxes (benefit) and other	(42,424)	(4,921)
Provision for bad debts	8,679	1,742
Net (gain) loss on sale or disposal of assets	(10,856)	13,155
Non-cash stock-based compensation expense	11,421	4,629
Deferred rent	4,111	(109)
Deferred compensation	2,262	2,242
Impairment loss	28,988	441
Accretion expense (income), net of asset retirement obligation adjustments	44	(341)
Changes in assets and liabilities (net of effects of acquisitions, dispositions, consolidation, and deconsolidation of Variable Interest Entities (VIEs)):		
Accounts receivable	26,699	(4,057)
Prepaid expenses and deposits	2,472	(2,079)
Accounts payable and accrued liabilities	26,475	6,983
Accrued interest expense	1,532	(1,759)
Accrued liabilities - long-term	(21,721)	(1,438)
Prepaid expenses - long-term		(83)
Net cash provided by (used in) operating activities	93,180	25,409
INVESTING ACTIVITIES:		
Additions to property and equipment	(23,605)	(12,056)
Proceeds from sale of radio stations and other assets	181,875	18
Purchases of radio stations	(71,434)	(24,000)
Additions to amortizable intangible assets	(2,350)	(663)
Purchases of investments	(1,250)	(9,700)
Proceeds from sale of property reflected as restricted cash	70,187	
(Deconsolidation) consolidation of a VIE		(302)

Net cash provided by (used in) investing activities	153,423	(46,703)

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ENTERCOM COMMUNICATIONS CORP.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(amounts in thousands)

(unaudited)

	NINE MONTHS ENDED SEPTEMBER 30, 2018	2017
FINANCING ACTIVITIES:		
Borrowing under the revolving senior debt	83,325	57,500
Payments of long-term debt	(31,343)	(57,012)
Proceeds from issuance of employee stock plan	1,051	182
Proceeds from the exercise of stock options	68	22
Purchase of vested employee restricted stock units	(5,179)	(2,546)
Payment of dividends on common stock	(37,403)	(16,550)
Payment of dividend equivalents on vested restricted stock units	(870)	(109)
Repurchase of common stock	(20,012)	
Payment of dividends on preferred stock		(1,650)
Net cash provided by (used in) financing activities	(10,363)	(20,163)
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	236,240	(41,457)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF YEAR	34,167	46,843
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD	$ 270,407	$ 5,386
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 76,042	$ 19,474
Income taxes	$ 18,821	$ 352
Dividends on common stock	$ 37,403	$ 16,550
Dividends on preferred stock	$	$ 1,650

See notes to condensed consolidated financial statements.

ENTERCOM COMMUNICATIONS CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017

1. BASIS OF PRESENTATION AND SIGNIFICANT POLICIES

The condensed consolidated interim unaudited financial statements included herein have been prepared by Entercom Communications Corp. and its subsidiaries (collectively, the Company) in accordance with: (i) generally accepted accounting principles (U.S. GAAP) for interim financial information; and (ii) the instructions of the Securities and Exchange Commission (the SEC) for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for annual financial statements. In the opinion of management, the financial statements reflect all adjustments considered necessary for a fair statement of the results of operations and financial position for the interim periods presented. All such adjustments are of a normal and recurring nature. The Company s results are subject to seasonal fluctuations and, therefore, the results shown on an interim basis are not necessarily indicative of results for a full year.

This Form 10-Q should be read in conjunction with the financial statements and related notes included in the Company s audited financial statements as of and for the year ended December 31, 2017, and filed with the SEC on March 16, 2018, as part of the Company s Annual Report on Form 10-K. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations.

On February 2, 2017, the Company and its wholly-owned subsidiary (Merger Sub) entered into an Agreement and Plan of Merger (the CBS Radio Merger Agreement) with CBS Corporation (CBS) and its wholly owned subsidiary CBS Radio Inc. (CBS Radio). Pursuant to the CBS Radio Merger Agreement, Merger Sub merged with and into CBS Radio with CBS Radio surviving as the Company s wholly-owned subsidiary (the Merger). The parties to the Merger believe that the Merger was tax-free to CBS and its shareholders. The Merger was effected through a stock for stock Reverse Morris Trust transaction.

The Merger was subject to approval by the Company s shareholders and customary regulatory approvals. As a result of the Merger, the Company would have owned radio stations in seven markets in excess of the limits set forth in the Federal Communications Commission s (the FCC) local radio ownership rule. In order to comply with this FCC rule, and to obtain clearance for the Merger from the Antitrust Division of the U.S. Department of Justice (DOJ), the Company agreed to divest a total of nineteen stations in such markets, consisting of eight stations owned by the Company and eleven stations owned by CBS Radio. Refer to additional information on divestitures in Note 2, Business Combinations.

On November 1, 2017, the Company entered into a settlement with the DOJ. On November 9, 2017, the FCC released an order, pursuant to the Communications Act of 1934, as amended, and the rules and regulations promulgated thereunder, approving the applications filed by CBS Radio and the Company requesting FCC consent to the CBS Radio Merger Agreement. Obtaining the FCC Consent, and its effectiveness in accordance with applicable law and the rules and regulations of the FCC, was a condition to the obligation of CBS, CBS Radio, the Company, and Merger Sub to the consummation of the Merger. On November 15, 2017, the Company s shareholders approved the Merger.

Upon obtaining all required approvals, the Merger closed on November 17, 2017. Based on this timing, the Company s consolidated financial statements for the three and nine months ended September 30, 2018 reflect the results of radio stations acquired in the Merger, whereas the Company s consolidated financial statements for the three and nine months ended September 30, 2017 do not reflect the results of radio stations acquired in the Merger.

The Company considers the applicability of any variable interest entities (VIEs) that are required to be consolidated by the primary beneficiary. As of September 30, 2018, there was one VIE that required consolidation in these financial statements. During the three months ended September 30, 2018, the Company entered into a construction management agreement (CMA) with a third party qualified intermediary (QI), under which the Company acts as project manager and is primarily responsible for the oversight and completion of certain construction projects. The Company also believes it is the primary beneficiary of the VIE as the Company has the power to direct the activities that are most significant to the VIE as project manager and the Company has the obligation to absorb losses or the right to receive returns that would be significant to the VIE during the period of the

CMA.

Total results of operations of the VIE for the nine months and three months ended September 30, 2018 are not significant. The consolidated VIE has a material amount of cash as of September 30, 2018, which is reflected as restricted cash on the consolidated balance sheet. The VIE has no other assets or liabilities as of September 30, 2018. The assets of the Company s consolidated VIE can only be used to settle the obligations of the VIE. There is a lack of recourse by the creditors of the VIE against the Company s general creditors. Refer to Note 13, Contingencies And Commitments, for additional information.

There have been no material changes from Note 2, Significant Accounting Policies, as described in the notes to the Company s financial statements contained in its Form 10-K for the year ended December 31, 2017, that was filed with the SEC on March 16, 2018, other than as described below.

Changes in Operating Segment

Following the Company s Merger with CBS Radio in November 2017, the Company s radio broadcasting operations increased from 28 radio markets to 48 radio markets. In connection with the Merger, management further considered its operating segment and reportable segment conclusions.

Management considered factors including, but not limited to: (i) the favorable impact of the significant synergies generated through more centralized operating activities; and (ii) how the value of the portfolio of radio markets is greater than the sum of the value of the individual radio markets in that portfolio. These factors impacted how the Chief Operating Decision Maker (CODM) evaluates the results of a significantly larger company and how operating decisions are made, which are now performed at the Company level.

This approach is consistent with how operating and capital investment decisions are made as needed, at the Company level, irrespective of any given market s size or location. Furthermore, technological enhancements and systems integration decisions are reached at the Company level and applied to all markets rather than to specific or individual markets to ensure that each market has the same tools and opportunities as every other market. Management also considered its organizational structure in assessing its operating segments and reportable segments. Managers at the market level are often responsible for the operational oversight of multiple markets, the assignment of which is neither dependent upon geographical region nor size. Managers at the market level do not report to the CODM and instead report to other senior management, who is responsible for the operational oversight of all 48 radio markets and for communicating results to the CODM.

After consideration of the above, the Company changed its operating segment conclusions during the second quarter of 2018. The Company now has one operating segment and continues to have one reportable segment.

Changes in Accounting Policies Revenue Recognition

The Company adopted the amended accounting guidance for revenue recognition on January 1, 2018 using the modified retrospective transition method, without a need to make a cumulative-effect adjustment to retained earnings as of the effective date. As a result, the Company has changed its accounting policy for revenue recognition as described below. Except for the changes below, the Company has consistently applied its accounting policies to all periods presented in these consolidated financial statements. Refer to Note 3, Revenue, for additional information.

Under certain practical expedients elected, the Company did not disclose the amount of consideration allocated to the remaining performance obligations or an explanation of when the Company expects to recognize that amount as revenue for all reporting periods presented before January 1, 2018.

Results for reporting periods beginning after January 1, 2018 are presented under the amended accounting guidance, while prior period amounts are not adjusted and continue to be reported in accordance with the Company s historic accounting guidance. Based upon the Company s assessment, the impact of this guidance is not material to the Company s financial position, results of operations or cash flows through September 30, 2018.

The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer, in an amount that reflects the consideration it expects to be entitled to in exchange for those products or services.

Revenues presented in the consolidated financial statements are reflected on a net basis, after the deduction of advertising agency fees by the advertising agencies. The Company also evaluates when it is appropriate to recognize revenue based on the gross amount invoiced to the customer or the net amount retained by the Company if a third party is involved.

Recent Accounting Pronouncements

All new accounting pronouncements that are in effect that may impact the Company s financial statements have been implemented. The Company does not believe that there are any other new accounting pronouncements that have been issued (other than as noted below or those included in the notes to the Company s financial statements contained in its Form 10-K for the year ended December 31, 2017, that was filed with the SEC on March 16, 2018) that might have a material impact on the Company s financial position, results of operations or cash flows.

Definition of a Business

In January 2017, the accounting guidance was amended to modify the definition of a business to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The guidance was effective for the Company as of January 1, 2018, under a prospective application method. Based upon the Company s assessment, the impact of this guidance was not material to the Company s financial position, results of operations or cash flows. The guidance could have an impact in a future period if the Company acquires or disposes of radio stations that do not meet the definition of a business under the amended guidance.

Restricted Cash

In November 2016, the accounting guidance on the classification and presentation of restricted cash in the statement of cash flows was enhanced and clarified to reduce diversity in practice. Restricted cash and cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts presented on the statement of cash flows. This guidance was effective for the Company as of January 1, 2018, under a retrospective application method. As the Company did not have any restricted cash or cash equivalents as of December 31, 2017, the impact of this guidance was not material to the Company s presentation of historical financial information. As a result of the Company s consolidation of a VIE described above, the guidance had an impact on the Company s presentation of the current period statements of financial position, cash flows and notes to the financial statements. The guidance could have an impact in a future period if the Company engages in transactions which result in restrictions on its cash or cash equivalents.

Cash Flow Classification

In August 2016, the accounting guidance for classifying elements of cash flow was modified. The guidance was effective for the Company as of January 1, 2018, under a retrospective application method. Based upon the Company s assessment, the impact of this guidance was not material to the Company s financial position, results of operations or cash flows.

Stock-Based Compensation

In May 2017, the accounting guidance was amended to clarify modification accounting for stock-based compensation. The guidance was effective for the Company as of January 1, 2018, on a prospective basis. Under the amended guidance, the Company will only apply modification accounting for stock-based compensation if there are: (i) changes in the fair value or intrinsic value of share-based compensation; (ii) changes in the vesting conditions of awards; and (iii) changes in the classification of awards as equity instruments or liability instruments. Based upon the Company s assessment, the impact of this guidance was not material to the Company s financial position, results of operations or cash flows.

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Leasing Transactions

In February 2016, the accounting guidance was modified to increase transparency and comparability among organizations by requiring the recognition of right-of-use (ROU) assets and lease liabilities on the balance sheet. The most notable change in the standard is the recognition of ROU assets and lease liabilities by lessees for those leases classified as operating leases with a term of more than one year. This change will apply to the Company s leased assets such as real estate, broadcasting towers and equipment. Additionally, the Company will be required to provide additional disclosures to meet the objective of enabling users of the financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The Company anticipates its accounting for existing capital leases to remain substantially unchanged.

While the Company is currently reviewing the effects of this guidance, the Company believes that this modification to operating leases would result in: (i) an increase in the ROU assets and lease liabilities reflected on the Company s consolidated balance sheets to reflect the rights and obligations created by operating leases with a term of greater than one year; and (ii) no material change to the expense associated with the ROU assets.

This guidance is effective for the Company as of January 1, 2019, and must be implemented using a modified retrospective approach, with certain practical expedients available. The Company plans to adopt this new accounting guidance effective January 1, 2019 and intends to elect the available practical expedients upon adoption. The Company s implementation of the amended accounting guidance depends upon system readiness, including software and completion of analysis of the Company s lease portfolio. The Company believes it is on schedule to implement the amended accounting guidance.

In July 2018, the accounting guidance was further modified to provide for an additional transition method which allows entities to: (i) apply the new lease requirements at the effective date and recognize a cumulative effect adjustment to the opening balance of retained earnings in the period of adoption; (ii) continue to report comparative periods presented in the financial statements in the period of adoption under current U.S. GAAP; and (iii) provide the required disclosures under current U.S. GAAP for all periods presented under current U.S. GAAP. The Company plans to adopt the amended accounting guidance using this transition method which facilitates comparative reporting upon adoption.

Financial Instruments

In January 2016, the accounting guidance was modified with respect to recognition, measurement, presentation and disclosure of financial instruments. The most notable impact of the amended accounting guidance for the Company is that this modification effectively supersedes and eliminates current accounting guidance for cost-method investments. Refer to Note 10, Fair Value of Financial Instruments, for additional information on the Company s cost-method investments.

The guidance was effective for the Company as of January 1, 2018. The Company adopted the new guidance using a modified retrospective approach, without a need to make a cumulative-effect adjustment to retained earnings as of the effective date.

The Company s investments continue to be carried at their original cost. There have been no impairments in the cost-method investments, returns of capital, or any adjustments resulting from observable price changes in orderly transaction for the investments. Based upon the Company s assessment, the adoption of this modified accounting guidance did not have a material impact on the Company s financial position, results of operations, or cash flows.

Revenue Recognition

In May 2014, the accounting guidance for revenue recognition was modified and subsequently updated with several amendments. Along with these modifications, most industry-specific revenue guidance was eliminated, including a current broadcasting exemption for reporting revenue from network barter programming. The new guidance provides companies with a revenue recognition model for recognizing revenue from contracts with customers. The core principle of the new standard is to recognize revenue when promised goods or services are transferred to customers, in an amount that reflects the consideration that the Company expects to be entitled to in exchange for such goods or services. The new guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract.

The Company has identified changes to its revenue recognition policies related to contracts that contain performance bonuses. The impact of this guidance was not material to the Company s financial position, results of operations or cash flows. The Company enhanced its disclosures to allow users of the financial statements to comprehend information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the Company s contracts with its customers. Refer to Note 3, Revenue, for additional information.

2. BUSINESS COMBINATIONS

The Company records acquisitions under the acquisition method of accounting, and allocates the purchase price to the assets and liabilities based upon their respective fair values as determined as of the acquisition date. Merger and acquisition costs are excluded from the purchase price as these costs are expensed for book purposes and amortized for tax purposes.

2018 WXTU Transaction

On July 18, 2018, the Company entered into an agreement with Beasley Broadcast Group, Inc. (Beasley) to sell certain assets of WXTU-FM, serving the Philadelphia, Pennsylvania radio market for $38.0 million in cash (the WXTU Transaction). The Company also simultaneously entered into a time brokerage agreement (TBA) with Beasley where Beasley commenced operations of WXTU-FM on July 23, 2018. During the period of the TBA, the Company excluded net revenues and station operating expenses associated with operating WXTU-FM in the Company s consolidated financial statements. The Company completed this disposition, which was subject to customary regulatory approvals, during the third quarter of 2018.

2018 Jerry Lee Transaction

On September 27, 2018, the Company completed a transaction to acquire the assets of WBEB-FM, serving the Philadelphia, Pennsylvania radio market from Jerry Lee Radio, LLC (Jerry Lee) for a purchase price of $57.5 million in cash, less certain working capital and other credits (the Jerry Lee Transaction). The Company used proceeds from the WXTU Transaction and cash on hand to fund this acquisition. Upon the completion of the WTXU Transaction and the Jerry Lee Transaction, the Company will continue to operate six radio stations in the Philadelphia, Pennsylvania market.

On August 7, 2018, the Company entered into a TBA with Jerry Lee. During the period of the TBA, the Company included in net revenues, station operating expenses and monthly TBA fees associated with operating WBEB-FM in the Company s consolidated financial statements.

The allocations presented in the table below are based upon management s estimate of the fair values using valuation techniques including income, cost and market approaches. In estimating the fair value of the acquired FCC broadcasting licenses, the fair value estimates are based on, but not limited to, expected future revenue and cash flows that assume an expected future growth rate of 1.0% and an estimated discount rate of 9.0%. The gross profit margins utilized were considered appropriate based on management s expectations and experience in equivalent sized markets. The Company determines the fair value of the broadcasting licenses by relying on a discounted cash flow approach assuming a start-up scenario in which the only assets held by an investor are broadcasting licenses. The Company s fair value analysis contains assumptions based upon past experience, reflects expectations of industry observers and includes judgments about future performance using industry normalized information for an average station within a certain market. Any excess of the purchase price over the assets acquired was reported as goodwill. The Company recorded goodwill on its books, which is fully deductible for income tax purposes. Management believes that this acquisition provides the Company with an opportunity to benefit from operational efficiencies from combining operations of the acquired station with the Company s existing stations within the Philadelphia market.

