

SAGA COMMUNICATIONS INC  
Form 10-Q  
May 12, 2014

**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 March 31, 2014**

**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 1-11588**

**Saga Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware** **38-3042953**  
*(State or other jurisdiction of* *(I.R.S. Employer*  
*incorporation or organization)* *Identification No.)*

**73 Kercheval Avenue** **48236**  
**Grosse Pointe Farms, Michigan** *(Zip Code)*  
*(Address of principal executive offices)*

**(313) 886-7070**  
*(Registrant's telephone number, including area code)*

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No .

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
*(Do not check if a smaller reporting company)*

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

The number of shares of the registrant's Class A Common Stock, \$.01 par value, and Class B Common Stock, \$.01 par value, outstanding as of May 2, 2014 was 4,933,054 and 815,945, respectively.



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**PART I — FINANCIAL INFORMATION****Item 1. Financial Statements****SAGA COMMUNICATIONS, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

|  | March<br>31,<br>2014<br>(Unaudited) | December 31,<br>2013<br>(Note) |
|--|-------------------------------------|--------------------------------|
|  | (In thousands)                      |                                |
| Assets   |                                     |                                |
| Current assets:  |                                     |                                |
| Cash and cash equivalents                              | \$23,327                            | \$ 17,628                      |
| Accounts receivable, net                               | 17,813                              | 19,815                         |
| Prepaid expenses and other current assets              | 1,974                               | 2,350                          |
| Barter transactions                                    | 1,500                               | 1,263                          |
| Deferred income taxes                                  | 988                                 | 1,025                          |
| Total current assets                                   | 45,602                              | 42,081                         |
| Property and equipment                                 | 160,526                             | 158,762                        |
| Less accumulated depreciation                          | 103,932                             | 102,425                        |
| Net property and equipment                             | 56,594                              | 56,337                         |
| Other assets:  |                                     |                                |
| Broadcast licenses, net                                | 88,641                              | 88,460                         |
| Other intangibles, deferred costs and investments, net | 6,319                               | 6,346                          |
|  | \$197,156                           | \$ 193,224                     |
| Liabilities and stockholders' equity                   |                                     |                                |
| Current liabilities:                                   |                                     |                                |
| Accounts payable                                       | \$1,971                             | \$ 1,962                       |
| Payroll and payroll taxes                              | 6,410                               | 6,700                          |
| Other accrued expenses                                 | 3,118                               | 2,787                          |
| Barter transactions                                    | 1,705                               | 1,475                          |
| Current portion of long-term debt                      | —                                   | 1,078                          |
| Total current liabilities                              | 13,204                              | 14,002                         |
| Deferred income taxes                                  | 21,211                              | 20,571                         |

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|                               |            |            |
|-------------------------------|------------|------------|
| Long-term debt                | 46,078     | 45,000     |
| Other liabilities             | 3,848      | 3,950      |
| Total liabilities             | 84,341     | 83,523     |
| Commitments and contingencies |            |            |
| Stockholders' equity:         |            |            |
| Common stock                  | 72         | 72         |
| Additional paid-in capital    | 51,858     | 51,456     |
| Retained earnings             | 89,132     | 86,693     |
| Treasury stock                | (28,247 )  | (28,520 )  |
| Total stockholders' equity    | 112,815    | 109,701    |
|                               | \$ 197,156 | \$ 193,224 |

Note: The balance sheet at December 31, 2013 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

See notes to unaudited condensed consolidated financial statements.

**SAGA COMMUNICATIONS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

|  | Three Months Ended                    |           |
|--|---------------------------------------|-----------|
|  | March 31,                             |           |
|  | 2014                                  | 2013      |
|  | (Unaudited)                           |           |
|  | (In thousands, except per share data) |           |
| Net operating revenue                                | \$ 29,423                             | \$ 28,957 |
| Station operating expenses                           | 22,947                                | 22,088    |
| Corporate general and administrative                 | 2,153                                 | 1,948     |
| Operating income from continuing operations          | 4,323                                 | 4,921     |
| Other expenses, net:                                 |                                       |           |
| Interest expense                                     | 272                                   | 358       |
| Other (income) expense, net                          | (15 )                                 | 25        |
| Income from continuing operations before tax         | 4,066                                 | 4,538     |
| Income tax provision                                 | 1,627                                 | 1,812     |
| Income from continuing operations, net of tax        | 2,439                                 | 2,726     |
| Income from discontinued operations, net of tax      | -                                     | 223       |
| Net income   | \$ 2,439                              | \$ 2,949  |
| Basic earnings per share:                            |                                       |           |
| From continuing operations                           | \$ 0.43                               | \$ 0.48   |
| From discontinued operations                         | 0.00                                  | 0.04      |
| Basic earnings per share                             | \$ 0.43                               | \$ 0.52   |
| Weighted average common shares                       | 5,690                                 | 5,673     |
| Diluted earnings per share:                          |                                       |           |
| From continuing operations                           | \$ 0.42                               | \$ 0.47   |
| From discontinued operations                         | 0.00                                  | 0.04      |
| Diluted earnings per share                           | \$ 0.42                               | \$ 0.51   |
| Weighted average common and common equivalent shares | 5,757                                 | 5,738     |

See notes to unaudited condensed consolidated financial statements.

**SAGA COMMUNICATIONS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

|   | Three Months Ended<br>March 31,<br>2014      2013<br>(Unaudited)<br>(In thousands) |           |
|---|--|-----------|
| Cash flows from operating activities:               |  |           |
| Cash provided by operating activities               | \$ 7,838   | \$ 7,726  |
| Cash flows from investing activities:               |  |           |
| Acquisition of property and equipment               | (1,459 )   | (1,177 )  |
| Acquisition of broadcast properties                 | (682 )   | —         |
| Proceeds from sale of television station            | —  | 2,960     |
| Other investing activities                          | 2  | (135 )    |
| Net cash (used in) provided by investing activities | (2,139 )   | 1,648     |
| Cash flows from financing activities:               |  |           |
| Other financing activities                          | —  | 3         |
| Net cash provided by financing activities           | —  | 3         |
| Net increase in cash and cash equivalents           | 5,699  | 9,377     |
| Cash and cash equivalents, beginning of period      | 17,628   | 15,915    |
| Cash and cash equivalents, end of period            | \$ 23,327  | \$ 25,292 |

See notes to unaudited condensed consolidated financial statements.



**SAGA COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for annual financial statements.

In our opinion, the accompanying financial statements include all adjustments of a normal, recurring nature considered necessary for a fair presentation of our financial position as of March 31, 2014 and the results of operations for the three months ended March 31, 2014 and 2013. Results of operations for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014.

On January 16, 2013 the Company consummated a four-for-three stock split of its Class A and Class B Common Stock, to shareholders of record as of the close of business on December 28, 2012. The stock split increased the Company's issued and outstanding shares of common stock from 3,659,753 shares of Class A Common Stock and 597,504 shares of Class B Common Stock to 4,879,186 and 796,672 shares, respectively. All share and per share information in the accompanying financial statements reflect the stock split.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Saga Communications, Inc. Annual Report on Form 10-K for the year ended December 31, 2013.

The Company has evaluated events and transactions occurring subsequent to the balance sheet date of March 31, 2014, for items that should potentially be recognized in these financial statements or discussed within the notes to the financial statements.

***Earnings Per Share Information***

Earnings per share is calculated using the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating security. The Company has participating securities related to restricted stock units, granted under the Company's Second Amended and Restated 2005 Incentive Compensation Plan, that earn dividends on an equal basis with common shares. In applying the two-class method, earnings are allocated to both common shares and participating securities.

The following table sets forth the computation of basic and diluted earnings per share:

|   | Three Months Ended March<br>31,             |          |
|---|---|----------|
|   | 2014  | 2013     |
|   | (In thousands, except per<br>share<br>data) |          |
| Numerator:  |   |          |
| Net income  | \$ 2,439                                    | \$ 2,949 |
| Less: Net income allocated to unvested participating securities                                       | 21  | -        |
| Net income available to common stockholders   | \$ 2,418                                    | \$ 2,949 |
| Denominator:  |   |          |
| Denominator for basic earnings per share— weighted average shares                                     | 5,690                                       | 5,673    |
| Effect of dilutive securities:  |   |          |
| Stock options   | 67  | 65       |
| Denominator for diluted earnings per share — adjusted weighted-average shares and assumed conversions | 5,757                                       | 5,738    |
| Basic earnings per share  | \$ 0.43                                     | \$ 0.52  |
| Diluted earnings per share  | \$ 0.42                                     | \$ 0.51  |

**SAGA COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL**

**STATEMENTS — (Continued)**

The number of stock options outstanding that had an antidilutive effect on our earnings per share calculation, and therefore have been excluded from diluted earnings per share calculation, was 13,000 and 29,000 for the three months ended March 31, 2014 and 2013, respectively. The actual effect of these shares, if any, on the diluted earnings per share calculation will vary significantly depending on the fluctuation in the stock price.

***Financial Instruments***

Our financial instruments are comprised of cash and cash equivalents, accounts receivable, accounts payable and long-term debt. The carrying value of cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to their short maturities. The carrying value of long-term debt approximates fair value as it carries interest rates that either fluctuate with the euro-dollar rate, prime rate or have been reset at the prevailing market rate at March 31, 2014.

***Income Taxes***

Our effective tax rate is higher than the federal statutory rate as a result of the inclusion of state taxes in the income tax amount.

***Time Brokerage Agreements/Local Marketing Agreements***

We have entered into Time Brokerage Agreements (“TBA’s”) or Local Marketing Agreements (“LMA’s”) in certain markets. In a typical TBA/LMA, the FCC licensee of a station makes available, for a fee, blocks of air time on its station to another party that supplies programming to be broadcast during that air time and sells their own commercial advertising announcements during the time periods specified. Revenue and expenses related to TBA’s/LMA’s are included in the accompanying unaudited Condensed Consolidated Statements of Income.

## 2. Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2013-04, *Obligations Resulting from Joint and Several Liability Arrangements Which the Total Amount of the Obligation is Fixed at the Reporting Date*, an amendment to FASB ASC Topic 405, Liabilities. This update provides guidance on the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements, including debt arrangements, other contractual obligations, and settled litigation and judicial rulings, for which the total amount of the obligation is fixed at the reporting date. This amendment was adopted on January 1, 2014 and did not have a material impact on our consolidated financial statements.

In July 2013, the FASB issued ASU No. 2013-11, *Presentation of Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exits*, an amendment to FASB ASC Topic 740, *Income Taxes*. This amendment requires the netting of unrecognized tax benefits against a deferred tax asset for a loss or other carryforward that would apply in the settlement of uncertain tax positions. This amendment was adopted on January 1, 2014 and did not have a material impact on our consolidated financial statements.

## 3. Intangible Assets

We evaluate our FCC licenses for impairment annually as of October 1<sup>st</sup> or more frequently if events or circumstances indicate that the asset might be impaired. FCC licenses are evaluated for impairment at the market level using a direct method. If the carrying amount of FCC licenses is greater than their estimated fair value in a given market, the carrying amount of FCC licenses in that market is reduced to its estimated fair value.

Intangible assets that have finite lives are amortized over their useful lives using the straight-line method. Favorable lease agreements are amortized over the lives of the leases ranging from four to twenty-six years. Other intangibles are amortized over one to eleven years.