The following preliminary purchase price allocations are based upon the valuation of assets and these estimates and assumptions are subject to change as the Company obtains additional information during the measurement period, which may be up to one year from the acquisition date. These assets pending finalization include intangible assets. Differences between the preliminary and final valuation could be substantially different from the initial estimates.

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Description	September 27, 2018 (amounts in thousands)		Useful Lives in Years From	To
Assets				
Equipment	$	981	3	7
Total tangible property		981		
Advertising contracts		477	1	1
Radio broadcasting licenses		27,346	non-amortizing	
Goodwill		24,396	non-amortizing	
Net working capital		3,234	not applicable	
Total intangible and other assets		55,453		
Total assets	$	56,434		
Preliminary fair value of net assets acquired	$	56,434		

2018 Emmis Acquisition

On April 30, 2018, the Company completed a transaction to acquire two radio stations in St. Louis, Missouri from Emmis Communications Corporation (Emmis) for a purchase price of $15.0 million in cash (the Emmis Acquisition). The Company borrowed under its revolving credit facility (the Revolver) to fund the acquisition. With this acquisition, the Company increased its presence in St. Louis, Missouri, to five radio stations.

On March 1, 2018, the Company entered into an asset purchase agreement and a TBA with Emmis to operate two radio stations. During the period of the TBA, the Company included in net revenues, station operating expenses and monthly TBA fees associated with operating these stations in the Company s consolidated financial statements.

The allocations presented in the table below are based upon management s estimate of the fair values using valuation techniques including income, cost and market approaches. In estimating the fair value of the acquired FCC broadcasting licenses, the fair value estimates are based on, but not limited to, expected future revenue and cash flows that assume an expected future growth rate of 1.0% and an estimated discount rate of 9.0%. The gross profit margins utilized were considered appropriate based on management s expectations and experience in equivalent sized markets. The Company determines the fair value of the broadcasting licenses by relying on a discounted cash flow approach assuming a start-up scenario in which the only assets held by an investor are broadcasting licenses. The Company s fair value analysis contains assumptions based upon past experience, reflects expectations of industry observers and includes judgments about future performance using industry normalized information for an average station within a certain market. Any excess of the purchase price over the assets acquired was reported as goodwill.

The following preliminary purchase price allocations are based upon the valuation of assets and these estimates and assumptions are subject to change as the Company obtains additional information during the measurement period, which may be up to one year from the acquisition date. These assets pending finalization include intangible assets. Differences between the preliminary and final valuation could be substantially different from the initial estimates.

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Description	April 30, 2018 (amounts in thousands)		Useful Lives in Years From	To
Assets				
Equipment	$	1,558	3	7
Total tangible property		1,558		
Advertiser relationships		207	5	15
Advertising contracts		114	1	1
Radio broadcasting licenses		12,785	non-amortizing	
Goodwill		332	non-amortizing	
Other noncurrent assets		4	2	2
Total intangible and other assets		13,442		
Total assets	$	15,000		
Preliminary fair value of assets acquired	$	15,000		

2017 CBS Radio Business Acquisition

On November 17, 2017, the Company acquired the CBS Radio business from CBS to further strengthen its scale and capabilities to compete more effectively with other media for a larger share of advertising dollars. The purchase price was $2.56 billion and consisted of $1.17 billion of total equity consideration and $1.39 billion of assumed debt.

The CBS Radio business acquisition was completed pursuant to the CBS Radio Merger Agreement, dated February 2, 2017, by and among the Company, CBS, CBS Radio, and Merger Sub. On November 17, 2017, (i) Merger Sub was merged with and into CBS Radio, with CBS Radio continuing as the surviving corporation and a direct, wholly-owned subsidiary of the Company and (ii) each share of CBS Radio common stock was converted into one share of the Company s common stock.

The Company issued 101,407,494 shares of its Class A common Stock to the former holders of CBS Radio common stock. At the time of the Merger, each outstanding restricted stock unit (RSU) and stock option with respect to CBS Class B common stock held by employees of CBS Radio was canceled and converted into equity awards for the Company s Class A common stock. The conversion was based on the ratio of the volume-weighted average per share closing prices of CBS stock on the five trading days prior to the date of acquisition and the Company s stock on the five trading days following the date of acquisition. Entercom Communications Corp. is considered to be the acquiring company for accounting purposes.

To complete the Merger, certain divestitures were required by the FCC in order to comply with the FCC s ownership rules and policies. These divestitures consisted of: (i) the exchange transaction with iHeartMedia, Inc. (iHeart); (ii) a station exchange with Beasley; (iii) a cash sale to Bonneville International Corporation (Bonneville); and (iv) a cash sale to Educational Media Foundation (EMF).

Due to the structure of the transaction, there is no step-up in tax basis for the assets acquired as the Company will assume the existing tax basis in the assets of CBS Radio. The absence of a step-up in tax basis will limit the Company s tax deductions in future years and impacts the amount of deferred tax liabilities recorded as part of purchase price accounting. If any of the Internal Distributions or the Final Distribution, each as defined in the CBS Radio Merger Agreement, does not qualify as a transaction that is tax-free for U.S. federal income tax purposes under Section 355 of the Internal Revenue Code (Code) or the Merger does not qualify as a tax-free reorganization under Section 368(a) of the Code, including as a result of actions taken in connection with the distributions made by CBS to facilitate the Merger or as a result of subsequent acquisitions of shares of CBS, Entercom, or CBS Radio, then CBS and/or holders of CBS Common Stock that received Radio Common Stock in the Final Distribution may be required to pay substantial U.S. federal income taxes, and, in certain circumstances, CBS Radio and Entercom may be required to indemnify CBS for any such tax liability.

The allocations presented in the table below are based upon management s estimate of the fair values using valuation techniques including income, cost and market approaches. In estimating the fair value of the acquired FCC broadcasting licenses, the fair value estimates are based on, but not limited to, hypothetical expected future revenue and cash flows that assume an expected future growth rate of 1.0% and an estimated discount rate of 9.0%. The gross profit margins utilized were considered appropriate based on management s expectations and experience in equivalent sized markets. The Company determines the fair value of the broadcasting licenses by relying on a discounted cash flow approach assuming a start-up scenario in which the only assets held by an investor are broadcasting licenses. The Company s fair value analysis contains assumptions based upon past experience, reflects expectations of industry observers and includes judgments about future performance using industry normalized information for an average station within a certain market. Any excess of the purchase price over the net assets acquired was reported as goodwill. The goodwill recorded reflects management s expectations of its ability to gain access to and penetrate CBS Radio s customer base and the benefits of being able to leverage operational efficiencies with favorable growth opportunities as a results of a large national presence. A portion of the goodwill carryover basis is tax deductible.

The Company s preliminary allocation of the purchase price to the assets acquired and liabilities assumed as of the acquisition date, including measurement period adjustments, is outlined below.

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Description	Preliminary Value as of acquisition date (as previously reported as of December 31, 2017)	Measurement period Adjustment	As Adjusted
	(amounts in thousands)		
Assets			
Accounts receivable	$ 241,548	$	$ 241,548
Prepaid sports rights and favorable sports contracts	4,160		4,160
Prepaid expenses, deposits and other	20,625	476	21,101
Other current assets	7,350	1,741	9,091
Total current assets	273,683	2,217	275,900
Land	112,880		112,880
Land improvements	3,988	(2,640)	1,348
Leasehold improvements	26,255	9,774	36,029
Buildings	19,246	(5,206)	14,040
Furniture and fixtures	10,929	(6,849)	4,080
Equipment and towers	76,486	4,921	81,407
Construction in process	14,598		14,598
Total tangible property	264,382		264,382
Advertiser relationships	27,453		27,453
Radio broadcasting licenses	1,880,400		1,880,400
Goodwill	820,961	(6,651)	814,310
Assets held for sale	255,650		255,650
Favorable leases	16,580		16,580
Other noncurrent assets	1,050	4,176	5,226
Total intangible and other assets	3,002,094	(2,475)	2,999,619
Total assets	$ 3,540,159	$ (258)	$ 3,539,901
Liabilities			
Accounts payable	$ 36,137	$ 421	$ 36,558
Accrued expenses	35,154	344	35,498
Accrued salaries and benefits	26,324		26,324
Current portion of long-term debt	10,600		10,600
Unfavorable sports liability - current portion	4,803		4,803
Accrued interest	4,529		4,529
Unearned revenues - current portion	14,971		14,971
Total current liabilities	132,518	765	133,283

Unearned revenues - non-current portion	13,859		13,859
Unfavorable lease liability	12,770		12,770
Unfavorable sports liability - non-current portion	22,597		22,597
Non-current portion of long-term debt	1,376,900		1,376,900
Deferred tax liability	780,832	(2,949)	777,883
Other long-term liabilities	31,835	1,926	33,761
Total liabilities	$ 2,371,311	$ (258)	$ 2,371,053
Preliminary fair value of net assets acquired	$ 1,168,848	$	$ 1,168,848

The aggregate fair value purchase price allocation of the assets and liabilities acquired in the CBS Radio Merger as reported on the Company s Form 10-K filed with the SEC on March 16, 2018, were revised during the nine months ended September 30, 2018 primarily due to: (i) a change to the deferred tax liabilities associated with certain stations acquired in the CBS Radio Merger which resulted in a decrease to goodwill of $2.9 million; (ii) a change to other current assets acquired in the CBS Radio Merger which resulted in a decrease to goodwill of $1.3 million; (iii) a change to prepaid assets acquired in the CBS Radio Merger which resulted in a decrease to goodwill

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of $0.5 million; (iv) a change to accrued expenses acquired in the CBS Radio Merger which resulted in an increase to goodwill of $0.3 million; (v) the recording of current and noncurrent lease abandonment liabilities and a corresponding receivable for reimbursement from CBS Corporation; (vi) a change to tenant improvement allowances acquired in the CBS Radio Merger which resulted in a decrease to goodwill of $2.3 million; and (vii) reclassification between the categories of acquired tangible property.

The preliminary purchase price allocations are based upon the valuation of assets and liabilities and these estimates and assumptions are subject to change as the Company obtains additional information during the measurement period, which may be up to one year from the acquisition date. The Company is in the process of finalizing estimates and assumptions related to certain net working capital accounts acquired in the Merger. Any adjustments to the preliminary purchase price allocation of assets acquired and liabilities assumed will be reflected as an adjustment to goodwill in the reporting period in which the adjustment is identified. These assets and liabilities pending finalization include intangible assets and liabilities. Differences between the preliminary and final valuation could be substantially different from the initial estimates. Any adjustments to the preliminary purchase price allocation required after the one year measurement period, which may be material, will be recorded in the consolidated statements of operations as operating expenses or income.

2017 Local Marketing Agreement: The Bonneville Transaction

On November 1, 2017, the Company assigned assets to a trust and the trust subsequently entered into two local marketing agreements (LMAs) with Bonneville. The LMAs, which were effective upon the closing of the Merger, allowed Bonneville to operate eight radio stations in the San Francisco, California and Sacramento, California markets. Of the eight radio stations operated by Bonneville, three were originally owned by the Company and the remaining five were originally owned by CBS Radio. The Company conducted an analysis and determined the assets of the eight stations satisfied the criteria to be presented as assets held for sale. The stations which were acquired from CBS Radio and were never operated by the Company are included within discontinued operations. On August 2, 2018, the Company entered into an asset purchase agreement with Bonneville to dispose of the eight radio stations in the San Francisco, California and Sacramento, California markets for $141.0 million in cash. During the three months ended September 30, 2018, the Company closed on this sale, which resulted in a loss of approximately $0.4 million to the Company. Refer to Note 11, Assets Held for Sale and Discontinued Operations, for additional information.

Restructuring Charges

Restructuring charges were expensed as a separate line item in the consolidated statements of operations.

The components of restructuring charges are as follows:

	Nine Months Ended September 30,	
	2018	2017
	(amounts in thousands)	
Costs to exit duplicative contracts	$ 32	$
Workforce reduction	2,338	
Lease abandonment costs	257	
Other restructuring costs	392	

Total restructuring charges	$	3,019	$

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	Three Months Ended September 30, 2018	2017
	(amounts in thousands)	
Costs to exit duplicative contracts	$ (478)	$
Workforce reduction	1,410	
Other restructuring costs	(80)	
Total restructuring charges	$ 852	$

During the fourth quarter of 2017, the Company initiated a restructuring plan as a result of the integration of the CBS Radio stations acquired in November 2017. The restructuring plan included: (i) a workforce reduction and realignment charges that included one-time termination benefits and related costs; (ii) lease abandonment costs; and (iii) costs associated with realigning radio stations within the overlap markets between CBS Radio and the Company. The Company could incur additional restructuring costs in the remainder of 2018 under this plan, however, these costs cannot be determined at this time.

The estimated amount of unpaid restructuring charges as of September 30, 2018 includes amounts in accrued expenses that are expected to be paid in less than one year and long-term restructuring costs for lease abandonment costs covering the remaining non-cancellable lease term.

	Nine Months Ended September 30, 2018	Twelve Months Ended December 31, 2017
	(amounts in thousands)	
Restructuring charges and lease abandonment costs, beginning balance	$ 16,086	$ 650
Additions resulting from the integration of CBS Radio	3,019	15,005
Restructuring charges assumed from the Merger		1,095
Payments	(12,293)	(664)
Restructuring charges and lease abandonment costs unpaid and outstanding	6,812	16,086
Restructuring charges and lease abandonment costs - noncurrent portion	(1,224)	(4,413)
Restructuring charges and lease abandonment costs - current portion	$ 5,588	$ 11,673

Integration Costs

The Company incurred integration costs of $22.0 million and $2.8 million during the nine months and three months ended September 30, 2018, respectively. Integration costs were expensed as a separate line item in the consolidated statements of operations. These costs primarily relate to change management consultants and technology-related costs.

Unaudited Pro Forma Summary Of Financial Information

The following unaudited pro forma information for the three and nine months ended September 30, 2018 and 2017 assumes that: (i) the acquisitions in 2018 had occurred as of January 1, 2017; and (ii) the acquisitions and certain dispositions in 2017 had occurred as of January 1, 2016. Refer to information within this Note 2, Business Combinations, and to the financial statements and related notes included in the Company s audited financial statements as of and for the year ended December 31, 2017, and filed with the SEC on March 16, 2018, for a description of the Company s acquisition and disposition activities. The unaudited pro forma information presented gives effect to certain adjustments, including: (i) depreciation and amortization of assets; (ii) change in the effective tax rate; (iii) merger and acquisition costs; and (iv) interest expense on any debt incurred to fund the acquisitions which would have been incurred had such acquisitions had been consummated at an earlier time.

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For purposes of this presentation, the pro forma data: (i) excludes the revenue and earnings of stations divested to iHeart and Beasley during 2017 as these stations were exchanged for the radio stations acquired in the Chattanooga, Richmond and Boston markets; (ii) includes revenue and earnings of stations divested to EMF during 2017; (iii) includes revenue and earnings of stations divested to Bonneville during 2018; and (iv) includes revenue and earnings of the station divested to Beasley during 2018.

This unaudited pro forma information has been prepared based on estimates and assumptions, which management believes are reasonable. These unaudited pro forma results have been prepared for comparative purposes only and do not purport to be indicative of what would have occurred had the acquisitions been made as of that date or results which may occur in the future.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(amounts in thousands except share and per share data)			
	Pro Forma	Pro Forma	Pro Forma	Pro Forma
Net revenues	$ 379,933	$ 418,902	$ 1,061,891	$ 1,195,338
Income (loss) from continuing operations	$ 38,579	$ 36,659	$ 29,898	$ 85,270
Income (loss) from discontinued operations	$ 358	$	$ 1,530	$
Net income (loss) available to the Company	$ 38,937	$ 36,659	$ 31,428	$ 85,270
Net income (loss) available to common shareholders	$ 38,937	$ 35,996	$ 31,428	$ 83,507
Income (loss) from continuing operations per common share - basic	$ 0.28	$ 0.26	$ 0.22	$ 0.61
Income (loss) from discontinued operations per common share - basic	$	$	$ 0.01	$
Net income (loss) available to common shareholders per common share - basic	$ 0.28	$ 0.26	$ 0.23	$ 0.59
Income (loss) from continuing operations per common share - diluted	$ 0.28	$ 0.26	$ 0.22	$ 0.61

Income (loss) from discontinued operations per common share - diluted	$	$	$ 0.01	$
Net income (loss) available to common shareholders per common share - diluted	$ 0.28	$ 0.26	$ 0.23	$ 0.59
Weighted shares outstanding basic	138,740,243	140,362,282	138,901,037	140,355,027
Weighted shares outstanding diluted	139,102,560	141,135,470	139,684,890	140,362,282
Conversion of preferred stock for dilutive purposes under the as if method	Not applicable	anti-dilutive	Not applicable	anti-dilutive

3. REVENUE

Nature Of Goods And Services

The following is a description of principal activities from which the Company generates its revenue.

The Company generates revenue from the sale to advertisers of various services and products, including but not limited to: (i) commercial broadcast time; (ii) digital advertising; (iii) promotional and sponsorship event revenue; (iv) e-commerce revenue; and (v) trade and barter revenue. Services and products may be sold separately or in bundled packages. The typical length of a contract for service is less than 12 months.