**SAGA COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL****STATEMENTS — (Continued)****4. Common Stock and Treasury Stock**

The following summarizes information relating to the number of shares of our common stock issued in connection with stock transactions through March 31, 2014:

|                              | Common Stock Issued   |         |
|------------------------------|-----------------------|---------|
|                              | Class A               | Class B |
|                              | (Shares in thousands) |         |
| Balance, January 1, 2013     | 6,369                 | 797     |
| Exercised options            | 9                     | —       |
| Conversion of shares         | 1                     | (1 )    |
| Issuance of restricted stock | 30                    | 20      |
| Balance, December 31, 2013   | 6,409                 | 816     |
| Exercised options            | 7                     | —       |
| Balance, March 31, 2014      | 6,416                 | 816     |

We have a Stock Buy-Back Program to allow us to purchase up to \$75.8 million of our Class A Common Stock. As of March 31, 2014 we have remaining authorization of \$29.9 million for future repurchases of our Class A Common Stock.

**5. Acquisitions**

We actively seek and explore opportunities for expansion through the acquisition of additional broadcast properties. The consolidated statements of income include the operating results of the acquired stations from their respective dates of acquisition. All acquisitions were accounted for as purchases and, accordingly, the total costs were allocated to the acquired assets and assumed liabilities based on their estimated fair values as of the acquisition dates. The excess of the consideration paid over the estimated fair value of net assets acquired have been recorded as goodwill, which is deductible for tax purposes. The Company accounts for acquisition under the provisions of FASB ASC Topic 805, *Business Combinations*.

On January 31, 2014, we acquired one FM station (WFIZ-FM) and three FM Translators serving the Ithaca, New York market for approximately \$720,000. We financed this transaction through funds generated from operations. Unaudited proforma results of operations for the acquisition of WFIZ-FM is not required, as such information is not material to our financial statements and therefore is not presented.

The preliminary allocation of the purchase price through March 31, 2014 is as follows:

|   | Fair Value<br>(in thousands) |
|---|------------------------------|
| Assets Acquired:                                  |                              |
| Current assets                                    | \$ 45                        |
| Property and equipment                            | 425                          |
| Broadcast licenses-Radio segment                  | 174                          |
| Other intangibles, deferred costs and investments | 3                            |
| Fair value of assets acquired                     | 647                          |
| Goodwill-Radio segment                            | 73                           |
| Total cash consideration                          | \$ 720                       |

On February 28, 2014 we acquired an FM translator serving the Jonesboro, Arkansas market for approximately \$35,000, of which \$7,500 was allocated to broadcast licenses and \$27,500 was allocated to goodwill.

Management preliminarily assigned fair values to the acquired property and equipment through a combination of cost and market approaches based upon each specific asset's replacement cost, with a provision for depreciation, and to the acquired intangibles, primarily an FCC license, based on the Greenfield valuation methodology, a discounted cash flow approach. The Company is still in the process of verifying data and finalizing information related to the valuation, and expects to finalize these matters within the measurement period.

**SAGA COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL**

**STATEMENTS — (Continued)**

**6. Discontinued Operations**

On April 3, 2012 we entered into a definitive agreement to sell our Greenville, Mississippi TV station (“WXVT”) for \$3 million, subject to certain adjustments, to H3 Communications, LLC (“H3”). This transaction was completed on January 31, 2013 and we recognized a gain of approximately \$223,000, net of tax, on the sale of WXVT during the first quarter of 2013.

In accordance with authoritative guidance we have reported the results of operations of WXVT as discontinued operations in the accompanying consolidated financial statements. For all previously reported periods, certain amounts in the consolidated financial statement have been reclassified. The net results of operations of WXVT have been reclassified from continuing operations to discontinued operations. WXVT was previously included in the Company’s television segment.

**7. Stock-Based Compensation**

***2005 Incentive Compensation Plan***

On October 16, 2013 our stockholders approved the Second Amended and Restated Saga Communications, Inc. 2005 Incentive Compensation Plan (the “Second Restated 2005 Plan”). The 2005 Incentive Compensation Plan was first approved by stockholders in 2005 and replaced our 2003 Stock Option Plan (the “2003 Plan”). The 2005 Incentive Compensation Plan was re-approved by stockholders in 2010. The changes made in the Second Restated 2005 Plan (i) increases the number of authorized shares by 233,334 shares of Common Stock, (ii) extends the date for making awards to September 6, 2018, (iii) includes directors as participants, (iv) targets awards according to groupings of participants based on ranges of base salary of employees and/or retainers of directors, (v) requires participants to retain 50% of their net annual restricted stock awards during their employment or service as a director, and (vi) includes a clawback provision. The Second Restated 2005 Plan allows for the granting of restricted stock, restricted stock units, incentive stock options, nonqualified stock options, and performance awards to eligible employees and non-employee directors.

The number of shares of Common Stock that may be issued under the Second Restated 2005 Plan may not exceed 280,000 shares of Class B Common Stock, 900,000 shares of Class A Common Stock of which up to 620,000 shares of Class A Common Stock may be issued pursuant to incentive stock options and 280,000 Class A Common Stock issuable upon conversion of Class B Common Stock. Awards denominated in Class A Common Stock may be granted to any employee or director under the Second Restated 2005 Plan. However, awards denominated in Class B Common Stock may only be granted to Edward K. Christian, President, Chief Executive Officer, Chairman of the Board of Directors, and the holder of 100% of the outstanding Class B Common Stock of the Company. Stock options granted under the Second Restated 2005 Plan may be for terms not exceeding ten years from the date of grant and may not be exercised at a price which is less than 100% of the fair market value of shares at the date of grant.

***Stock-Based Compensation***

All stock options granted were fully vested and expensed at December 31, 2012, therefore there was no compensation expense related to stock options for the three months ended March 31, 2014 and 2013, respectively.

The following summarizes the stock option transactions for the Second Restated 2005 and 2003 Plans for the three months ended March 31, 2014:

|                                | Number of<br>Options | Weighted<br>Average<br>Exercise Price | Weighted Average<br>Remaining<br>Contractual Term<br>(Years) | Aggregate<br>Intrinsic<br>Value |
|--------------------------------|----------------------|---------------------------------------|--|---------------------------------|
| Outstanding at January 1, 2014 | 233,787              | \$ 33.38                              | 2.1  | \$4,058,035                     |
| Exercised                      | (7,294 )             | 34.80                                 |  |                                 |
| Outstanding at March 31, 2014  | 226,493              | \$ 33.33                              | 1.9  | \$3,814,944                     |
| Exercisable at March 31, 2014  | 226,493              | \$ 33.33                              | 1.9  | \$3,814,944                     |



**SAGA COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL****STATEMENTS — (Continued)**

The following summarizes the restricted stock transactions for the three months ended March 31, 2014:

|  | Shares | Weighted<br>Average<br>Grant Date<br>Fair<br>Value |
|--|--------|--|
| Outstanding at January 1, 2014               | 50,062 | \$ 46.51   |
| Vested                                       | —      | —  |
| Forfeited                                    | (457 ) | 46.51  |
| Non-vested and outstanding at March 31, 2014 | 49,605 | \$ 46.51   |

For the three months ended March 31, 2014 and 2013, we had \$188,000 and \$16,000, respectively, of total compensation expense related to restricted stock-based compensation arrangements. This expense is included in corporate general and administrative expenses in our results of operations. The associated tax benefit recognized for the three months ended March 31, 2014 and 2013 was \$75,000 and \$7,000, respectively.

**8. Long-Term Debt**

Long-term debt consisted of the following:

|                                 | March<br>31,<br>2014 | December 31,<br>2013 |
|---------------------------------|----------------------|----------------------|
|                                 | (In thousands)       |                      |
| Credit Agreement:               |                      |                      |
| Term loan                       | \$30,000             | \$ 30,000            |
| Revolving credit facility       | 15,000               | 15,000               |
| Secured debt of affiliate       | 1,078                | 1,078                |
|                                 | 46,078               | 46,078               |
| Amounts payable within one year | —                    | 1,078                |

\$46,078 \$ 45,000

Our credit facility providing availability up to \$120 million at March 31, 2014 (the “Credit Facility”) consists of a \$30 million term loan (the “Term Loan”) and a \$90 million revolving loan (the “Revolving Credit Facility”) and matures on May 31, 2018.

We had \$75 million of unused borrowing capacity under the Revolving Credit Facility at March 31, 2014. The unused portion of the Revolving Credit Facility is available for general corporate purposes, including working capital, capital expenditures, permitted acquisitions and related transaction expenses and permitted stock buybacks.

The Term Loan principal amortizes in equal installments of 5% of the Term Loan during each year, however, upon satisfaction of certain conditions, as defined in the Credit Facility, no amortization payment is required. The Credit Facility is also subject to mandatory prepayment requirements, including but not limited to, certain sales of assets, certain insurance proceeds, certain debt issuances and certain sales of equity. Optional prepayments of the Credit Facility are permitted without any premium or penalty, other than certain costs and expenses. As of March 31, 2014, we have no required amortization payment.

Interest rates under the Credit Facility are payable, at our option, at alternatives equal to LIBOR (0.15450% at March 31, 2014) plus 1.25% to 2.25% (0.2037% at March 31, 2013, plus 1.50% to 2.75%) or the base rate plus 0.25% to 1.25%. The spread over LIBOR and the base rate vary from time to time, depending upon our financial leverage. We also pay quarterly commitment fees of 0.25% to 0.35% per annum on the unused portion of the Revolving Credit Facility.

**SAGA COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL**

**STATEMENTS — (Continued)**

We have pledged substantially all of our assets (excluding our FCC licenses and certain other assets) in support of the Credit Facility and each of our subsidiaries has guaranteed the Credit Facility and has pledged substantially all of their assets (excluding their FCC licenses and certain other assets) in support of the Credit Facility.

The Credit Facility contains a number of financial covenants (all of which we were in compliance with at March 31, 2014) which, among other things, require us to maintain specified financial ratios and impose certain limitations on us with respect to investments, additional indebtedness, dividends, distributions, guarantees, liens and encumbrances.

The loan agreement of approximately \$1.1 million of secured debt of affiliate was amended in April, 2014 to extend the due date of the loan for three years to mature on May 1, 2017.

**9. Segment Information**

We evaluate the operating performance of our markets individually. For purposes of business segment reporting, we have aligned operations with similar characteristics into two business segments: Radio and Television.

The Radio segment includes twenty-three markets, which includes all ninety-two of our radio stations and five radio information networks. The Television segment includes two markets and consists of four television stations and four low power television (“LPTV”) stations. The Radio and Television segments derive their revenue from the sale of commercial broadcast inventory. The category “Corporate general and administrative” represents the income and expense not allocated to reportable segments.

|  | Radio | Television | Corporate<br>and Other | Consolidated |
|--|-------|------------|------------------------|--------------|
|--|-------|------------|------------------------|--------------|

Three Months Ended March 31, 2014:

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|  |           |          |           |            |
|--|-----------|----------|-----------|------------|
| Net operating revenue                              | \$24,925  | \$4,498  | \$—       | \$ 29,423  |
| Station operating expense                          | 19,739    | 3,208    | —         | 22,947     |
| Corporate general and administrative               | —         | —        | 2,153     | 2,153      |
| Operating income (loss) from continuing operations | \$5,186   | \$1,290  | \$(2,153) | \$ 4,323   |
| Depreciation and amortization                      | \$1,230   | \$345    | \$ 70     | \$ 1,645   |
| Total assets                                       | \$143,313 | \$22,684 | \$ 31,159 | \$ 197,156 |

|  | Radio          | Television | Corporate<br>and Other | Consolidated |
|--|----------------|------------|------------------------|--------------|
|  | (In thousands) |            |                        |              |
| Three Months Ended March 31, 2013:                 |                |            |                        |              |
| Net operating revenue                              | \$24,462       | \$4,495    | \$—                    | \$ 28,957    |
| Station operating expense                          | 19,007         | 3,081      | —                      | 22,088       |
| Corporate general and administrative               | —              | —          | 1,948                  | 1,948        |
| Operating income (loss) from continuing operations | \$5,455        | \$1,414    | \$(1,948)              | \$ 4,921     |
| Depreciation and amortization                      | \$1,242        | \$342      | \$ 57                  | \$ 1,641     |
| Total assets                                       | \$145,538      | \$22,782   | \$ 32,250              | \$ 200,570   |

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Results of Operations**

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto of Saga Communications, Inc. and its subsidiaries contained elsewhere herein and the audited financial statements and Management Discussion and Analysis contained in our Annual Report on Form 10-K for the year ended December 31, 2013. The following discussion is presented on both a consolidated and segment basis. Corporate general and administrative expenses, interest expense, other (income) expense, and income tax expense are managed on a consolidated basis and are reflected only in our discussion of consolidated results.

For purposes of business segment reporting, we have aligned operations with similar characteristics into two business segments: Radio and Television. The Radio segment includes twenty-three markets, which includes all ninety-two of our radio stations and five radio information networks ("Networks"). The Television segment includes two markets and consists of four television stations and four LPTV stations. The discussion of our operating performance focuses on segment operating income because we manage our segments primarily on operating income. Operating performance is evaluated for each individual market.

We use certain financial measures that are not calculated in accordance with generally accepted accounting principles in the United States of America (GAAP) to assess our financial performance. For example, we evaluate the performance of our markets based on "station operating income" (operating income plus corporate general and administrative expenses, depreciation and amortization). Station operating income is generally recognized by the broadcasting industry as a measure of performance, is used by analysts who report on the performance of the broadcasting industry and it serves as an indicator of the market value of a group of stations. In addition, we use it to evaluate individual stations, market-level performance, overall operations and as a primary measure for incentive based compensation of executives and other members of management. Station operating income is not necessarily indicative of amounts that may be available to us for debt service requirements, other commitments, reinvestment or other discretionary uses. Station operating income is not a measure of liquidity or of performance in accordance with GAAP, and should be viewed as a supplement to, and not a substitute for our results of operations presented on a GAAP basis.

**General**

We are a broadcast company primarily engaged in acquiring, developing and operating broadcast properties.

## Radio Segment

Our radio segment's primary source of revenue is from the sale of advertising for broadcast on our stations. Depending on the format of a particular radio station, there are a predetermined number of advertisements available to be broadcast each hour.

Most advertising contracts are short-term and generally run for a few weeks only. The majority of our revenue is generated from local advertising, which is sold primarily by each radio markets' sales staff. For the three months ended March 31, 2014 and 2013, approximately 87% and 89%, respectively, of our radio segment's gross revenue was from local advertising. To generate national advertising sales, we engage independent advertising sales representative firms that specialize in national sales for each of our broadcast markets.

Our revenue varies throughout the year. Advertising expenditures, our primary source of revenue, generally have been lowest during the winter months, which include the first quarter of each year. We expect a significant increase in political advertising for 2014 due to the number of congressional, senatorial, gubernatorial and local elections in most of our markets.

Our net operating revenue, station operating expense and operating income varies from market to market based upon the market's rank or size which is based upon population and the available radio advertising revenue in that particular market.

The broadcasting industry and advertising in general, is influenced by the state of the overall economy, including unemployment rates, inflation, energy prices and consumer interest rates. Our stations primarily broadcast in small to midsize markets. Historically, these markets have been more stable than major metropolitan markets during downturns in advertising spending, but may not experience increases in such spending as significant as those in major metropolitan markets in periods of economic improvement.

Our financial results are dependent on a number of factors, the most significant of which is our ability to generate advertising revenue through rates charged to advertisers. The rates a station is able to charge are, in large part, based on a station's ability to attract audiences in the demographic groups targeted by its advertisers. In a number of our markets this is measured by periodic reports generated by independent national rating services. In the remainder of our markets it is measured by the results advertisers obtain through the actual running of an advertising schedule. Advertisers measure these results based on increased demand for their goods or services and/or actual revenues generated from such demand. Various factors affect the rate a station can charge, including the general strength of the local and national economies, population growth, ability to provide popular programming, local market competition, target marketing capability of radio compared to other advertising media and signal strength.



When we acquire and/or begin to operate a station or group of stations we generally increase programming and advertising and promotion expenses to increase our share of our target demographic audience. Our strategy sometimes requires levels of spending commensurate with the revenue levels we plan on achieving in two to five years. During periods of economic downturns, or when the level of advertising spending is flat or down across the industry, this strategy may result in the appearance that our cost of operations are increasing at a faster rate than our growth in revenues, until such time as we achieve our targeted levels of revenue for the acquired station or group of stations.

The number of advertisements that can be broadcast without jeopardizing listening levels (and the resulting ratings) is limited in part by the format of a particular radio station. Our stations strive to maximize revenue by constantly managing the number of commercials available for sale and adjusting prices based upon local market conditions and ratings. While there may be shifts from time to time in the number of advertisements broadcast during a particular time of day, the total number of advertisements broadcast on a particular station generally does not vary significantly from year to year. Any change in our revenue, with the exception of those instances where stations are acquired or sold, is generally the result of inventory sell out ratios and pricing adjustments, which are made to ensure that the station efficiently utilizes available inventory.