Revenue is recognized when or as performance obligations under the terms of a contract with customers are satisfied. This typically occurs over the period of time that advertisements are broadcast, marketing services are provided, or as an event occurs. For commercial broadcast time and digital advertising, the Company recognizes revenue based on amounts invoiced to the customer on a monthly basis under the right-to-invoice practical expedient. For e-commerce revenue transactions, revenue is recognized as each third party sale is made and the advertisers good or service is transferred to the end customer. For trade and barter transactions, revenue is recognized over the period of time promotional advertising is aired.

For bundled packages, the Company accounts for each product or performance obligation separately if they are distinct. A product or service is distinct if it is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer. The consideration is allocated between separate products and services in a bundle based on their stand-alone selling prices. The stand-alone selling prices are determined based on the prices at which the Company separately sells the commercial broadcast time, digital advertising, or digital product and marketing solutions.

Broadcast Revenues

Commercial broadcast time - The Company sells air-time to advertisers and broadcasts commercials at agreed upon dates and times. The Company s performance obligations are broadcasting advertisements for advertisers at specifically identifiable days and dayparts. The amount of consideration the Company receives and revenue it recognizes is fixed based upon contractually agreed upon rates. The Company recognizes revenue based on amounts invoiced to the advertiser under the right-to-invoice practical expedient. Revenues are recorded on a net basis, after the deduction of advertising agency fees by the advertising agencies.

Digital advertising - The Company sells digital marketing services to advertisers. The Company s performance obligations are providing broadcasting advertisements and integrated marketing services for advertisers. The Company recognizes revenue based on amounts invoiced to the advertiser under the right-to-invoice practical expedient. Revenues are recorded on a gross basis as the Company acts as a principal in these transactions.

Event And Other Revenues

Promotional and Sponsorship Event revenue - The Company provides promotional advertising to advertisers in exchange for cash proceeds from ticket sales. Performance obligations are broadcasting advertisements for advertisers events at specifically identifiable days and dayparts. The Company also sells sponsorships to advertisers at various local events. Performance obligations include providing advertising space at the Company s event. The Company recognizes revenue at a point in time, as the event occurs. Revenues are recorded on a net basis when the Company is not the primary party hosting the event and acts as an agent in these transactions.

E-Commerce revenue - The Company sells discount certificates to listeners on its websites. Listeners purchase goods and services from the advertiser at a discount to the fair value of the merchandise or service. Performance obligations include the promotion of advertisers discount offers on the Company s website as well as revenue share payments to the advertiser. The Company records revenue on a net basis as it acts as an agent in these transactions.

Trade And Barter Revenues

Trade and barter The Company provides advertising broadcast time in exchange for certain products, supplies, and services. The term of the exchanges generally permit the Company to preempt such broadcast time in favor of advertisers who purchase time on regular terms. Other than network barter programming, which is reflected on a net basis, the Company includes the value of such exchanges in both broadcasting net revenues and station operating expenses. Trade and barter value is based upon management s estimate of the fair value of the products, supplies and services received.

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Contract Balances

Refer to the table below for information about receivables, contract assets and contract liabilities from contracts with customers:

Description	September 30, 2018	December 31, 2017
	(amounts in thousands)	
Receivables, included in Accounts receivable net of allowance for doubtful accounts	$ 318,075	$ 341,989
Contract assets		
Unearned revenue - current	21,125	17,519
Unearned revenue - noncurrent	5,455	13,000

Changes in Contract Balances

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, unbilled receivables, and customer advances and deposits (unearned revenue) on the Company s consolidated balance sheet. At times, however, the Company receives advance payments or deposits from its customers before revenue is recognized, resulting in contract liabilities. The contract liabilities primarily relate to the advance consideration received from customers on certain contracts. For these contracts, revenue is recognized in a manner that is consistent with the satisfaction of the underlying performance obligations. The contract liabilities are reported on the consolidated balance sheet on a contract-by-contract basis at the end of each respective reporting period within the other current liabilities and other long-term liabilities line items.

Significant changes in the contract liabilities balances during the period are as follows:

Description	Nine Months Ended September 30, 2018 Unearned Revenue (amounts in thousands)
Beginning balance on January 1, 2018	$ 30,519
Revenue recognized during the period that was included in the beginning balance of contract liabilities	(10,670)
Additional amounts recognized during period	6,731
Ending balance	$ 26,580

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Disaggregation of revenue

The following table presents the Company s revenues disaggregated by revenue source:

Revenue by Source	Nine Months Ended September 30, 2018	2017
	(amounts in thousands)	
Broadcast revenues	$ 963,118	$ 315,942
Event and other revenues	77,252	25,601
Trade and barter revenues	10,822	4,727
Net revenues	$ 1,051,192	$ 346,270

Revenue by Source	Three Months Ended September 30, 2018	2017
	(amounts in thousands)	
Broadcast revenues	$ 348,066	$ 110,430
Event and other revenues	26,391	9,464
Trade and barter revenues	4,051	2,405
Net revenues	$ 378,508	$ 122,299

Performance obligations

A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer, and is the unit of account under this guidance. A contract s transaction price is allocated to each distinct performance obligation and is recognized as revenue when the performance obligation is satisfied. Some of the Company s contracts have one performance obligation which requires no allocation. For other contracts with multiple performance obligations, the Company allocates the contract s transaction price to each performance obligation using its best estimate of the standalone selling price of each distinct good or service in the contract.

The Company s performance obligations are either satisfied at a point in time or are satisfied over a period of time. For performance obligations that are satisfied over time, revenue is recognized over time using an output measure on the basis of the amount the Company has a right to invoice. As the Company s inputs are expended evenly throughout the performance period, the Company recognizes revenue on a straight-line basis over the life of a contract. For performance obligations that are satisfied at a point in time, the Company recognizes revenue when an advertisement is aired and the customer has received the benefits of advertising.

Performance obligations for all products and services, with the exception of event revenues, are satisfied over the term of the contracts, which are typically less than 12 months.

Practical expedients

As a practical expedient, when the period of time between when the Company transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less, the Company will not adjust the promised amount of consideration for the effects of a significant financing component.

As a practical expedient for spot revenue and digital revenue, the Company will recognize revenue in the amount to which the entity has a right to invoice.

The Company elected to apply the practical expedient which allows it to not disclose information about remaining performance obligations that have original expected durations of one year or less. The Company has contracts with customers which will result in the recognition of revenue beyond one year. From these contracts, the Company expects to recognize $5.5 million of revenue in excess of one year.

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The Company also elected to apply the practical expedient which allows it to not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the Company expects to recognize that amount as revenue for all reporting periods presented before January 1, 2018.

The Company elected to apply the practical expedient which allows the Company to recognize the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less. These costs are included in station operating expenses on the consolidated statements of operations.

Significant judgments

For performance obligations satisfied at a point in time, the Company does not estimate when a customer obtains control of the promised goods or services. Rather, the Company implements the right-to-invoice practical expedient for spot revenue and digital revenues.

For all revenue streams with the exception of barter revenues, the transaction price is contractually determined. Accordingly, no estimates are required and there is no variable consideration. For trade and barter revenues, the Company estimates the consideration by estimating the fair value of the goods and services received.

Net revenues from network barter programming have historically been recorded on a net basis. This treatment will continue to be the Company s policy under the amended accounting guidance for revenue recognition. The adoption of the amended accounting guidance for revenue recognition had no impact on the Company s consolidated statements of operations, balance sheets, statements of shareholders equity, or statements of cash flows for the nine months ended September 30, 2018.

4. INTANGIBLE ASSETS AND GOODWILL

Goodwill and certain intangible assets are not amortized for book purposes. They may be, however, amortized for tax purposes. The Company accounts for its acquired broadcasting licenses as indefinite-lived intangible assets and, similar to goodwill, these assets are reviewed at least annually for impairment. At the time of each review, if the fair value is less than the carrying value of goodwill and certain intangibles (such as broadcasting licenses), then a charge is recorded to the results of operations.

Subsequent to the Company s annual impairment test conducted during the second quarter of 2018, the Company recorded a $0.7 million impairment charge related to a potential disposal of assets in one of its markets.

The following table presents the changes in broadcasting licenses.

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	Broadcasting Licenses Carrying Amount	
	September 30, 2018	December 31, 2017
	(amounts in thousands)	
Broadcasting licenses balance as of January 1,	$ 2,649,959	$ 823,195
Disposition of an FCC broadcasting license to facilitate the CBS Merger		(13,500)
Consolidation (deconsolidation) of a VIE - 2017 Charlotte Acquisition		(15,738)
Acquisition of radio stations - 2017 Charlotte Acquisition		17,174
Acquisition of radio stations - CBS Radio Merger		1,880,400
Disposition of FCC broadcasting licenses - EMF Sale		(54,661)
Acquisition of a radio station - Beasley Transaction		35,944
Acquisition of radio stations - iHeartMedia Transaction		50,621
Disposition of radio stations - iHeartMedia Transaction		(7,462)
Assets held for sale - Bonneville Transaction		(66,014)
Acquisition of radio stations - Emmis Acquisition	12,785	
Acquisition of a radio station - Jerry Lee Transaction	27,346	
Loss on impairment	(702)	
Disposition of a radio station - WXTU Transaction	(25,607)	
Ending period balance	$ 2,663,781	$ 2,649,959

The following table presents the changes in goodwill.

	Goodwill Carrying Amount	
	September 30, 2018	December 31, 2017
	(amounts in thousands)	
Goodwill balance before cumulative loss on impairment as of January 1,	$ 988,056	$ 158,333
Accumulated loss on impairment as of January 1,	(126,056)	(125,615)
Goodwill beginning balance after cumulative loss on impairment as of January 1,	862,000	32,718
Loss on impairment during year		(441)
Acquisition of radio stations - 2017 Charlotte Acquisition		43
Acquisition of radio stations - CBS Radio Merger		820,961
Disposition of goodwill - EMF sale		(266)
Acquisition of a radio station - Beasley Transaction		289

Acquisition of radio stations - iHeartMedia Transaction		11,700
Disposition of radio stations - iHeartMedia Transaction		(14)
Assets held for sale - Bonneville Transaction		(2,990)
Disposition of a radio station - WXTU Transaction	(8,623)	
Measurement period adjustments to acquired goodwill	(6,651)	
Acquisition of radio stations - Emmis Acquisition	332	
Acquisition of a radio station - Jerry Lee Transaction	24,396	
Ending period balance	$ 871,454	$ 862,000

Broadcasting Licenses Impairment Test

The Company performs its annual broadcasting license impairment test during the second quarter of each year by evaluating its broadcasting licenses for impairment at the market level using the Greenfield method.

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During the second quarter of the current year and each of the past several years, the Company completed its annual impairment test for broadcasting licenses and determined that the fair value of its broadcasting licenses was greater than the amount reflected in the balance sheet for each of the Company s markets and, accordingly, no impairment was recorded.

All of the Company s broadcasting licenses, with the exception of the broadcasting licenses acquired in the Jerry Lee Transaction during the third quarter of the current year, were subject to the annual impairment test conducted in the second quarter of the current year. For the station acquired in the Jerry Lee Transaction, similar valuation techniques that were used in the annual impairment testing process were applied to the valuation of the broadcasting licenses under purchase price accounting. The valuation of the acquired broadcasting licenses approximates fair value.

Each market s broadcasting licenses are combined into a single unit of accounting for purposes of testing impairment, as the broadcasting licenses in each market are operated as a single asset. The Company determines the fair value of the broadcasting licenses in each of its markets by relying on a discounted cash flow approach (a 10-year income model) assuming a start-up scenario in which the only assets held by an investor are broadcasting licenses. The Company s fair value analysis contains assumptions based upon past experience, reflects expectations of industry observers and includes judgments about future performance using industry normalized information for an average station within a certain market. These assumptions include, but are not limited to: (i) the discount rate; (ii) the market share and profit margin of an average station within a market, based upon market size and station type; (iii) the forecast growth rate of each radio market; (iv) the estimated capital start-up costs and losses incurred during the early years; (v) the likely media competition within the market area; (vi) the tax rate; and (vii) future terminal values.

The methodology used by the Company in determining its key estimates and assumptions was applied consistently to each market. Of the seven variables identified above, the Company believes that the assumptions in items (i) through (iii) above are the most important and sensitive in the determination of fair value.

The following table reflects the estimates and assumptions used in the second quarter of each year.

	Estimates And Assumptions	
	Second Quarter 2018	**Second Quarter 2017**
Discount rate	9.00%	9.25%
Operating profit margin ranges expected for average stations in the markets where the Company operates	22% to 37%	19% to 40%
Long-term revenue growth rate range of the Company s markets	0.5% to 1.0%	1.0% to 2.0%

The Company has made reasonable estimates and assumptions to calculate the fair value of its broadcasting licenses. These estimates and assumptions could be materially different from actual results.

If actual market conditions are less favorable than those projected by the industry or the Company, or if events occur or circumstances change that would reduce the fair value of the Company s broadcasting licenses below the amount reflected in the balance sheet, the Company may be required to conduct an interim test and possibly recognize impairment charges, which may be material, in future periods.

There were no events or circumstances since the Company s second quarter annual license impairment test that indicated an interim review of broadcasting licenses was required.

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Goodwill Impairment Test

The Company performs its annual goodwill impairment test during the second quarter of each year.

The amended accounting guidance for accounting for goodwill impairment eliminated the second step of the goodwill impairment test, which reduced the cost and complexity of evaluating goodwill for impairment. The Company adopted this amended accounting guidance in the second quarter of 2017. Under the former accounting guidance, the second step of the impairment test required the Company to compute the implied fair value of goodwill by assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination. Under the amended guidance, if the carrying amount of goodwill of a reporting unit exceeds its fair value, the Company will consider the goodwill to be impaired.

In prior years, the Company determined that each individual radio market was a reporting unit and the Company assessed goodwill in each of the Company s markets. Under the amended guidance, if the fair value of any reporting unit was less than the amount reflected on the balance sheet, the Company would recognize an impairment charge for the amount by which the carrying amount exceeded the reporting unit s fair value. The loss recognized would not exceed the total amount of goodwill allocated to the reporting unit.

As a result of the change to a single operating segment, the Company reassessed its reporting unit determination. Following the Company s Merger with CBS Radio in November 2017, the Company s radio broadcasting operations increased from 28 radio markets to 48 radio markets. Each market is a component one level beneath the single operating segment. Because each market is economically similar, all 48 markets have been aggregated into a single reporting unit for the goodwill impairment assessment.

In response to the realignment in the Company s operating segments and reporting units, the Company considered whether the event represented a triggering event for interim goodwill impairment testing. During the three months ended June 30, 2018, and prior to conducting the current year annual impairment testing described below, the Company made an evaluation, based on factors such as each reporting unit s total market share and changes in operating cash flow margins, and concluded that it was more likely than not that the fair value of each of the Company s reporting units exceeded their carrying values at the time of the realignment.

Current Year Methodology

In connection with the Company s current year annual impairment assessment, the Company used an income approach in computing the fair value of the Company. This approach utilized a discounted cash flow method by projecting the Company s income over a specified time and capitalizing at an appropriate market rate to arrive at an indication of the most probable selling price. Management believes that this approach is commonly used and is an appropriate methodology for valuing the Company. Factors contributing to the determination of the Company s operating performance were historical performance and/or management s estimates of future performance.

Prior Year Methodology

In connection with the Company s prior year annual impairment assessment, the Company first assessed qualitative factors to determine whether it was necessary to perform a quantitative assessment for each reporting unit. These qualitative factors included, but were not limited to: (i) macroeconomic conditions; (ii) radio broadcasting industry considerations; (iii) financial performance of reporting units; (iv) Company-specific events; and (v) a sustained decrease in the Company s share price. If the quantitative assessment was necessary, the Company determined the fair value of the goodwill allocated to each reporting unit.

To determine the fair value, the Company used a market approach and, when appropriate, an income approach in computing the fair value of each reporting unit. The market approach calculated the fair value of each market s radio stations by analyzing recent sales and offering prices of similar properties expressed as a multiple of cash flow. The income approach utilized a discounted cash flow method by projecting the subject property s income over a specified time and capitalizing at an appropriate market rate to arrive at an indication of the most probable selling price. Management believes that these approaches are commonly used and appropriate methodologies for valuing broadcast radio stations. Factors contributing to the determination of the reporting unit s operating performance were historical performance and/or management s estimates of future performance.

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The Assumptions And Results

The following table reflects the estimates and assumptions used in the second quarter of each year:

	Estimates And Assumptions	
	Second Quarter 2018	Second Quarter 2017
Discount rate	9.00%	9.25%
Long-term revenue growth rate range of the Company (or its markets)	1.0%	1.0% to 2.0%
Market multiple used in the market valuation approach	not applicable	7.5x to 8.0x

During the second quarter of the current year, the Company s quantitative assessment indicated that the fair value of goodwill exceeded the carrying amount of goodwill allocated to the Company. Accordingly, the Company did not recognize an impairment charge during the second quarter of 2018.

During the second quarter of the prior year, the Company s quantitative assessment indicated that the goodwill allocated to its Boston, Massachusetts market was impaired. The amount by which the carrying value exceeded the fair value was larger than the amount of goodwill allocated to this specific reporting unit. As a result, the Company determined the entire carrying amount of goodwill for this specific reporting unit was impaired and recorded an impairment loss during the second quarter of 2017 in the amount of $0.4 million.

All of the Company s goodwill, with the exception of the goodwill acquired in the Jerry Lee Transaction during the third quarter of the current year, was subject to the annual impairment test conducted in the second quarter of the current year. For the station acquired in the Jerry Lee Transaction, similar valuation techniques that were used in the annual impairment testing process were applied to the valuation of the goodwill under purchase price accounting. The valuation of the acquired goodwill approximates fair value.