Our radio stations employ a variety of programming formats. We periodically perform market research, including music evaluations, focus groups and strategic vulnerability studies. Because reaching a large and demographically attractive audience is crucial to a station's financial success, we endeavor to develop strong listener loyalty. Our stations also employ audience promotions to further develop and secure a loyal following. We believe that the diversification of formats on our radio stations helps to insulate us from the effects of changes in musical tastes of the public on any particular format.

The primary operating expenses involved in owning and operating radio stations are employee salaries, sales commissions, programming expenses, depreciation, and advertising and promotion expenses.

The radio broadcasting industry is subject to rapid technological change, evolving industry standards and the emergence of new media technologies and services. These new technologies and media are gaining advertising share against radio and other traditional media.

We are continuing to expand our digital initiative to provide a seamless experience across numerous platforms to allow our listeners and viewers to connect with our products where and when they want. In 2013, we completed a project to bring all of our websites in house while making them fully accessible on mobile devices. This change will provide new avenues for revenue and improve our overall digital reach.



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In addition, we continue the rollout of HD Radio. HD Radio utilizes digital technology that provides improved sound quality over standard analog broadcasts and also allows for the delivery of additional channels of diversified programming or data streams in each radio market.

During the three months ended March 31, 2014 and 2013 and the years ended December 31, 2013 and 2012, our Columbus, Ohio; Des Moines, Iowa; Manchester, New Hampshire; Milwaukee, Wisconsin and Norfolk, Virginia markets, when combined, represented approximately 34%, 33%, 34% and 35%, respectively, of our consolidated net operating revenue. An adverse change in any of these radio markets or our relative market position in those markets could have a significant impact on our operating results as a whole.

The following tables describe the percentage of our consolidated net operating revenue represented by each of these markets:

| Market:                   | Percentage of Consolidated<br>Net Operating Revenue for<br>the Three Months Ended<br>March 31, |   |      |   | Percentage of Consolidated<br>Net Operating Revenue<br>for the Years Ended<br>December 31, |   |      |   |
|---------------------------|--|---|------|---|--|---|------|---|
|                           | 2014   |   | 2013 |   | 2013   |   | 2012 |   |
| Columbus, Ohio            | 7  | % | 7    | % | 7  | % | 7    | % |
| Des Moines, Iowa          | 6  | % | 6    | % | 7  | % | 6    | % |
| Manchester, New Hampshire | 5  | % | 5    | % | 5  | % | 6    | % |
| Milwaukee, Wisconsin      | 10   | % | 10   | % | 10   | % | 11   | % |
| Norfolk, Virginia         | 6  | % | 5    | % | 5  | % | 5    | % |

We have experienced a significant decline in our net operating revenue for the past three years in our Milwaukee, Wisconsin market. For the three months ended March 31, 2014 as compared to the three months ended March 31, 2013, however net operating revenue in this market was relatively flat. This decline in net operating revenue has directly affected the operating income of our radio stations in this market. These reductions are attributable to a combination of aggressive competitive pricing due to a soft economy and new rating methodology that has changed the competitive pricing landscape in the market; an increase in the demand for 30 second spots which has caused a reduction in both our rates and inventory available as we control the number of units per hour to provide more entertainment for our listeners; and a decline in certain key category spending in the market.

During the three months ended March 31, 2014 and 2013 and the years ended December 31, 2013 and 2012, the radio stations in our five largest markets when combined, represented approximately 38%, 35%, 39% and 40%, respectively, of our consolidated station operating income. The following tables describe the percentage of our consolidated station operating income represented by each of these markets:

| Market:                   | Percentage of Consolidated<br>Station Operating Income (*)<br>for the Three Months Ended<br>March 31, |   |      |   | Percentage of Consolidated<br>Station Operating Income(*)<br>for the Years Ended<br>December 31, |   |      |   |
|---------------------------|---|---|------|---|--|---|------|---|
|                           | 2014  |   | 2013 |   | 2013   |   | 2012 |   |
| Columbus, Ohio            | 9   | % | 8    | % | 8  | % | 8    | % |
| Des Moines, Iowa          | 4   | % | 3    | % | 5  | % | 5    | % |
| Manchester, New Hampshire | 7   | % | 7    | % | 8  | % | 8    | % |
| Milwaukee, Wisconsin      | 11  | % | 12   | % | 11   | % | 13   | % |
| Norfolk, Virginia         | 7   | % | 5    | % | 7  | % | 6    | % |

\*Operating income plus corporate general and administrative expenses, depreciation and amortization.

## Television Segment

Our television segment's primary source of revenue is from the sale of advertising for broadcast on our stations. The number of advertisements available for broadcast on our television stations is limited by network affiliation and syndicated programming agreements and, with respect to children's programs, federal regulation. Our television stations' local market managers determine the number of advertisements to be broadcast in locally produced programs only, which are primarily news programming and occasionally local sports or information shows.

Our net operating revenue, station operating expense and operating income vary from market to market based upon the market's rank or size, which is based upon population, available television advertising revenue in that particular market, and the popularity of programming being broadcast.

Our financial results are dependent on a number of factors, the most significant of which is our ability to generate advertising revenue through rates charged to advertisers. The rates a station is able to charge are, in large part, based on a station's ability to attract audiences in the demographic groups targeted by its advertisers, as measured principally by periodic reports by independent national rating services. Various factors affect the rate a station can charge, including the general strength of the local and national economies, population growth, ability to provide popular programming through locally produced news, sports and weather and as a result of syndication and network affiliation agreements, local market competition, the ability of television broadcasting to reach a mass appeal market compared to other advertising media, and signal strength including cable/satellite coverage, and government regulation and policies.

Our stations strive to maximize revenue by constantly adjusting prices for our commercial spots based upon local market conditions, advertising demands and ratings. While there may be shifts from time to time in the number of advertisements broadcast during a particular time of day, the total number of advertisements broadcast on a particular station generally does not vary significantly from year to year. Any change in our revenue, with the exception of those instances where stations are acquired or sold, is generally the result of pricing adjustments, which are made to ensure that the station efficiently utilizes available inventory.