If actual market conditions are less favorable than those projected by the industry or the Company, or if events occur or circumstances change that would reduce the fair value of the Company s goodwill below the amount reflected in the balance sheet, the Company may be required to conduct an interim test and possibly recognize impairment charges, which could be material, in future periods.

There were no events or circumstances since the Company s second quarter annual goodwill test that indicated an interim review of goodwill was required.

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5. OTHER CURRENT LIABILITIES

Other current liabilities consist of the following as of the periods indicated:

	Other Current Liabilities	
	September 30, 2018	December 31, 2017
	(amounts in thousands)	
Accrued compensation	$ 36,344	$ 36,105
Accounts receivable credits	5,676	1,876
Advertiser obligations	4,667	3,048
Accrued interest payable	13,817	12,285
Unearned revenue	21,125	17,519
Unfavorable lease liabilities	2,995	3,301
Unfavorable sports liabilities	4,634	4,634
Accrued benefits	8,405	9,470
Non-income tax liabilities	7,020	8,196
Income taxes payable	41,887	5,370
Other	9,387	5,757
Total other current liabilities	$ 155,957	$ 107,561

During the third quarter of 2018, the Company disposed of certain property that the Company considered as surplus to its operations and that resulted in significant gains reportable for tax purposes. The income taxes payable of $17.7 million generated from these gains and losses are included within the current portion of income taxes payable in the schedule above. Upon the successful completion of a like-kind exchange under Code Section 1031, a portion of this amount will be reclassified to a deferred tax liability. Refer to Note 13, Contingencies And Commitments, for additional information.

6. LONG-TERM DEBT

(A) Senior Debt

The Credit Facility

On November 17, 2017, in connection with the Merger, the Company refinanced its previously outstanding indebtedness and also assumed CBS Radio s outstanding indebtedness. As a result of the refinancing activity and the Merger, the Company has a credit agreement (the Credit Facility) that is comprised of the Revolver and a term loan component (the Term B-1 Loan).

The $250.0 million Revolver has a maturity date of November 17, 2022. The amount available under the Revolver, which includes the impact of outstanding letters of credit, was $41.0 million as of September 30, 2018.

The $1,330.0 million Term B-1 Loan has a maturity date of November 17, 2024.

The Term B-1 Loan amortizes: (i) with equal quarterly installments of principal in annual amounts equal to 1.0% of the original principal amount of the Term B-1 Loan; and (ii) mandatory yearly prepayments based upon a percentage of Excess Cash Flow as defined in the agreement.

The Term B-1 Loan requires mandatory prepayments equal to a percentage of Excess Cash Flow, as defined within the agreement, subject to incremental step-downs, depending on the Consolidated Net Secured Leverage Ratio as defined in the agreement. The Excess Cash Flow payment, if any, will be due in the first quarter of each year, beginning with 2019, and is based on the Excess Cash Flow and Consolidated Net Secured Leverage Ratio for the prior year.

The Company expects to use the Revolver to: (i) provide for working capital; and (ii) provide for general corporate purposes, including capital expenditures and any or all of the following (subject to certain restrictions): repurchase of Class A common stock, dividends, investments and acquisitions. In addition, the Credit Facility is secured by a lien on substantially all of the assets (including material real property) of CBS Radio and its subsidiaries with limited exclusions. All of the Company s subsidiaries, jointly and severally guaranteed the Credit Facility. The assets securing the Credit Facility are subject to customary release provisions which would enable the Company to sell such assets free and clear of encumbrance, subject to certain conditions and exceptions.

The Credit Facility has usual and customary covenants including, but not limited to, a net secured leverage ratio, restricted payments and the incurrence of additional debt. Specifically, the Credit Facility requires the Company to comply with a certain financial covenant which is a defined term within the agreement, including a maximum Consolidated Net Secured Leverage Ratio that cannot exceed 4.0 times at September 30, 2018. In certain circumstances, if the Company consummates additional acquisition activity permitted under the terms of the Credit Facility, the Consolidated Net Secured Leverage Ratio will be increased to 4.5 times for a one year period following the consummation of such permitted acquisition. As of September 30, 2018, the Company s Consolidated Net Secured Leverage Ratio was 3.7 times.

Failure to comply with the Company s financial covenant or other terms of its Credit Facility and any subsequent failure to negotiate and obtain any required relief from its lenders could result in a default under the Company s Credit Facility. Any event of default could have a material adverse effect on the Company s business and financial condition. The acceleration of the Company s debt repayment could have a material adverse effect on its business. The Company may seek from time to time to amend its Credit Facility or obtain other funding or additional funding, which may result in higher interest rates.

Management believes that over the next 12 months, the Company can continue to maintain compliance with its financial covenant. The Company s operating cash flow is positive, and management believes that it is adequate to fund the Company s operating needs and mandatory debt repayments under the Company s Credit Facility. As of September 30, 2018, the Company is in compliance with the financial covenant and all other terms of the Credit Facility in all material respects. The Company s ability to maintain compliance with its covenant is highly dependent on its results of operations.

Management believes that cash on hand, borrowing capacity from the Revolver and cash from operating activities will be sufficient to permit the Company to meet its liquidity requirements over the next 12 months, including its debt repayments. The cash available from the Revolver is dependent on the Company s Consolidated Net Secured Leverage Ratio at the time of such borrowing.

Long-term debt was comprised of the following as of September 30, 2018:

	Long-Term Debt	
	September 30, 2018	December 31, 2017
	(amounts in thousands)	
Credit Facility		
Revolver, due November 17, 2022	$ 205,000	$ 143,000
Term B-1 Loan, due November 17, 2024	1,320,025	1,330,000
Plus unamortized premium	2,578	2,904
	1,527,603	1,475,904

Senior Notes		
7.250% senior unsecured notes, due October 17, 2024	400,000	400,000
Plus unamortized premium	14,764	16,584
	414,764	416,584
Other Debt		
Capital lease and other	916	70
Total debt before deferred financing costs	1,943,283	1,892,558
Current amount of long-term debt	(13,319)	(13,319)
Deferred financing costs (excludes the revolving credit)	(17,825)	(19,797)
Total long-term debt, net of current debt	$ 1,912,139	$ 1,859,442
Outstanding standby letters of credit	$ 3,987	$ 1,856

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(B) Senior Unsecured Debt

The Senior Notes

Simultaneously with entering into the Merger and assuming the Credit Facility on November 17, 2017, the Company also assumed the 7.250% unsecured senior notes (the Senior Notes) that were subsequently modified and mature on October 17, 2024 in the amount of $400.0 million. The Senior Notes were originally issued by CBS Radio on October 17, 2016. The deferred financing costs and debt premium on the Senior Notes will be amortized over the term under the effective interest rate method. As of any reporting period, the amount of any unamortized debt finance costs and debt premium costs are reflected on the balance sheet as a subtraction and an addition to the $400.0 million liability, respectively.

Interest on the Senior Notes accrues at the rate of 7.250% per annum and is payable semi-annually in arrears on May 1 and November 1 of each year.

(C) Net Interest Expense

The components of net interest expense are as follows:

	Net Interest Expense Nine Months Ended September 30,	
	2018	2017
	(amounts in thousands)	
Interest expense	$ 74,870	$ 16,913
Amortization of deferred financing costs	2,389	1,752
Amortization of original issue discount (premium) of senior notes	(2,147)	
Interest income and other investment income	(79)	(79)
Total net interest expense	$ 75,033	$ 18,586

	Net Interest Expense Three Months Ended September 30,	
	2018	2017
	(amounts in thousands)	
Interest expense	$ 25,911	$ 5,920
Amortization of deferred financing costs	798	586
Amortization of original issue discount (premium) of senior notes	(715)	
Interest income and other investment income	(71)	(30)
Total net interest expense	$ 25,923	$ 6,476

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7. NET INCOME (LOSS) PER COMMON SHARE

The following tables present the computations of basic and diluted net income (loss) per share from continuing operations and discontinued operations:

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
	(amounts in thousands except per share data)			
Basic Income (Loss) Per Share				
Numerator				
Net income available to the Company - continuing operations	$ 36,590	$ 4,100	$ 23,981	$ 1,184
Preferred stock dividends		663		1,763
Net income available to common shareholders from continuing operations	36,590	3,437	23,981	(579)
Income (loss) from discontinued operations, net of tax	358		1,530	
Net income (loss) available to common shareholders	$ 36,948	$ 3,437	$ 25,511	$ (579)
Denominator				
Basic weighted average shares outstanding	138,740	38,955	138,901	38,948
Net Income (Loss) Per Common Share - Basic:				
Net income (loss) from continuing operations per share available to common shareholders - Basic	$ 0.26	$ 0.09	$ 0.17	$ (0.01)
Net income (loss) from discontinued operations per share available to common shareholders - Basic	$	$	$ 0.01	$
Net income (loss) per share available to common shareholders - Basic	$ 0.27	$ 0.09	$ 0.18	$ (0.01)
Diluted Income (Loss) Per Share				
Numerator				
Net income available to the Company - continuing operations	$ 36,590	$ 4,100	$ 23,981	$ 1,184
Preferred stock dividends		663		1,763
Net income available to common shareholders from continuing operations	36,590	3,437	23,981	(579)
Income (loss) from discontinued operations, net of tax	358		1,530	
Net income (loss) available to common shareholders	$ 36,948	$ 3,437	$ 25,511	$ (579)
Denominator				

Basic weighted average shares outstanding	138,740	38,955	138,901	38,948
Effect of RSUs and options under the treasury stock method	362	773	784	
Preferred stock under the as if converted method				
Diluted weighted average shares outstanding	139,102	39,728	139,685	38,948
Net Income (Loss) Per Common Share - Diluted:				
Net income (loss) from continuing operations per share available to common shareholders - Diluted	$ 0.26	$ 0.09	$ 0.17	$ (0.01)
Net income (loss) from discontinued operations per share available to common shareholders - Diluted	$	$	$ 0.01	$
Net income (loss) per share available to common shareholders - Diluted	$ 0.27	$ 0.09	$ 0.18	$ (0.01)

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Disclosure of Anti-Dilutive Shares

The following table presents those shares excluded as they were anti-dilutive:

Impact Of Equity Issuances	Three Months Ended September 30, 2018	2017	Nine Months Ended September 30, 2018	2017
	(amounts in thousands, except per share data)			
Shares excluded as anti-dilutive under the treasury stock method:				
Options	563	14	565	
Price range of options: from	$ 9.66	$ 11.69	$ 9.66	$
Price range of options: to	$ 13.98	$ 11.78	$ 13.98	$
RSUs with service conditions	1,586	157	1,415	101
RSUs excluded with service and market conditions as market conditions not met	226	267	226	267
Perpetual cumulative convertible preferred stock treated as anti-dilutive under the as if method		2,017		2,017
Excluded shares as anti-dilutive when reporting a net loss				974

8. SHARE-BASED COMPENSATION

Under the Entercom Equity Compensation Plan (the Plan), the Company is authorized to issue share-based compensation awards to key employees, directors and consultants.

Restricted Stock Units (RSUs) Activity

The following is a summary of the changes in RSUs under the Plan during the current period:

	Period Ended	Number of Restricted Stock Units	Weighted Average Purchase Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value as of September 30, 2018
RSUs outstanding as of:	December 31, 2017	4,285,290			
RSUs awarded		1,284,050			
RSUs released		(1,492,544)			

RSUs forfeited		(339,317)				
RSUs outstanding as of:	September 30, 2018	3,737,479	$	1.4	$	28,782,654
RSUs vested and expected to vest as of:	September 30, 2018	3,737,479	$	1.4	$	28,782,654
RSUs exercisable (vested and deferred) as of:	September 30, 2018	48,880	$		$	376,376
Weighted average remaining recognition period in years		2.1				
Unamortized compensation expense		$ 25,909,972				

RSUs With Service and Market Conditions

The Company issued RSUs with service and market conditions that are included in the table above. These shares vest if: (i) the Company s stock achieves certain shareholder performance targets over a defined measurement period; and (ii) the employee fulfills a minimum service period. The compensation expense is recognized even if the market conditions are not satisfied and are only reversed in the event the service period is not met, as all of the conditions need to be satisfied. These RSUs are amortized over the longest of the explicit, implicit or derived service periods, which range from approximately one to three years.

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The following table presents the changes in outstanding RSUs with market conditions:

	Nine Months Ended September 30, 2018	Year Ended December 31, 2017
	(amounts in thousands, except per share data)	
Reconciliation of RSUs with Service And Market Conditions		
Beginning of period balance	650	630
Number of RSUs granted		70
Number of RSUs forfeited	(110)	
Number of RSUs vested	(314)	(50)
End of period balance	226	650
Weighted average fair value of RSUs granted with market conditions	$	$ 9.81

The fair value of RSUs with service conditions is estimated using the Company s closing stock price on the date of the grant. To determine the fair value of RSUs with service and market conditions, the Company used the Monte Carlo simulation lattice model. The Company s determination of the fair value was based on the number of shares granted, the Company s stock price on the date of grant and certain assumptions regarding a number of highly complex and subjective variables. If other reasonable assumptions were used, the results could differ.

The specific assumptions used for these valuations are as follows:

	Nine Months Ended September 30, 2018	Year Ended December 31, 2017
Expected Volatility Term Structure (1)		54%
Risk-Free Interest Rate (2)		1.8%
Annual Dividend Payment Per Share (Constant) (3)	$	$ 3.3%

(1) Expected Volatility Term Structure - The Company estimated the volatility term structure using: (i) the historical volatility of its stock; and (ii) the implied volatility provided by its traded options from a trailing month s average of the closing bid-ask price quotes.

(2) Risk-Free Interest Rate - The Company estimated the risk-free interest rate based upon the implied yield available on U.S. Treasury issues using the Treasury bond rate as of the date of grant.

(3) Annual Dividend Payment Per Share (Constant) - The Company assumed the historical dividend yield in effect at the date of the grant.

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Option Activity

The following table provides summary information related to the exercise of stock options:

Option Exercise Data	Nine Months Ended September 30, 2018	2017
	(amounts in thousands)	
Intrinsic value of options exercised	$ 418	$ 58
Tax benefit from options exercised [1]	$ 111	$ 23
Cash received from exercise price of options exercised	$ 68	$ 22

[1] Amounts exclude any impact from any compensation expense subject to Section 162(m) of the Code, which is nondeductible for income tax purposes.

The following table presents the option activity during the current period under the Plan:

	Period Ended	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Intrinsic Value as of September 30, 2018
Options outstanding as of:	December 31, 2017	883,347	$ 8.38		
Options granted					
Options exercised		(50,300)	1.34		
Options forfeited					
Options expired		(15,000)	9.30		
Options outstanding as of:	September 30, 2018	818,047	$ 8.80	1.5	$ 1,592,166
Options vested and expected to vest as of:	September 30, 2018	818,047	$ 8.80	1.5	$ 1,592,166
Options vested and exercisable as of:	September 30, 2018	818,047	$ 8.80	1.5	$ 1,592,166

Weighted average remaining recognition period in years	
Unamortized compensation expense	$

The following table summarizes significant ranges of outstanding and exercisable options as of the current period:

Range of Exercise Prices		Options Outstanding			Options Exercisable	
From	To	Number of Options Outstanding September 30, 2018	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number of Options Exercisable September 30, 2018	Weighted Average Exercise Price
$1.34	$ 1.34	246,637	0.4	$ 1.34	246,637	$ 1.34
$2.02	$ 13.98	571,410	2.1	$ 12.02	571,410	$ 12.02
$1.34	$ 13.98	818,047	1.5	$ 8.80	818,047	$ 8.80

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Recognized Non-Cash Stock-Based Compensation Expense

The following non-cash stock-based compensation expense, which is related primarily to RSUs, is included in each of the respective line items in the Company s statement of operations:

	Nine Months Ended September 30,	
	2018	2017
	(amounts in thousands)	
Station operating expenses	$ 5,295	$ 937
Corporate general and administrative expenses	6,126	3,692
Stock-based compensation expense included in operating expenses	11,421	4,629
Income tax benefit (1)	2,385	1,528
After-tax stock-based compensation expense	$ 9,036	$ 3,101

	Three Months Ended September 30,	
	2018	2017
	(amounts in thousands)	
Station operating expenses	$ 1,653	$ 360
Corporate general and administrative expenses	2,116	1,197
Stock-based compensation expense included in operating expenses	3,769	1,557
Income tax benefit (1)	787	525
After-tax stock-based compensation expense	$ 2,982	$ 1,032

(1) Amounts exclude impact from any compensation expense subject to Section 162(m) of the Code, which is nondeductible for income tax purposes.

9. INCOME TAXES

Tax Rates For The Nine Months And Three Months Ended September 30, 2018

The effective income tax rates were 35.1% and 30.7% for the nine months and three months ended September 30, 2018, respectively, which was determined using a forecasted rate based upon taxable income for the year. The income tax rate is estimated to be lower than in previous years primarily due to: (i) an income tax benefit resulting from the Tax Cuts and Jobs Act (TCJA) that was enacted on December 22, 2017, which reduced the U.S. federal corporate tax rate from the previous rate of 35% to 21%; and (ii) a reduction in non-deductible transaction costs in 2018 due to the closing of the Merger on November 17, 2017.

Tax Rates For The Nine Months And Three Months Ended September 30, 2017

The effective income tax rates were 131.7% and 41.5% for the nine months and three months ended September 30, 2017, respectively. These rates were impacted by: (i) merger and acquisition costs that resulted in an increase in the annual estimated effective tax rate; and (ii) a discrete windfall income tax benefit, described below. The annual estimated effective tax rate was estimated to be higher than in previous years primarily due to the amount of merger and acquisition costs that were forecasted for 2017 as a result of the Merger, as a significant portion of these costs were not deductible for federal and state income tax purposes.