Because audience ratings in the local market are crucial to a station's financial success, we endeavor to develop strong viewer loyalty by providing locally produced news, weather and sports programming. We believe that this emphasis on the local market provides us with the viewer loyalty we are trying to achieve.

Most of our revenue is generated from local advertising, which is sold primarily by each television markets' sales staff. For the three months ended March 31, 2014 and 2013, approximately 78% and 83%, respectively of our television segment's gross revenue was from local advertising. To generate national advertising sales, we engage independent advertising sales representatives that specialize in national sales for each of our television markets.

Our revenue varies throughout the year. Advertising expenditures, our primary source of revenue, generally have been lowest during the winter months, which include the first quarter of each year. We expect a significant increase in political advertising for 2014 due to the number of congressional, senatorial, gubernatorial and local elections in most of our markets.

The primary operating expenses involved in owning and operating television stations are employee salaries, sales commissions, programming expenses, including news production and the cost of acquiring certain syndicated programming, depreciation and advertising and promotion expenses.

Our television market in Joplin, Missouri represented approximately 9%, 10%, 9% and 9%, respectively, of our net operating revenues, and approximately 13%, 14%, 12% and 11%, respectively, of our consolidated station operating income (operating income plus corporate general and administrative expenses, depreciation and amortization) for the three months ended March 31, 2014 and 2013 and the years ended December 31, 2013 and 2012.

### **Three Months Ended March 31, 2014 Compared to Three Months Ended March 31, 2013**

#### *Results of Operations*

The following tables summarize our results of operations for the three months ended March 31, 2014 and 2013.

#### **Consolidated Results of Operations**

| Three Months Ended   |      |             |            |
|--|------|-------------|------------|
| March 31,  |      | \$ Increase | % Increase |
| 2014   | 2013 | (Decrease)  | (Decrease) |
| (In thousands, except percentages and per share information) |      |             |            |

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|  |           |           |           |         |    |
|--|-----------|-----------|-----------|---------|----|
| Net operating revenue                                    | \$ 29,423 | \$ 28,957 | \$ 466    | 1.6     | %  |
| Station operating expense                                | 22,947    | 22,088    | 859       | 3.9     | %  |
| Corporate general and administrative                     | 2,153     | 1,948     | 205       | 10.5    | %  |
| Operating income from continuing operations              | 4,323     | 4,921     | (598 )    | (12.1)  | )% |
| Interest expense   | 272       | 358       | (86 )     | (24.0)  | )% |
| Other (income) expense, net                              | (15 )     | 25        | (40 )     | N/M     |    |
| Income from continuing operations before income tax      | 4,066     | 4,538     | (472 )    | (10.4)  | )% |
| Income tax provision                                     | 1,627     | 1,812     | (185 )    | (10.2)  | )% |
| Income from continuing operations, net of income taxes   | 2,439     | 2,726     | (287 )    | (10.5)  | )% |
| Income from discontinued operations, net of income taxes | -         | 223       | (223 )    | (100.0) | )% |
| Net income   | \$ 2,439  | \$ 2,949  | \$ (510 ) | (17.3)  | )% |
| Earnings per share:                                      |           |           |           |         |    |
| From continuing operations                               | \$ .42    | \$ .47    | \$ (.05 ) | (10.6)  | )% |
| From discontinued operations                             | .00       | .04       | (.04 )    | N/M     |    |
| Earnings per share (diluted)                             | \$ .42    | \$ .51    | \$ (.09 ) | (17.6)  | )% |

**Radio Broadcasting Segment**

|                           | Three Months<br>Ended<br>March 31, |          | \$ Increase | % Increase |    |
|---------------------------|------------------------------------|----------|-------------|------------|----|
|                           | 2014                               | 2013     | (Decrease)  | (Decrease) |    |
|                           | (In thousands, except percentages) |          |             |            |    |
| Net operating revenue     | \$24,925                           | \$24,462 | \$ 463      | 1.9        | %  |
| Station operating expense | 19,739                             | 19,007   | 732         | 3.9        | %  |
| Operating income          | \$5,186                            | \$5,455  | \$ (269 )   | (4.9       | )% |

**Television Broadcasting Segment**

|                           | Three Months<br>Ended<br>March 31, |         | \$ Increase | % Increase |    |
|---------------------------|------------------------------------|---------|-------------|------------|----|
|                           | 2014                               | 2013    | (Decrease)  | (Decrease) |    |
|                           | (In thousands, except percentages) |         |             |            |    |
| Net operating revenue     | \$4,498                            | \$4,495 | \$ 3        | 0.1        | %  |
| Station operating expense | 3,208                              | 3,081   | 127         | 4.1        | %  |
| Operating income          | \$1,290                            | \$1,414 | \$ (124 )   | (8.8       | )% |

N/M = Not Meaningful

***Reconciliation of segment operating income to consolidated operating income from continuing operations:***

|  | Radio          | Television | Corporate<br>and Other | Consolidated |
|--|----------------|------------|------------------------|--------------|
|  | (In thousands) |            |                        |              |
| Three Months Ended March 31, 2014:                 |                |            |                        |              |
| Net operating revenue                              | \$24,925       | \$ 4,498   | \$ —                   | \$ 29,423    |
| Station operating expense                          | 19,739         | 3,208      | —                      | 22,947       |
| Corporate general and administrative               | —              | —          | 2,153                  | 2,153        |
| Operating income (loss) from continuing operations | \$5,186        | \$ 1,290   | \$ (2,153 )            | \$ 4,323     |