As a result of adopting the amended accounting guidance for stock-based compensation on January 1, 2017, the Company recorded, for the nine months ended September 30, 2017, a discrete windfall income tax benefit of $0.8 million from the vesting of stock-based awards with tax deductions in excess of the compensation expense recorded. Refer to Note 1, Basis of Presentation and Significant Policies, for additional information.

Net Deferred Tax Assets And Liabilities

As of September 30, 2018, and December 31, 2017, net deferred tax liabilities were $564.4 million and $609.8 million, respectively. The income tax accounting process to determine the deferred tax liabilities involves estimating all temporary differences between the tax and financial reporting bases of the Company s assets and liabilities, based on enacted tax laws and statutory tax rates applicable to the period in which the differences are expected to affect taxable income. The Company estimated the current exposure by assessing the temporary differences and computing the provision for income taxes by applying the estimated effective tax rate to income.

The Company has calculated the accounting for the tax effects of enactment of TCJA as written, and made a reasonable estimate of the effects of the existing deferred tax balances. The Company is continuing to analyze certain aspects of the new legislation and refining its calculations, which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts. In addition, the Company s estimates may also be affected as further legislative guidance is published, including those related to the deductibility of purchased assets, state tax treatment, and amounts related to employee compensation.

10. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair Value of Financial Instruments Subject to Fair Value Measurements

Recurring Fair Value Measurements

The following table sets forth the Company s financial assets and/or liabilities that were accounted for at fair value on a recurring basis and are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company s assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value and its placement within the fair value hierarchy levels. During the periods presented, there were no transfers between fair value hierarchical levels.

	Fair Value Measurements At Reporting Date				
Description	**Balance at September 30, 2018**	**Quoted prices in active markets Level 1**	**Significant other observable inputs Level 2**	**Significant unobservable inputs Level 3**	**Measured at Net Asset Value as a Practical Expedient [(2)]**
			(amounts in thousands)		
Liabilities					
Deferred compensation plan liabilities [(1)]	$ 34,575	$ 29,480	$	$	$ 5,095

Description	**Balance at December 31, 2017**	**Quoted prices in active markets Level 1**	**Significant other observable inputs Level 2**	**Significant unobservable inputs Level 3**	**Measured at Net Asset Value as a Practical**

					Expedient (2)
	(amounts in thousands)				
Liabilities					
Deferred compensation plan liabilities (1)	$ 40,995	$ 23,751	$	$	$ 17,244

(1) The Company s deferred compensation liability, which is included in other long-term liabilities, is recorded at fair value on a recurring basis. The unfunded plan allows participants to hypothetically invest in various specified investment options.

(2) The fair value of underlying investments in collective trust funds is determined using the net asset value (NAV) provided by the administrator of the fund as a practical expedient. The NAV is determined by each fund s trustee based upon the fair value of the underlying assets owned by the fund, less liabilities, divided by outstanding units. In accordance with appropriate accounting guidance, these investments have not been classified in the fair value hierarchy.

Non-Recurring Fair Value Measurements

The Company has certain assets that are measured at fair value on a non-recurring basis and are adjusted to fair value only when the carrying values are more than the fair values. The categorization of the framework used to price the assets is considered Level 3, due to the subjective nature of the unobservable inputs used to determine the fair value.

During the quarters ended June 30, 2018 and 2017, the Company reviewed the fair value of its broadcasting licenses and goodwill, and concluded that its broadcasting licenses were not impaired as the fair value of these assets equaled or exceeded their carrying value. During the second quarter of the current year, the Company concluded that the fair value of goodwill exceeded the carrying value of goodwill and determined that no goodwill impairment charge was required. During the second quarter of the prior year, the Company concluded that the carrying value of goodwill allocated to its Boston, Massachusetts market exceeded its fair value. Accordingly, the Company wrote off approximately $0.4 million of goodwill during the second quarter of 2017. Refer to Note 4, Intangible Assets and Goodwill, for additional information.

There were no events or changes in circumstances which indicated the Company s cost-method investments, property and equipment, or other intangible assets may not be recoverable, other than as described below.

During the second quarter of the current year, the Company recorded a $2.1 million impairment charge related to assets expected to be disposed of in one of its markets.

During the second quarter of the current year, events or circumstances changed which indicated that a portion of the Company s assets which had been classified as held for sale may not be recoverable. Accordingly, the Company estimated the fair value of these assets and recognized an impairment charge of $26.9 million. Refer to Note 11, Assets Held For Sale And Discontinued Operations, for additional information.

Fair Value of Financial Instruments Subject to Disclosures

The carrying amount of the following assets and liabilities approximates fair value due to the short maturity of these instruments: (i) cash and cash equivalents; (ii) accounts receivable; and (iii) accounts payable, including accrued liabilities.

The following table presents the carrying value of financial instruments and, where practicable, the fair value as of the periods indicated:

	September 30, 2018		December 31, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(amounts in thousands)			
Term B Loans (1)	$ 1,320,025	$ 1,310,125	$ 1,330,000	$ 1,336,650
Revolver (2)	$ 205,000	$ 205,000	$ 143,000	$ 143,000
Senior Notes (3)	$ 400,000	$ 385,000	$ 400,000	$ 422,876

Other debt (4)	$ 916	$ 70
Letters of credit (4)	$ 3,987	$ 1,856

The following methods and assumptions were used to estimate the fair value of financial instruments:

(1) The Company s determination of the fair value of the Term B-1 Loans was based on quoted prices for these instruments and is considered a Level 2 measurement as the pricing inputs are other than quoted prices in active markets.

(2) The fair value of the Revolver was considered to approximate the carrying value as the interest payments are based on LIBOR rates that reset periodically. The Revolver is considered a Level 2 measurement as the pricing inputs are other than quoted prices in active markets.

(3) The Company utilizes a Level 2 valuation input based upon the market trading prices of the Senior Notes to compute the fair value as these Senior Notes are traded in the debt securities market. The Senior Notes are considered a Level 2 measurement as the pricing inputs are other than quoted prices in active markets.

(4) The Company does not believe it is practicable to estimate the fair value of the other debt or the outstanding standby letters of credit.

Investments Valued Under the Measurement Alternative

The Company holds investments in privately held companies that are not exchange-traded and therefore not supported with observable market prices. The Company does not have significant influence over the investees. The amended accounting guidance for financial instruments discussed above in Note 1, Basis Of Presentation And Significant Policies, provides an alternative to measure equity securities without readily determinable fair values at cost less impairment (if any), plus or minus observable price changes from an identical or similar investment of the same issuer (the measurement alternative). The Company elected the measurement alternative for its qualifying equity securities.

The Company s investments are recognized on the consolidated balance sheet at their cost basis, which represents the amount the Company paid to acquire the investments.

The Company periodically evaluates the carrying value of its investments, when events and circumstances indicate that the carrying amount of the assets may not be recoverable. The Company considers investee financial performance and other information received from the investee companies, as well as any other available estimates of the fair value of the investee companies in its evaluation.

If certain impairment indicators exist, the Company determines the fair value of its investments. If the Company determines the carrying value of an investment exceeds its fair value, and that difference is other than temporary, the Company writes down the value of the investment to its fair value. The fair value of the investments are not adjusted if there are no identified adverse events or changes in circumstances that may have a material effect on the fair value of the investment.

Since its initial date of investment, the Company has not identified any events or changes in circumstances which would require the Company to estimate the fair value of its investments. Accordingly, there has been no impairment in the Company s investments measured under the measurement alternative. Additionally, there have been no returns of capital or changes resulting from observable price changes in orderly transactions. As a result, the investments measured under the measurement alternative continue to be presented at their original cost basis on the consolidated balance sheets.

There was no material change in the carrying value of the Company s cost-method investments since the year ended December 31, 2017, other than as described below.

During the first quarter of 2018, the Company purchased a minority ownership interest in Drive Time Metrics, Inc. (Drive Time), a provider of an analytics software for the automotive industry for $1.3 million.

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The following table presents the Company s investments valued under the measurement alternative:

	Cost-Method Investments Carrying Amount	
	September 30, 2018	December 31, 2017
	(amounts in thousands)	
Investment balance before cumulative other than temporary impairment as of January 1,	$ 9,955	$ 255
Accumulated other than temporary impairment as of January 1,		
Investment beginning balance after cumulative other than temporary impairment as of January 1,	9,955	255
Acquisition of interest in a privately held company	1,250	9,700
Ending period balance	$ 11,205	$ 9,955

11. ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS
Assets Held for Sale

Long-lived assets to be sold are classified as held for sale in the period in which they meet all the criteria for the disposal of long-lived assets. The Company measures assets held for sale at the lower of their carrying amount or fair value less cost to sell. Additionally, the Company determined that these assets comprise operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Company.

On November 17, 2017, in order to facilitate the Merger, the Company assigned assets to a trust and the trust subsequently entered into two separate LMAs with Bonneville which became effective upon the closing of the Merger. Under the terms of the LMAs, Bonneville began operating four stations in Sacramento, California and four stations in San Francisco, California. On August 2, 2018, the Company entered into an asset purchase agreement with Bonneville to dispose of the eight radio stations for $141.0 million in cash. The LMAs terminated on September 21, 2018, upon the consummation of a final agreement to divest the stations as required under a DOJ consent order agreed to by the Company, as a condition to complete the Merger. Of the eight radio stations placed in the trust, three were originally owned by the Company and the remaining five were originally owned by CBS Radio. The Company conducted an analysis and determined the assets of the eight radio stations met the criteria to be classified as held for sale, pending disposition. The five CBS Radio stations met the criteria to be classified within discontinued operations, pending disposition.

As of December 31, 2017, the Company entered into an agreement to dispose of a parcel of land along with the land improvements in Chicago, Illinois for $46.0 million and classified these assets as held for sale. During the three months ended September 30, 2018, the Company closed on this sale, which resulted in a loss of $0.1 million to the Company.

As of June 30, 2018, the Company entered into agreements with several third parties to dispose of: (i) land and buildings in Dallas, Texas; (ii) land and buildings in San Diego, California; (iii) land and buildings in Sacramento, California; (iv) land and buildings in Los Angeles, California; and (v) land in Austin, Texas. The Company conducted an analysis and determined the assets met the criteria to be classified as held for sale. In aggregate, these assets had a carrying value of $23.5 million, net of a $1.3 million impairment charge that was recorded during the three months ended June 30, 2018.

During the three months ended September 30, 2018, the Company closed on the sale of the land and buildings in Los Angeles, California and the land and buildings in San Diego, California. The Company received proceeds of $27.2 million from these two sales, which resulted in a gain of approximately $6.4 million to the Company. The remaining transactions are expected to close within one year.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company determined the fair value of the assets held for sale related to the Bonneville LMA by utilizing an offer from a third party for the bundle of assets. This is considered a Level 3 measurement. Based upon the agreed-upon price in the asset purchase agreement, the Company determined that the carrying value of these assets was greater than the fair value. During the second quarter of the

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current year, the Company recorded a non-cash impairment charge of $25.6 million to reflect the change in the carrying value of these assets held for sale from $165.9 million to $140.3 million and to reduce the carrying value of these assets to the recoverable value. During the three months ended September 30, 2018, the Company closed on this sale, which resulted in a loss of approximately $0.4 million to the Company.

The major categories of these assets held for sale are as follows:

	Assets Held for Sale					
	September 30, 2018			December 31, 2017		
	Total	Bonneville LMA	Other Assets Held for Sale	Total	Bonneville LMA	Other Assets Held for Sale
	(amounts in thousands)					
Land and land improvements	$ 2,433	$	$ 2,433	$ 47,110	$ 1,110	$ 46,000
Building	1,206		1,206	1,970	1,520	450
Leasehold improvements				88	88	
Equipment				2,618	2,618	
Net property and equipment	3,639		3,639	51,786	5,336	46,450
Net radio broadcasting licenses				136,014	136,014	
Other intangibles				1,947	1,947	
Goodwill				22,573	22,573	
Total intangibles				160,534	160,534	
Net assets held for sale	$ 3,639	$	$ 3,639	$ 212,320	$ 165,870	$ 46,450

Discontinued Operations

The results of operations for several radio stations acquired from CBS, which will never be a part of the Company s continuing operations as these radio stations have been disposed, were classified as discontinued operations for the period commencing after the Merger.

Refer to Note 2, Business Combinations, and elsewhere within this Note, for additional information on the Bonneville Transaction.

The Company did not have any discontinued operations for the three months ended September 30, 2017 or the nine months ended September 30, 2017. The following table presents the results of operations of the discontinued operations:

Nine Months Ended
September 30,

		2018 (amounts in thousands)
Net time brokerage agreement income		2,239
Income before income taxes		2,239
Income taxes		709
Income from discontinued operations, net of income taxes	$	1,530

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		Three Months Ended September 30, 2018 (amounts in thousands)
Net time brokerage agreement income		644
Income before income taxes		644
Income taxes		286
Income from discontinued operations, net of income taxes	$	358

12. SHAREHOLDERS EQUITY
Dividends

On November 2, 2017, the Company s Board of Directors approved an increase to the annual common stock dividend program to $0.36 per share, beginning with the dividend paid in the fourth quarter of 2017. Management estimates quarterly dividend payments to approximate $12.5 million per quarter (without considering any further reduction in shares from the Company s stock buyback program). Any future dividends will be at the discretion of the Board based upon the relevant factors at the time of such consideration, including, without limitation, compliance with the restrictions set forth in the Company s Credit Facility and the Senior Notes.

During the second quarter of 2016, the Company s Board of Directors commenced an annual $0.30 per share common stock dividend program, with payments that approximated $2.9 million per quarter.

In addition to the quarterly dividend, the Company paid a special one-time cash dividend of $0.20 per share of common stock on August 30, 2017, which approximated $7.8 million.

The Company retired its perpetual cumulative convertible preferred stock (Preferred) in full on November 17, 2017 and no further dividends were paid during the nine months ended September 30, 2018.

Dividend Equivalents

The Company s grants of RSUs include the right, upon vesting, to receive a cash payment equal to the aggregate amount of dividends, if any, that holders would have received on the shares of common stock underlying their RSUs if such RSUs had been vested during the period.

The following table presents the amounts accrued and unpaid on unvested RSUs:

	Balance Sheet Location	Dividend Equivalent Liabilities September 30, 2018	December 31, 2017
		(amounts in thousands)	
Short-term	Other current liabilities	$ 1,449	$ 830

Long-term	Other long-term liabilities	905	1,331
Total		$ 2,354	$ 2,161

Employee Stock Purchase Plan

The Company s Entercom Employee Stock Purchase Plan (the ESPP) allows participants to purchase the Company s stock at a price equal to 85% of the market value of such shares on the purchase date. The maximum number of shares authorized to be issued under the ESPP is 1.0 million. Pursuant to this plan, the Company does not record compensation expense to the employee as income subject to tax on the difference between the market value and the purchase price, as this plan was designed to meet the requirements of Section 423(b) of the Code. The Company recognizes the 15% discount in the Company s consolidated statements of operations as non-cash compensation expense.

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Pursuant to the CBS Radio Merger Agreement, the Company agreed not to issue or authorize any shares of its capital stock until the earlier of the termination of the CBS Radio Merger Agreement or the consummation of the Merger. As a result, the Company effectively suspended the ESPP during the second quarter of 2017. There were no shares purchased and the Company did not recognize any non-cash compensation expense in connection with the ESPP during the second, third or fourth quarters of 2017. As the Merger closed in the fourth quarter of 2017, the Company resumed the ESPP in the first quarter of 2018.

	Nine Months Ended September 30,	
	2018	2017
	(amounts in thousands)	
Number of shares purchased	150	15
Non-cash compensation expense recognized	$ 185	$ 32

Share Repurchase Program

On November 2, 2017, the Company s Board of Directors announced a share repurchase program (the 2017 Share Repurchase Program) to permit the Company to purchase up to $100.0 million of the Company s issued and outstanding shares of Class A common stock through open market purchases. Shares repurchased by the Company under the 2017 Share Repurchase Program will be at the discretion of the Company based upon the relevant factors at the time of such consideration, including, without limitation, compliance with the restrictions set forth in the Company s Credit Facility and the Senior Notes.

During the nine months ended September 30, 2018, the Company repurchased 1.8 million shares of Class A common stock at an aggregate average price of $10.57 per share for a total of $19.4 million. The Company did not repurchase any shares during the three months ended September 30, 2018.

13. CONTINGENCIES AND COMMITMENTS
Contingencies

The Company is subject to various outstanding claims which arise in the ordinary course of business and to other legal proceedings. Management anticipates that any potential liability of the Company, which may arise out of or with respect to these matters, will not materially affect the Company s financial position, results of operations or cash flows. There were no material changes from the contingencies listed in the Company s Form 10-K, filed with the SEC on March 16, 2018, except as described below.

Other

The Company had a relationship with USTN, a vendor that provides short duration advertising network services (e.g., sponsored traffic reports) and guaranteed revenue to the Company. On April 27, 2018, the Company executed a series of agreements (the April 27, 2018 agreements) with USTN which replaced outstanding accounts receivable from USTN with a senior secured note and an equity interest in USTN. On June 30, 2018, the Company entered into an agreement to acquire USTN by the end of July 2018, subject to certain closing conditions. The closing conditions were not met by USTN and the Company did not complete this transaction. On July 30, 2018, USTN filed a lawsuit against the Company seeking damages. On July 31, 2018, USTN failed to make required payments due under the April 27, 2018 agreements. On August 6, 2018, the Company notified USTN of its default and accelerated all amounts due. On September 6, 2018, USTN filed a motion to dismiss its own lawsuit, with prejudice. Accordingly, the Company expects that it will not be subject to further legal action related to this matter.

Like-Kind Exchange Proceeds

During the third quarter of 2018, the Company disposed of certain property that the Company considered as surplus to its operations and that resulted in significant gains reportable for tax purposes. In order to minimize the tax impact on a certain portion of these taxable gains, the Company created an entity that serves as a QI for tax purposes and that holds the net sales proceeds of $70.2 million as of September 30, 2018. The Company plans to use a portion of these funds in a tax-free exchange by using the net sales proceeds from relinquished property for the purchase of replacement property. This entity was treated as a VIE and is included in the Company s consolidated financial statements as the Company is considered the primary beneficiary.

The use of a QI in a like-kind exchange enables the Company to effectively minimize its tax liability in connection with certain asset dispositions. As discussed in Note 11, Assets Held For Sale And Discontinued Operations, the Company sold: (i) a parcel of land in Chicago, Illinois during the third quarter of the current year for net proceeds of $45.5 million; and (ii) a former studio building in Los Angeles, California for net proceeds of $24.7 million. These net sales proceeds were deposited into the account of the QI to comply with Code Section 1031 requirements to execute a like-kind exchange and are reflected as restricted cash on the Company s consolidated balance sheet as of September 30, 2018. Restrictions on these deposits will lapse prior to the end of the first quarter of 2019.

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the consolidated balance sheet that aggregate to the total of the same such amounts shown in the consolidated statement of cash flows:

	Cash, Cash Equivalents and Restricted Cash	
	September 30, 2018	December 31, 2017
	(amounts in thousands)	
Cash and cash equivalents	$ 200,190	$ 34,167
Restricted cash	70,217	
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	$ 270,407	$ 34,167

14. SUBSEQUENT EVENTS

Events occurring after September 30, 2018, and through the date that these consolidated financial statements were issued, were evaluated to ensure that any subsequent events that met the criteria for recognition have been included.

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ITEM 2. Management s Discussion And Analysis Of Financial Condition And Results Of Operations

In preparing the discussion and analysis contained in this Item 2, we presume that readers have read or have access to the discussion and analysis contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the SEC) on March 16, 2018. In addition, you should read the following discussion and analysis of our financial condition and results of operations in conjunction with our consolidated financial statements and related notes included elsewhere in this report. The following results of operations include a discussion of the nine and three months ended September 30, 2018 as compared to the comparable periods in the prior year. Our results of operations during the relevant periods represent the operations of the radio stations owned or operated by us.

Results Of Operations For The Year-To-Date

The following significant factors affected our results of operations for the nine months ended September 30, 2018, as compared to the nine months ended September 30, 2017:

Merger with CBS Radio

On February 2, 2017, we and our wholly-owned subsidiary (Merger Sub) entered into an Agreement and Plan of Merger (the CBS Radio Merger Agreement) with CBS Corporation (CBS) and its wholly owned subsidiary CBS Radio Inc. (CBS Radio). Pursuant to the CBS Radio Merger Agreement, Merger Sub merged with and into CBS Radio with CBS Radio surviving as our wholly-owned subsidiary (the Merger). The parties to the Merger believe that the Merger was tax-free to CBS and its shareholders. The Merger was effected through a stock for stock Reverse Morris Trust transaction.

In connection with the Merger with CBS Radio, which closed on November 17, 2017, we acquired multiple radio stations, net of certain dispositions and acquisitions of radio stations through exchanges with third parties, which significantly increased in 2018 our net revenues, station operating expenses, depreciation and amortization expenses and interest expense.

Debt Assumed in Merger Increased Our Interest Expense

In connection with the Merger, we refinanced our then-outstanding credit facility and redeemed our $27.5 million perpetual cumulative convertible preferred stock (Preferred), which resulted in a decrease in our interest expense. These reductions in our interest expense were offset by the interest expense incurred on the indebtedness assumed from the Merger. Our outstanding indebtedness upon which interest is computed, increased significantly on November 17, 2017 as a result of the Merger and our assumption of CBS Radio s outstanding indebtedness.

Impairment Loss

The increase in impairment loss was primarily attributable to a non-cash impairment charge on assets which had previously been classified as held for sale. In connection with the Merger, we entered into two local marketing agreements (LMAs) with Bonneville International Corporation (Bonneville) and assigned the assets of eight radio stations in the San Francisco, California and Sacramento, California markets into a trust. Based upon the agreed-upon price in the asset purchase agreement, we determined that the carrying value of these assets was greater than the fair value and recorded a non-cash impairment charge of $25.6 million.

Our annual goodwill impairment test conducted during the second quarter of 2018 indicated the fair value of our goodwill exceeded its carrying value and there was no need for an impairment charge. Our annual goodwill impairment test conducted during the second quarter of 2017 indicated that the goodwill allocated to our Boston, Massachusetts market was impaired. As a result, we wrote off approximately $0.4 million of goodwill during the second quarter of 2017.

Integration Costs And Restructuring Charges

Integration costs incurred, including transition services, consulting services and professional fees of $22.0 million, were expensed as incurred during the nine months ended September 30, 2018 and are included in integration costs. Restructuring charges incurred, including costs to exit duplicative contracts, lease abandonment costs, workforce reductions and other restructuring costs of $3.0 million, were expensed as incurred during the nine months ended September 30, 2018 and are included in restructuring charges.

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Merger And Acquisition Costs

During the nine months ended September 30, 2018 and 2017, transaction costs were $2.8 million and $24.9 million, respectively, and were expensed as incurred.

Other Operating (Income) Expenses

We recorded a $13.5 million loss in the first quarter of 2017 in net gain/loss on sale or disposal of assets as a result of permanently discontinuing the operation of one of our stations and returning the station s license to the Federal Communications Commission (the FCC) for cancellation, in order to facilitate the Merger. This activity was nonrecurring in nature. During the nine months ended September 30, 2018, we disposed of various non-core assets and certain radio stations and recorded a gain of $10.9 million in net gain/loss on sale or disposal of assets.

Nine Months Ended September 30, 2018 As Compared To The Nine Months Ended September 30, 2017

	NINE MONTHS ENDED SEPTEMBER 30,		
	2018	2017	% Change
	(dollars in millions)		
NET REVENUES	$ 1,051.2	$ 346.3	204%
OPERATING EXPENSE:			
Station operating expenses	811.2	256.0	217%
Depreciation and amortization expense	29.7	8.1	267%
Corporate general and administrative expenses	53.6	28.8	86%
Integration costs	22.0		100%
Restructuring charges	3.0		100%
Impairment loss	29.0	0.4	nmf
Merger and acquisition costs	2.8	24.9	(89%)
Other operating (income) expenses	(12.1)	13.2	(192%)
Total operating expense	939.2	331.4	183%
OPERATING INCOME (LOSS)	112.0	14.9	
NET INTEREST EXPENSE	75.0	18.6	303%
INCOME (LOSS) BEFORE INCOME TAXES (BENEFIT)	37.0	(3.7)	nmf
INCOME TAXES (BENEFIT)	13.0	(4.9)	365%
NET INCOME (LOSS) AVAILABLE TO THE COMPANY - CONTINUING OPERATIONS	24.0	1.2	nmf
Preferred stock dividend		(1.8)	100%
	24.0	(0.6)	nmf

NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS - CONTINUING OPERATIONS					
Income from discontinued operations, net of income taxes (benefit)		1.5			100%
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	$	25.5	$	(0.6)	nmf

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Net Revenues

The increase in net revenues was primarily attributable to the Merger, net of certain divestitures and acquisitions through exchanges with third parties. Net revenues from the new stations primarily contributed to overall 204% growth over prior year results. Excluding the net revenues from these acquisitions and dispositions, net revenues were down in the mid single digits for the nine months ended September 30, 2018.

Net revenues were negatively impacted in 2018 by soft local advertising demand and the non-recognition of revenue, due to financial difficulties of United States Traffic Network (USTN), a company that provided short duration advertising services (e.g., sponsored traffic reports).

Station Operating Expenses

The increase in station operating expenses was primarily attributable to the acquisition of new stations, net of certain divestitures and radio stations acquired through exchanges with third parties. Station operating expenses increased 217% over the nine months ended September 30, 2017, primarily due to an increase in the variable expenses associated with the increase in net revenues.

Station operating expenses include non-cash compensation expense of $5.3 million and $0.9 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

Depreciation And Amortization Expense

Depreciation and amortization expense increased primarily due to the acquisition of assets included in the Merger and an increase in capital expenditures. The increase in capital expenditures was primarily due to the consolidation and relocation of several studio facilities in larger markets, an increase in our size and capital needs associated with the integration of common systems across the new markets.

Corporate General And Administrative Expenses

Corporate general and administrative expenses increased primarily due to: (i) an increase in compensation expense of $11.3 million due to an expanded workforce together with the hiring of additional corporate employees as a result of the Merger; (ii) an increase in other operating expenses of $10.0 million primarily due to an increase in the expenses associated with operating a larger company after the Merger; (iii) an increase in legal expenses of $3.0 million due to the increased level of professional services required of a larger company after the Merger; and (iv) an increase in non-cash compensation expense of $2.4 million due to the significant increase in the amount of restricted stock units (RSUs) assumed and unvested upon the Merger.

Corporate general and administrative expenses include non-cash compensation expense of $6.1 million and $3.7 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

Integration Costs

Integration costs were incurred in 2018 as a result of the Merger. These costs primarily consist of ongoing costs related to effectively combining and incorporating CBS Radio into our operations.

Restructuring Charges

We incurred restructuring charges in 2018 primarily as a result of the restructuring of operations for the Merger. These costs primarily included workforce reduction charges, the abandonment of excess studio space in certain markets, costs to exit duplicative contracts and other charges.

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Impairment Loss

The increase in impairment loss was primarily attributable to a non-cash impairment charge on assets which had previously been classified as held for sale. In connection with the Merger, we entered into two LMAs with Bonneville and assigned the assets of eight radio stations in the San Francisco, California and Sacramento, California markets into a trust. Based upon the agreed-upon price in the asset purchase agreement, we determined that the carrying value of these assets was greater than the fair value and recorded a non-cash impairment charge of $25.6 million.

Merger And Acquisition Costs

There was a significant reduction in the amount of legal, professional, and other advisory services incurred as the Merger closed in the fourth quarter of 2017.

Other Operating (Income) Expenses

During the nine months ended September 30, 2017, we incurred a $13.5 million loss from permanently discontinuing the operation of one of our stations and returning the station s license to the FCC for cancellation, in order to facilitate the Merger. This activity was nonrecurring in nature.

During the nine months ended September 30, 2018, we disposed of: (i) several radio stations in Sacramento, California and San Francisco, California; (ii) land and land improvements in Chicago, Illinois; (iii) a radio station in Philadelphia, Pennsylvania; (iv) land and land improvements and buildings in Los Angeles, California; and (v) land and land improvements and buildings in San Diego, California. As a result of this disposal activity, we recorded a gain in net gain/loss on sale or disposal of assets of $9.6 million. Additionally, in connection with the purchase and sale of radio stations, we generated TBA income of $1.2 million during the nine months ended September 30, 2018. The change in other operating (income) expense is primarily attributable to the change in these activities between periods.

Operating Income (Loss)

Operating income in the current period increased primarily due to: (i) an increase in net revenues, net of station operating expenses of $149.7 million; (ii) a net increase in other operating (income) expenses of $25.3 million; and (iii) a decrease in merger and acquisition costs of $22.1 million.

Operating income decreased due to: (i) an increase in impairment loss of $28.6 million; (ii) an increase in corporate, general and administrative expenses of $24.8 million; (iii) an increase in integration costs of $22.0 million; (iv) an increase in depreciation and amortization expense of $21.6 million; and (v) an increase in restructuring charges of $3.0 million.

Interest Expense

In connection with the Merger, we assumed CBS Radio s indebtedness on November 17, 2017. We incurred an additional $56.4 million of interest expense due to a significant increase in our net outstanding indebtedness upon which interest is computed.

Income (Loss) Before Income Taxes (Benefit)

The generation of income before income taxes was primarily attributable to: (i) an increase in net revenues, net of station operating expenses; (ii) a net increase in other operating (income) expenses; and (iii) a decrease in merger and acquisition costs. The increases in this activity were partially offset by increases in: (i) impairment losses; (ii) corporate, general and administrative expenses; (iii) integration costs; (iv) depreciation and amortization expenses; (v) restructuring charges; and (vi) net interest expense.

Income Taxes (Benefit)

Tax Rate For The Nine Months Ended September 30, 2018

The effective income tax rate was 35.1% which was determined using a forecasted rate based upon taxable income for the year. The income tax rate is estimated to be lower than in previous years primarily due to: (i) an income tax benefit resulting from the Tax Cuts and Jobs Act (TCJA) that was enacted on December 22, 2017, which reduced the U.S. federal corporate tax rate from the previous rate of 35% to 21%; and (ii) a reduction in non-deductible transaction costs in 2018 due to the closing of the Merger on November 17, 2017.

We estimate that our 2018 annual tax rate before discrete items, which may fluctuate from quarter to quarter, will be approximately 30%.

Tax Rate For The Nine Months Ended September 30, 2017

The estimated annual effective income tax rate was 131.7%, which was determined using a forecasted rate based upon taxable income for the year. The annual effective tax rate was estimated to be higher than in previous years primarily due to the amount of merger and acquisition costs as a result of the Merger, as most of these costs were not deductible for federal and state income tax purposes.

As a result of adopting the amended accounting guidance for stock-based compensation on January 1, 2017, we recorded a discrete windfall income tax benefit of $0.8 million from the vesting of stock-based awards with tax deductions in excess of the compensation expense recorded.

Net Deferred Tax Liabilities

As of September 30, 2018, and December 31, 2017, our net deferred tax liabilities were $564.4 million and $609.8 million, respectively. The deferred tax liabilities primarily relate to differences between the book and tax bases of certain of our indefinite-lived intangible assets (broadcasting licenses and goodwill). Under accounting guidance, we do not amortize our indefinite-lived intangibles for financial statement purposes, but instead test them annually for impairment. The amortization of our indefinite-lived assets for tax purposes but not for book purposes creates deferred tax liabilities. A reversal of deferred tax liabilities may occur when indefinite-lived intangibles: (i) become impaired; or (ii) are sold, which would typically only occur in connection with the sale of the assets of a station or groups of stations or the entire company in a taxable transaction. Due to the amortization for tax purposes and not book purposes of our indefinite-lived intangible assets, we expect to continue to generate deferred tax liabilities in future periods (without consideration of any impairment loss in future periods).

Net Income (Loss) Available To The Company - Continuing Operations

The change in net income available to the Company from continuing operations was primarily attributable to the reasons described above under Income (Loss) Before Income Taxes (Benefit) and Income Taxes (Benefit).

Results Of Operations For The Quarter

The following significant factors affected our results of operations for the three months ended September 30, 2018 as compared to the same period in the prior year:

Merger with CBS Radio

In connection with the Merger with CBS Radio, which closed on November 17, 2017, we acquired multiple radio stations, net of certain dispositions and acquisitions of radio stations through exchanges with third parties, which significantly increased in 2018 our net revenues, station operating expenses, depreciation and amortization expenses and interest expense.

Debt Assumed in Merger Increased Our Interest Expense

In connection with the Merger, we refinanced our then-outstanding credit facility and redeemed our Preferred, which resulted in a decrease in our interest expense. These reductions in our interest expense were offset by the interest expense incurred on the indebtedness assumed from the Merger. Our outstanding indebtedness upon which interest is computed increased significantly on November 17, 2017 as a result of the Merger and our assumption of CBS Radio s outstanding indebtedness.

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Merger And Acquisition Costs

During the third quarter of 2018 and 2017, transaction costs were $0.7 million and $8.8 million, respectively and were expensed as incurred.

Integration Costs And Restructuring Charges

Integration costs incurred, including transition services, consulting services and professional fees of $2.8 million, were expensed as incurred during the three months ended September 30, 2018 and are included in integration costs. Restructuring charges incurred, including costs to exit duplicative contracts, lease abandonment costs, workforce reductions and other restructuring costs of $0.9 million, were expensed as incurred during the nine months ended September 30, 2018 and are included in restructuring charges.

Other Operating (Income) Expenses

During the three months ended September 30, 2018, we disposed of various non-core assets and certain radio stations and recorded a gain of $10.5 million in net gain/loss on sale or disposal of assets.

Three Months Ended September 30, 2018 As Compared To The Three Months Ended September 30, 2017

	THREE MONTHS ENDED SEPTEMBER 30,		
	2018	**2017**	**% Change**
	(dollars in millions)		
NET REVENUES	$ 378.5	$ 122.3	209%
OPERATING EXPENSE:			
Station operating expenses	279.7	87.9	218%
Depreciation and amortization expense	10.6	2.9	266%
Corporate general and administrative expenses	15.9	9.3	71%
Integration costs	2.8		100%
Restructuring charges	0.9		100%
Merger and acquisition costs	0.7	8.8	(92%)
Other operating (income) expense	(10.8)	(0.1)	nmf
Total operating expense	299.8	108.8	176%
OPERATING INCOME (LOSS)	78.7	13.5	nmf
NET INTEREST EXPENSE	25.9	6.5	298%
INCOME (LOSS) BEFORE INCOME TAXES (BENEFIT)	52.8	7.0	nmf
INCOME TAXES (BENEFIT)	16.2	2.9	459%
NET INCOME (LOSS) AVAILABLE TO THE COMPANY - CONTINUING	36.6	4.1	nmf

OPERATIONS					
Preferred stock dividend				(0.7)	100%
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS - CONTINUING OPERATIONS		36.6		3.4	nmf
Income from discontinued operations, net of income taxes (benefit)		0.4			nmf
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	$	37.0	$	3.4	nmf

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Net Revenues

The increase in net revenues was primarily attributable to the Merger, net of certain divestitures and acquisitions through exchanges with third parties. Net revenues from the new stations primarily contributed to overall 209% growth over prior year results. Excluding the net revenues from these acquisitions and dispositions, net revenues were down in the low single digits for the three months ended September 30, 2018.

Net revenues were negatively impacted in 2018 by soft local advertising demand and the non-recognition of revenue, due to financial difficulties of USTN, a company that provided short duration advertising services (e.g., sponsored traffic reports).

Station Operating Expenses

The increase in station operating expenses was primarily attributable to the acquisition of new stations, net of certain divestitures and radio stations acquired through exchanges with third parties. Station operating expenses increased 218% over the three months ended September 30, 2017, primarily due to an increase in the variable expenses associated with the increase in net revenues.

Station operating expenses include non-cash compensation expense of $1.7 million and $0.4 million for the three months ended September 30, 2018 and September 30, 2017, respectively.

Depreciation And Amortization Expense

Depreciation and amortization expense increased primarily due to the acquisition of assets included in the Merger and an increase in capital expenditures. The increase in capital expenditures was primarily due to the consolidation and relocation of several studio facilities in larger markets, an increase in our size and capital needs associated with the integration of common systems across the new markets.

Corporate General And Administrative Expenses

Corporate general and administrative expenses increased primarily due to: (i) an increase in other operating expenses of $3.6 million primarily due to an increase in expenses associated with operating a larger company after the Merger; (ii) an increase in compensation expense of $2.8 million due to an expanded workforce together with the hiring of additional corporate employees as a result of the Merger; (iii) an increase in legal expenses of $1.3 million due to the increased level of professional services required of a larger company after the Merger; and (iv) an increase in non-cash compensation expense of $0.9 million due to the significant increase in equity awards assumed and unvested upon the Merger.

Corporate general and administrative expenses include non-cash compensation expense of $2.1 million and $1.2 million for the three months ended September 30, 2018 and September 30, 2017, respectively.

Integration Costs

Integration costs were incurred in 2018 as a result of the Merger. These costs primarily consist of ongoing costs related to effectively combining and incorporating CBS Radio into our operations.

Restructuring Charges

We incurred restructuring charges in 2018 primarily as a result of the restructuring of operations for the Merger. These costs primarily included workforce reduction charges, costs to exit duplicative contracts and other charges.

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Merger And Acquisition Costs

There was a significant reduction in the amount of legal, professional, and other advisory services incurred as the Merger closed in the fourth quarter of 2017.

Other Operating (Income) Expenses

During the three months ended September 30, 2018, we disposed of: (i) several radio stations in Sacramento, California and San Francisco, California; (ii) land and land improvements in Chicago, Illinois; (iii) a radio station in Philadelphia, Pennsylvania; (iv) land and land improvements and buildings in Los Angeles, California; and (v) land and land improvements and buildings in San Diego, California. As a result of this disposal activity, we recorded a gain in net gain/loss on sale or disposal of assets of $9.6 million.

Operating Income (Loss)

Operating income in the current period increased primarily due to: (i) an increase in net revenues, net of station operating expenses of $64.4 million; (ii) an increase in other operating (income) expenses of $10.7 million; and (iii) a decrease in merger and acquisition costs of $8.1 million.

Operating income decreased due to: (i) an increase in depreciation and amortization expense of $7.7 million; (ii) an increase in corporate, general and administrative expenses of $6.6 million; (iii) an increase in integration costs of $2.8 million; and (iv) an increase in restructuring charges of $0.9 million.

Interest Expense

In connection with the Merger, we assumed CBS Radio s indebtedness on November 17, 2017. We incurred an additional $19.4 million of interest expense due to a significant increase in our net outstanding indebtedness upon which interest is computed.

Income (Loss) Before Income Taxes (Benefit)

The increase in income before income taxes was largely attributable to: (i) an increase in net revenues, net of station operating expenses; (ii) a net increase in other operating (income) expenses; and (iii) a decrease in merger and acquisition costs. The increase in this activity was partially offset by increases in: (i) depreciation and amortization expenses; (ii) corporate, general and administrative expenses; (iii) integration costs; (iv) restructuring charges; and (v) net interest expense.

Income Taxes (Benefit)

For the three months ended September 30, 2018, the effective income tax rate was 30.7%, which was determined using a forecasted rate based upon taxable income for the year along with the impact of discrete items for the quarter.

For the three months ended September 30, 2017, the effective income tax rate was 41.5%, which was determined using a forecasted rate based upon taxable income for the year along with the impact of discrete items for the quarter. The effective tax rate for the quarter was primarily impacted by significant, non-deductible merger and acquisition costs related to the Merger.

Net Income (Loss) Available To The Company Continuing Operations

The change in net income available to the Company from continuing operations was primarily attributable to the reasons described above under Income (Loss) Before Income Taxes (Benefit), and Income Taxes (Benefit).

Liquidity And Capital Resources

Refinancing Entercom Indebtedness

Prior to the closing of the CBS Radio Merger Agreement, CBS Radio entered into a commitment letter with a syndicate of lenders (the Commitment Parties), pursuant to which the Commitment Parties committed to provide up to $500 million of senior secured term loans (the CBS Radio Financing) as an additional tranche under a credit agreement among CBS Radio, the guarantors named therein, and JPMorgan Chase Bank, N.A., as administrative agent (the Credit Facility).

On March 3, 2017, CBS Radio entered into an amendment to the Credit Facility, to, among other things, create a tranche of Term B-1 Loans (the Term B-1 Tranche) in an aggregate principal amount of $500 million. The Term B-1 Tranche, which replaced the commitment under the CBS Radio Financing is governed by the Credit Facility and will mature on November 17, 2024.

On the closing date of the Merger, the proceeds of the Term B-1 Tranche, together with other funds were used to: (i) refinance our $540 million credit agreement (the Former Credit Facility) that was comprised of: (a) a term loan component (the Former Term B Loan) with $458.0 million outstanding at the date of the refinancing; and (b) a revolving credit facility (the Former Revolver) with $17.5 million outstanding at the date of the refinancing; (ii) redeem our $27.5 million of Preferred; and (iii) pay fees and expenses in connection with the refinancing.

Amendment and Repricing CBS Radio Indebtedness

In connection with the Merger, we assumed CBS Radio s indebtedness outstanding under the Credit Facility and the Senior Notes (described below). Immediately prior to the Merger and the refinancing described above, the Credit Facility was comprised of a term B loan and a revolving credit facility. On the closing date of the Merger, the Credit Facility was amended to change certain terms and to lower the borrowing costs. In addition, the Term B Loan was converted into the Term B-1 Loan of the Credit Facility.

Liquidity

Immediately following the refinancing activities described above, the Credit Facility as amended, is comprised of a $250.0 million Revolver and a $1,330.0 million Term B-1 Loan.

As of September 30, 2018, we had $1,320.0 million outstanding under the Term B-1 Loan and $205.0 million outstanding under the Revolver. In addition, we had $4.0 million in outstanding letters of credit and $41.0 million undrawn under the Revolver. Our ability to draw additional amounts under the Revolver may be limited due to our Consolidated Net Secured Leverage Ratio, as defined in the agreement. As of September 30, 2018, we had $200.2 million in cash and cash equivalents, exclusive of restricted cash. For the nine months ended September 30, 2018, we increased our outstanding debt by $52.0 million. As of September 30, 2018, our consolidated Net Secured Leverage Ratio was 3.7 times as calculated in accordance with the terms of our Credit Facility, which place restrictions on the amount of cash, cash equivalents and restricted cash that can be subtracted in determining consolidated total net debt. Absent any restrictions on the amount of cash, cash equivalents and restricted cash that can be subtracted in determining consolidated total net debt, our consolidated Net Secured Leverage Ratio would have been 3.3 times.

The Credit Facility

The Credit Facility is comprised of the Revolver and the Term B-1 Loan.

The $250.0 million Revolver has a maturity date of November 17, 2022 and provides for interest based upon the prime rate or LIBOR plus a margin. The margin may increase or decrease based upon our Consolidated Net Secured Leverage Ratio as defined in the agreement.

The $1,330.0 million Term B-1 Loan has a maturity date of November 17, 2024 and provides for interest based upon the Base Rate or LIBOR, plus a margin. The Term B-1 Loan requires mandatory prepayments equal to a percentage of Excess Cash Flow, subject to incremental step-downs, depending on our Consolidated Net Secured Leverage Ratio. The first Excess Cash Flow payment will be due in the first quarter of 2019 and then each subsequent year, and is based on the Excess Cash Flow and Consolidated Net Secured Leverage Ratio for the prior year.

As of September 30, 2018, we were in compliance with the financial covenant then applicable and all other terms of the Credit Facility in all material respects. Our ability to maintain compliance with our covenants under the Credit Facility is highly dependent on our results of operations.

Management believes that over the next 12 months we can continue to maintain compliance. Our operating cash flow remains positive, and we believe that it is adequate to fund our operating needs. We believe that cash on hand, cash from the Revolver, and cash from operating activities, will be sufficient to permit us to meet our liquidity requirements over the next 12 months, including our debt repayments.

Failure to comply with our financial covenant or other terms of our Credit Facility and any subsequent failure to negotiate and obtain any required relief from our lenders could result in a default under the Credit Facility. Any event of default could have a material adverse effect on our business and financial condition. The acceleration of our debt could have a material adverse effect on our business. We may seek from time to time to amend our Credit Facility or obtain other funding or additional funding, which may result in higher interest rates on our debt.

The Former Credit Facility

On November 1, 2016, we and our wholly owned subsidiary Entercom Radio, LLC (Radio), entered into the Former Credit Facility with a syndicate of lenders for a $540 million Former Credit Facility, which was initially comprised of: (i) the $60 million Former Revolver that was set to mature on November 1, 2021; and (ii) the $480 million Former Term B Loan that was set to mature on November 1, 2023.

The Senior Notes

Simultaneously with entering into the Merger and assuming the Credit Facility on November 17, 2017, we also assumed the Senior Notes that mature on October 17, 2024 in the amount of $400.0 million (the Senior Notes). The Senior Notes, which were originally issued by CBS Radio on October 17, 2016, were valued at a premium as part of the fair value measurement on the date of the Merger. The premium on the Senior Notes will be amortized over the term under the effective interest rate method. As of any reporting period, the unamortized premium on the Senior Notes is reflected on the balance sheet as an addition to the $400.0 million liability.

Interest on the Senior Notes accrues at the rate of 7.250% per annum and is payable semi-annually in arrears on May 1 and November 1 of each year. The Senior Notes may be redeemed at any time on or after November 1, 2019 at a redemption price of 105.438% of their principal amount plus accrued interest. The redemption price decreases over time to 100% of their principal amount plus accrued interest.

All of our subsidiaries, other than CBS Radio, jointly and severally guaranteed the Senior Notes.

A default under our Senior Notes could cause a default under our Credit Facility. Any event of default, therefore, could have a material adverse effect on our business and financial condition.

We may from time to time seek to repurchase or retire our outstanding indebtedness through open market purchases, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

The Senior Notes are not a registered security and there are no plans to register our Senior Notes as a security in the future. As a result, Rule 3-10 of Regulation S-X promulgated by the SEC is not applicable and no separate financial statements are required for the guarantor subsidiaries.

The Former Senior Notes

In 2016, we issued a call notice to redeem our $220.0 million 10.5% unsecured Senior Notes due December 1, 2019 (the Former Senior Notes) in full with an effective date of December 1, 2016, that was funded by the proceeds of the Former Credit Facility. As a result of the full redemption of the Former Senior Notes with replacement indebtedness at a lower interest rate, the net interest expense incurred in the first three quarters of 2017 did not include the amortization of original issue discount (premium) of the Former Senior Notes.

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Perpetual Cumulative Convertible Preferred Stock

As discussed above, a portion of the proceeds from the debt refinancing that occurred on November 17, 2017 was used to fully redeem the Preferred. As a result of this redemption, we removed the net carrying value of the Preferred from our books and did not pay dividends on our Preferred during the nine months ended September 30, 2018.

Operating Activities

Net cash flows provided by operating activities were $93.2 million and $25.4 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

The cash flows from operating activities increased primarily due to an increase in net income available to the Company, excluding certain non-cash charges of $29.9 million and a decrease in net investment in working capital requirements of $37.9 million, primarily due to: (i) the acceleration of collections for accounts receivable acquired from the Merger; (ii) the timing of settlements of accrued expenses; and (iii) the timing of settlements of other long term liabilities.

Investing Activities

Net cash flows provided by investing activities were $153.4 million for the nine months ended September 30, 2018, which primarily reflect proceeds received from dispositions of assets and radio stations in the amount of $252.1 million, less: (i) cash paid to acquire a radio station in Philadelphia, Pennsylvania from Jerry Lee Radio, LLC (Jerry Lee) for $56.4 million in cash (the Jerry Lee Transaction); (ii) additions to property and equipment of $23.6 million; and (iii) cash paid to complete the acquisition of two radio stations in St. Louis, Missouri from Emmis Communications Corporation (Emmis) for a purchase price of $15.0 million (the Emmis Acquisition).

Net cash flows used in investment activities were $46.7 million for the nine months ended September 30, 2017, which primarily reflect: (i) cash paid to complete the acquisition of four radio stations in Charlotte, North Carolina from Beasley Broadcast Group, Inc. (Beasley) for $24.0 million (the 2017 Charlotte Acquisition); (ii) additions to property and equipment of $12.1 million; and (iii) cash paid to acquire an interest in a privately held company of $9.7 million.

Financing Activities

Net cash flows used in financing activities were $10.4 million and $20.2 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

For the nine months ended September 30, 2018, the cash flows used in financing activities primarily reflect the increase of our net borrowings by $52.0 million which was offset by: (i) the payment of dividends on common stock of $37.4 million; and (ii) the payment for repurchases of common stock of $20.0 million.

For the nine months ended September 30, 2017, the cash flows used in financing activities primarily reflect the payment of common stock dividends of $16.6 million.

Dividends

On November 2, 2017, our Board approved an increase to the annual common stock dividend program to $0.36 per share, beginning with the dividend paid in the fourth quarter of 2017. We estimate quarterly dividend payments to approximate $12.5 million per quarter (without considering any further reduction in shares from our stock buyback program). Any future dividends will be at the discretion of the Board based upon the relevant factors at the time of such consideration, including, without limitation, compliance with the restrictions set forth in our Credit Facility and the Senior Notes.

During the second quarter of 2016, we commenced an annual $0.30 per share common stock dividend program, with payments that approximated $2.9 million per quarter.

In addition to the quarterly dividend, we paid a special one-time cash dividend of $0.20 per share of common stock on August 30, 2017. This special one-time cash dividend approximated $7.8 million.

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As discussed above, we retired our Preferred in full on November 17, 2017 and no further dividends were paid.

Share Repurchase Program

On November 2, 2017, our Board announced a share repurchase program (the 2017 Share Repurchase Program) to permit us to purchase up to $100.0 million of our issued and outstanding shares of Class A common stock through open market purchases. Shares repurchased by us under the 2017 Share Repurchase Program will be at our discretion based upon the relevant factors at the time of such consideration, including, without limitation, compliance with the restrictions set forth in our Credit Facility and the Senior Notes.

During the nine months ended September 30, 2018, we repurchased 1,833,200 shares of our Class A common stock at an aggregate average price of $10.57 per share for a total of $19.4 million. As of September 30, 2018, $69.9 million is available for future share repurchases under the 2017 Share Repurchase Program.

Income Taxes

During the nine months ended September 30, 2018, we paid $18.8 million in federal and state income taxes. As a result of the CBS Radio acquisition, the utilization of our net operating loss carryforwards (NOLs) will be limited under Internal Revenue Code (Code) Section 382. We may need to make additional federal and state estimated tax payments during the remainder of the year.

Capital Expenditures

Capital expenditures, including amortizable intangibles, for the nine months ended September 30, 2018 were $26.0 million. We anticipate that total capital expenditures in 2018 will be about $45 million. Included in the above estimate for the year are one-time capital expenditures of approximately $20 million for software and other technological capabilities related to the Merger that will allow us to operate more efficiently. Also, capital expenditures are higher in 2018 due to the relocation, consolidation and improvement of studio facilities in several of our larger markets. These expenditures will be funded primarily through the proceeds from sale of surplus property and cash available from landlords for tenant improvement allowances.

Contractual Obligations

As of September 30, 2018, there have been no net material changes in the total amount from the contractual obligations listed in our Form 10-K for the year ended December 31, 2017, as filed with the SEC on March 16, 2018.

Off-Balance Sheet Arrangements

As of September 30, 2018, we did not have any material off-balance sheet transactions, arrangements or obligations, including contingent obligations, other than as described below.

During the third quarter of 2018, we disposed of certain property that we considered as surplus to our operations and that resulted in significant gains reportable for tax purposes. In order to minimize the tax impact on a certain portion of these taxable gains, we created an entity that serves as a qualified intermediary (QI) for tax purposes and that holds the net sales proceeds of $70.2 million as of September 30, 2018. We plan to use a portion of these funds in a tax-free exchange by using the net sales proceeds from relinquished property for the purchase of replacement property. This entity was treated as a variable interest entity (VIE) and is included in our consolidated financial statements as we are considered the primary beneficiary.

The use of a QI in a like-kind exchange enables us to effectively minimize our tax liability in connection with certain asset dispositions. As discussed in Note 11, Assets Held For Sale And Discontinued Operations, we sold: (i) a parcel of land in Chicago, Illinois during the third quarter of the current year for net proceeds of $45.5 million; and (ii) a former studio building in Los Angeles, California for net proceeds of $24.7 million. These net sales proceeds were deposited into the account of the QI to comply with Code Section 1031 requirements to execute a like-kind exchange and are reflected as restricted cash on our consolidated balance sheet as of September 30, 2018. Restrictions on these deposits will lapse prior to the end of the first quarter of 2019.

We do not have any other relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet financial arrangements or other contractually narrow or limited purposes as of September 30, 2018. Accordingly, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

Critical Accounting Policies

The SEC defines critical accounting policies as those that are most important to the portrayal of a company s financial condition and results and that require management s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

There have been no material changes to our critical accounting policies from the information provided in Part II, Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies, in our Annual Report on Form 10-K for the year ended December 31, 2017, other than as described below. Additionally, we have provided additional disclosures related to one of our critical accounting policies for impairment testing of radio broadcasting licenses and goodwill, as we conducted our annual impairment test of broadcasting licenses and goodwill during the second quarter of 2018.

Changes in Accounting Policies   Revenue Recognition

In May 2014, the accounting guidance for revenue recognition was modified and subsequently updated several times with amendments. We adopted the amended accounting guidance for revenue recognition on January 1, 2018 using the modified retrospective transition method. As a result, we changed our accounting policy for revenue recognition. Refer to Note 3, Revenue, included elsewhere in this report for additional information. Except for this change, we consistently applied our accounting policies to all periods presented in these consolidated financial statements.

Radio Broadcasting Licenses And Goodwill

We have made acquisitions in the past for which a significant amount of the purchase price was allocated to broadcasting licenses and goodwill assets. As of September 30, 2018, we have recorded approximately $3,535.2 million in radio broadcasting licenses and goodwill, which represents 78% of our total assets at that date. We must conduct impairment testing at least annually, or more frequently if events or changes in circumstances indicate that the assets might be impaired, and charge to operations an impairment expense in the periods in which the recorded value of these assets is more than their fair value. Any such impairment could be material. After an impairment expense is recognized, the recorded value of these assets will be reduced by the amount of the impairment expense and that result will be the assets new accounting basis. Our most recent impairment loss from annual testing to our broadcasting licenses was in 2012. Our most recent impairment loss to our goodwill was in 2017. As a result of our annual impairment testing during the second quarter of 2018, we did not recognize an impairment loss on our broadcasting licenses or goodwill.

In evaluating whether events or changes in circumstances indicate that an interim impairment assessment is required, we consider several factors in determining whether it is more likely than not that the carrying value of our broadcasting licenses or goodwill exceeds the fair value of our broadcasting licenses or goodwill. Our qualitative analysis considers: (i) macroeconomic conditions such as deterioration in general economic conditions, limitations on accessing capital, or other developments in equity and credit markets; (ii) industry and market considerations such as deterioration in the environment in which we operate, an increased competitive environment, a change in the market for our products or services, or a regulatory or political development; (iii) cost factors such as increases in labor or other costs that have a negative effect on earnings and cash flows; (iv) overall financial performance such as negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods; (v) other relevant entity-specific events such as changes in management, key personnel, strategy, or customers, bankruptcy, or litigation; (vi) events affecting a reporting unit such as a change in the composition or carrying amount of our net assets; and (vii) a sustained decrease in our share price.

We evaluate the significance of identified events and circumstances on the basis of the weight of evidence along with how they could affect the relationship between our broadcasting licenses and goodwill s fair value and carrying amount, including positive mitigating events and circumstances. As of September 30, 2018, our analysis indicated that an interim impairment test for our broadcasting licenses and goodwill was not required. We continue to monitor these factors. If events or circumstances change with respect to these factors, we may be required to conduct an interim impairment test and possibly recognize impairment charges, which may be material, in future periods.

We believe our estimate of the value of our radio broadcasting licenses and goodwill assets is a critical accounting estimate as the value is significant in relation to our total assets, and our estimate of the value uses assumptions that incorporate variables based on past experiences and judgments about future performance of our stations.

Broadcasting Licenses Impairment Test

There were no events or circumstances since our second quarter annual broadcasting license impairment test that indicated an interim review of broadcasting licenses was required.

We perform our annual broadcasting license impairment test during the second quarter of each year.

During the second quarter of the current year and each of the past several years, we completed our annual impairment test for broadcasting licenses and determined that the fair value of our broadcasting licenses was greater than the amount reflected in the balance sheet for each of our markets and, accordingly, no impairment was recorded.

We perform our broadcasting license impairment test by using the Greenfield method at the market level. Each market s broadcasting licenses are combined into a single unit of accounting for the purpose of testing impairment, as the broadcasting licenses in each market are operated as a single asset. We determine the fair value of broadcasting licenses in each of our markets by relying on a discounted cash flow approach (a 10-year income model) assuming a start-up scenario in which the only assets held by an investor are broadcasting licenses. Our fair value analysis contains assumptions based upon past experience, reflects expectations of industry observers and includes judgments about future performance using industry normalized information for an average station within a certain market. These assumptions include, but are not limited to: (i) the discount rate; (ii) the market share and profit margin of an average station within a market, based upon market size and station type; (iii) the forecast growth rate of each radio market; (iv) the estimated capital start-up costs and losses incurred during the early years; (v) the likely media competition within the market area; (vi) the tax rate; and (vii) future terminal values. Changes in our estimates of the fair value of these assets could result in material future period write-downs in the carrying value of our broadcasting licenses and goodwill assets.

The methodology used by us in determining our key estimates and assumptions was applied consistently to each market. Of the seven variables identified above, we believe that the assumptions in items (i) through (iii) above are the most important and sensitive in the determination of fair value.

If actual market conditions are less favorable than those projected by the industry or by us, or if events occur or circumstances change that would reduce the fair value of our broadcasting licenses below the amount reflected in the balance sheet, we may be required to conduct an interim test and possibly recognize impairment charges, which may be material, in future periods.

Goodwill Impairment Test

There were no events or circumstances since our second quarter annual goodwill impairment test that indicated an interim review of goodwill was required.

The amended accounting guidance for accounting for goodwill impairment eliminated the second step of the goodwill impairment test, which reduced the cost and complexity of evaluating goodwill for impairment. We adopted this amended accounting guidance in the second quarter of 2017. Under the former accounting guidance, the second step of the impairment test required us to compute the implied fair value of goodwill by assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination. Under the amended guidance, if the carrying amount of goodwill of a reporting unit exceeds its fair value, we will consider the goodwill to be impaired.

In prior years, we determined that each individual radio market was a reporting unit and we assessed goodwill in each of our markets. Under the amended guidance, if the fair value of any reporting unit was less than the amount reflected on the balance sheet, we would recognize an impairment charge for the amount by which the carrying amount exceeded the reporting unit s fair value. The loss recognized would not exceed the total amount of goodwill allocated to the reporting unit.

Following our Merger with CBS Radio in November 2017, our radio broadcasting operations increased from 28 radio markets to 48 radio markets. In response to the realignment in our operating segments and reporting units, we considered whether the event represented a triggering event for interim goodwill impairment testing. During the three months ended June 30, 2018, and prior to conducting the current year annual impairment testing described below, we made an evaluation, based on factors such as each reporting unit s total market share and changes in operating cash flow margins, and concluded that it was more likely than not that the fair value of each of our reporting units exceeded their carrying values at the time of realignment.

Current Year Methodology

In connection with our current year annual goodwill impairment assessment, we used an income approach in computing the fair value of the Company. This approach utilized a discounted cash flow method by projecting income over a specified time and capitalizing at an appropriate market rate to arrive at an indication of the most probable selling price. Management believes that this approach is commonly used and is an appropriate methodology for valuing the Company. Factors contributing to the determination of our operating performance were historical performance and/or management s estimates of future performance.

Prior Year Methodology

In connection with our prior year annual goodwill impairment assessment, we first assessed qualitative factors to determine whether it was necessary to perform a quantitative assessment for each reporting unit. These qualitative factors included, but were not limited to: (i) macroeconomic conditions; (ii) radio broadcasting industry considerations; (iii) financial performance of reporting units; (iv) Company-specific events; and (v) a sustained decreased in our share price.

To determine the fair value, we used a market approach and, when appropriate, an income approach in computing the fair value of each reporting unit. The market approach calculated the fair value of each market s radio stations by analyzing recent sales and offering prices of similar properties expressed as a multiple of cash flow. The income approach utilized a discounted cash flow method by projecting the subject property s income over a specified time and capitalizing at an appropriate market rate to arrive at an indication of the most probable selling price. Management believed that these approaches were commonly used and appropriate methodologies for valuing broadcast radio stations. Factors contributing to the determination of the reporting unit s operating performance were historical performance and/or management s estimates of future performance.

Results

During the second quarter of the current year, our quantitative assessment indicated that the fair value of goodwill exceeded the carrying amount of goodwill allocated to the Company. Accordingly, we did not recognize an impairment charge during the second quarter of 2018.

During the second quarter of the prior year, our quantitative assessment indicated that the goodwill allocated to our Boston, Massachusetts market was impaired. The amount by which the carrying value exceeded fair value was larger than the amount of goodwill allocated to this specific reporting unit. As a result, we determined that the entire carrying amount of goodwill for this specific reporting unit was impaired and recorded an impairment loss during the second quarter of 2017 in the amount of $0.4 million.

If actual market conditions are less favorable than those projected by the industry or us, or if events occur or circumstances change that would reduce the fair value of our goodwill below the amount reflected in the balance sheet, we may be required to conduct an interim test and possibly recognize impairment charges, which could be material, in future periods.

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ITEM 3. Quantitative And Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in interest rates on our variable rate senior debt (the Term B-1 Loan and Revolver).

As of September 30, 2018, if the borrowing rates under LIBOR were to increase 1% above the current rates, our interest expense on: (i) our Term B Loan would increase $13.2 million on an annual basis as our Term B-1 Loan provides for a minimum LIBOR floor; and (ii) our Revolver would increase by $2.5 million, assuming our entire Revolver was outstanding as of September 30, 2018.

Assuming LIBOR remains flat, interest expense in 2018 versus 2017 is expected to be higher due to: (i) the increase in our average outstanding indebtedness upon which interest is computed; and (ii) the addition of the fixed rate Senior Notes. The addition of the Senior Notes alone will result in an annual increase to interest expense of $29.0 million in 2018. We anticipate reducing our outstanding indebtedness upon which interest is computed, however, such reductions will not be sufficient to offset the overall increases in outstanding indebtedness. We may seek from time to time to amend our Credit Facility or obtain additional funding, which may result in higher interest rates on our indebtedness and could increase our exposure to variable rate indebtedness.

From time to time, we may seek to limit our exposure to interest rate volatility through the use of interest rate hedging instruments. As of September 30, 2018, there were no interest rate hedging transactions outstanding.

From time to time, we invest all or a portion of our cash in cash equivalents, which are money market instruments consisting of short-term government securities and repurchase agreements that are fully collateralized by government securities. As of September 30, 2018, we have investments in money market instruments of approximately $70.2 million, which are reflected on our balance sheet as restricted cash. We deposited proceeds from the sale of a parcel of land in Chicago, Illinois and proceeds from the sale of land and buildings in Los Angeles, California into accounts of a qualified intermediary (QI). We deposited the proceeds into an account of a QI to comply with Code Section 1031 requirements to execute a like-kind exchange. This process will allow us to effectively minimize our tax liability in connection with the gains recognized on these asset sales. The cash proceeds in the accounts of the QIs are invested in money market accounts. We do not believe that we have any material credit exposure with respect to these assets.

Our credit exposure related to our accounts receivable does not represent a significant concentration of credit risk due to the quantity of advertisers, the minimal reliance on any one advertiser, the multiple markets in which we operate and the wide variety of advertising business sectors.

See also additional disclosures regarding liquidity and capital resources made under Liquidity and Capital Resources in Part 1, Item 2, above.

ITEM 4. Controls And Procedures

Evaluation Of Controls And Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) that are designed to ensure that: (i) information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms; and (ii) such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our President/Chief Executive Officer and Executive Vice President/Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

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Changes In Internal Control Over Financial Reporting

On November 17, 2017, we completed the Merger with CBS Radio as described elsewhere in this report. The completion of this Merger had a material impact on our financial position, results of operations and cash flows from the date of acquisition through September 30, 2018. The Merger also resulted in significant changes to our internal control environment over financial reporting. We are in the process of integrating the systems of internal control over financial reporting and will report on our assessment of our internal controls over financial reporting for the combined entity in our next annual report.

We continue to integrate policies, processes, people, technology, and operations relating to this Merger, and will continue to evaluate the impact of any related changes to our internal control over financial reporting. Except for any changes in our internal control over financial reporting related to the integration of CBS Radio, there were no changes in our internal control over financial reporting during the three months ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II

OTHER INFORMATION

ITEM 1. Legal Proceedings

There were no material developments relating to the legal proceedings described in our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on March 16, 2018.

ITEM 1A. Risk Factors

There have been no material changes to the Risk Factors described in our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on March 16, 2018.

ITEM 2. Unregistered Sales Of Equity Securities And Use Of Proceeds

The following table provides information on our repurchases during the quarter ended September 30, 2018:

Period [1][2]	(a) Total Number Of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number Of Shares Purchased As Part Of Publicly Announced Plans Or Programs	(d) Maximum Approximate Dollar Value Of Shares That May Yet Be Purchased Under The Plans Or Programs
July 1, 2018 - July 31, 2018	669	$ 7.92		$ 69,946,034
August 1, 2018 - August 31, 2018	188	$ 7.55		$ 69,946,034
September 1, 2018 - September 30, 2018		$		$ 69,946,034
Total	857			

(1) We withheld shares upon the vesting of RSUs in order to satisfy employees tax obligations. As a result, we are deemed to have purchased: (i) 669 shares at an average price of $7.92 in July 2018; and (ii) 188 shares at an average price of $7.55 in August 2018. These shares are included in the table above.

(2) On November 2, 2017, our Board announced a share repurchase program (the 2017 Share Repurchase Program) to permit us to purchase up to $100.0 million of our issued and outstanding shares of Class A common stock through open market purchases. In connection with the 2017 Share Repurchase Program, we did not repurchase

any shares during the three months ended September 30, 2018.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.

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ITEM 6. Exhibits

Exhibit Number	Description
3.1 #	Amended and Restated Articles of Incorporation of Entercom Communications Corp. (Incorporated by reference to Exhibit 3.01 to Entercom s Amendment to Registration Statement on Form S-1, as filed on January 27, 1999 (File No. 333-61381))
3.2 #	Articles of Amendment to the Articles of Incorporation of Entercom Communications Corp. (Incorporated by reference to Exhibit 3.1 of Entercom s Current Report on Form 8-K as filed on December 21, 2007)
3.3 #	Articles of Amendment to the Articles of Incorporation of Entercom Communications Corp. (Incorporated by reference to Exhibit 3.02 to Entercom s Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, as filed on August 5, 2009)
3.4 #	Articles of Amendment to the Articles of Incorporation of Entercom Communications Corp. dated November 17, 2017. (Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on November 17, 2017)
3.5 #	Statement with Respect to Shares, filed with the Pennsylvania Department of State on July 16, 2015. (Incorporated by reference to an Exhibit 3.1 to our Current Report on Form 8-K filed on July 17, 2015)
3.6 #	Amended and Restated Bylaws of Entercom Communications Corp. (Incorporated by reference to Exhibit 3.1 to Entercom s Current Report on Form 8-K filed on February 21, 2008)
3.7 #	Amendment No 1 to Amended and Restated Bylaws of Entercom Communications Corp. (Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on February 3, 2017)
3.8 #	Amendment No 2 to Amended and Restated Bylaws of Entercom Communications Corp. (Incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K filed on November 17, 2017)
4.1 #	Indenture for Senior Notes, dated as of October 17, 2016, by and among CBS Radio, Inc., the guarantors named therein, and Deutsche Bank Trust Company Americas, as trustee. (Incorporated by reference to Exhibit 4.2 of Entercom s Registration Statement on Form S-4 (File No. 333-217273))
4.2 #	Supplemental Indenture, dated as of November 17, 2017, by and among Entercom Radio, LLC, the other guarantor parties named therein, and Deutsche Bank Trust Company Americas, as trustee. (Incorporated by reference to Exhibit 4.2 to Entercom s Current Report on Form 8-K filed on November 17, 2017)
4.3 #	Supplemental Indenture, dated December 8, 2017, by and between CBS Radio Inc. and Deutsche Bank Trust Company Americas, as trustee (Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on December 11, 2017)
31.1 *	Certification of President and Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a), as created by Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
31.2 *	Certification of Executive Vice President and Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a), as created by Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
32.1 ^	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.
32.2 ^	

	Certification of Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* Filed Herewith
\# Incorporated by reference.
^ Furnished herewith. Exhibit is accompanying this report and shall not be deemed to be filed herewith.

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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 thereunto duly authorized.

	ENTERCOM COMMUNICATIONS CORP.
	(Registrant)
Date: November 8, 2018	/S/ David J. Field Name: David J. Field Title: Chairman, Chief Executive Officer and President (principal executive officer)
Date: November 8, 2018	/S/ Richard J. Schmaeling Name: Richard J. Schmaeling Title: Executive Vice President - Chief Financial Officer (principal financial officer)