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|  | Radio          | Television | Corporate<br>and Other | Consolidated |
|--|----------------|------------|------------------------|--------------|
|  | (In thousands) |            |                        |              |
| Three Months Ended March 31, 2013:                 |                |            |                        |              |
| Net operating revenue                              | \$24,462       | \$ 4,495   | \$ —                   | \$ 28,957    |
| Station operating expense                          | 19,007         | 3,081      | —                      | 22,088       |
| Corporate general and administrative               | —              | —          | 1,948                  | 1,948        |
| Operating income (loss) from continuing operations | \$5,455        | \$ 1,414   | \$ (1,948 )            | \$ 4,921     |

***Consolidated***

For the three months ended March 31, 2014, consolidated net operating revenue was \$29,423,000 compared with \$28,957,000 for the three months ended March 31, 2013, an increase of \$466,000 or 1.6%. Gross national, gross political, and gross retransmission consent revenue increased \$563,000, \$209,000 and \$84,000, respectively, from the first quarter of 2013. Gross local revenue for the quarter decreased \$336,000 from the first quarter of 2013. The increase in gross national revenue was primarily attributable to improvements in our Asheville, NC, Manchester, NH, Milwaukee, WI, Norfolk, VA, Victoria, TX markets and our Radio Networks. The increase in gross political revenue is due to a number of congressional, senatorial, gubernatorial and local elections in most of our markets. The decrease in gross local revenue was primarily attributable to a decrease in local revenue in our television segment.

Station operating expense was \$22,947,000 for the three months ended March 31, 2014, compared with \$22,088,000 for the three months ended March 31, 2013, an increase of \$859,000 or 3.9%. This increase was primarily a result of an increase in health care costs of \$482,000 or 56% of the increase. Excluding this increase, station operating expenses increased by 1.7% for the three months ended March 31, 2014 compared to the three months ended March 31, 2013.

Operating income from continuing operations for the three months ended March 31, 2014 was \$4,323,000 compared to \$4,921,000 for the three months ended March 31, 2013, a decrease of \$598,000 or 12%. The decrease was a result of the increase in net operating revenue offset by the increase in station operating expense, and a \$205,000 increase in corporate general and administrative expenses that was primarily attributable to an increase in non-cash compensation related to the amortization of restricted stock grants that were made in 2013.

We generated net income of \$2,439,000 (\$.42 per share on a fully diluted basis) during the three months ended March 31, 2014, compared to \$2,949,000 (\$.51 per share on a fully diluted basis) for the three months ended March 31, 2013, a decrease of \$510,000 or 17.3%. We had a decrease in operating income from continuing operations of \$598,000, as described above, a decrease in income from discontinued operations of \$223,000 offset by decreases in interest expense of \$86,000 and income taxes of \$185,000, and an increase in other income of \$40,000. In the prior year we recognized income from discontinued operations of \$223,000 net of tax from the sale of our Greenville, Mississippi TV station. Please refer to Note 6 – Discontinued Operations, in the accompanying notes to the unaudited condensed consolidated financial statements for more information on our discontinued operations. The decrease in interest expense was primarily attributable to a decrease in our average debt outstanding. The decrease in income taxes was attributable to the reduction in income before income tax of \$472,000.

### ***Radio Segment***

For the three months ended March 31, 2014, net operating revenue of the radio segment was \$24,925,000 compared with \$24,462,000 for the three months ended March 31, 2013, which represents an increase of \$463,000 or 1.9%. Gross national revenue and gross political revenue increased \$428,000 and \$150,000, respectively, from the first quarter of 2013. The increase in gross national revenue was primarily attributable to improvements in our Asheville, NC, Manchester, NH, Milwaukee, WI, Norfolk, VA, markets and our Radio Networks. The increase in gross political revenue is due to a number of congressional, senatorial, gubernatorial and local elections in most of our radio markets. Gross local revenue was relatively flat with the prior year.

Station operating expense for the radio segment was \$19,739,000 for the three months ended March 31, 2014, compared with \$19,007,000 for the three months ended March 31, 2013, an increase of \$732,000 or 3.9%. This increase was primarily a result of an increase in health care costs of \$464,000, attributable to an increase in claims for the period. We are self-insured and see fluctuations in claims from time to time. Other station operating expenses increases by 1.4% and are attributable to the increase in revenue.



Operating income in the radio segment decreased \$269,000 to \$5,186,000 for the three months ended March 31, 2014, from \$5,455,000 for the three months ended March 31, 2013. The decrease was a result of the increase in station operating expense as described above.

### ***Television Segment***

For the three months ended March 31, 2014, net operating revenue of our television segment was \$4,498,000 compared with \$4,495,000 for the three months ended March 31, 2013, an increase of \$3,000. Gross national, political and retransmission consent revenue increased \$135,000, \$59,000 and \$84,000, respectively, from the first quarter of 2013. The increase in gross political revenue is due to a number of congressional, senatorial, gubernatorial and local elections in both of our television markets. Gross local revenue decreased \$289,000 as compared to the prior year.

Station operating expense in the television segment for the three months ended March 31, 2014 was \$3,208,000, compared with \$3,081,000 for the three months ended March 31, 2013, an increase of \$127,000 or 4.1%. The increase in expenses related to increases in health insurance costs, professional fees, advertising and promotions and retransmission fees.

Operating income in the television segment for the three months ended March 31, 2014 was \$1,290,000 compared with \$1,414,000 for the three months ended March 31, 2013, a decrease of \$124,000 or 8.8%. The decrease was a direct result of the increase in station operating expenses described above.

## **Forward-Looking Statements**

Statements contained in this Form 10-Q that are not historical facts are forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In addition, words such as “believes,” “anticipates,” “estimates,” “plans,” “expects,” and similar expressions are intended to identify forward-looking statements. These statements are made as of the date of this report or as otherwise indicated, based on current expectations. We undertake no obligation to update this information. A number of important factors could cause our actual results for 2014 and beyond to differ materially from those expressed in any forward-looking statements made by or on our behalf. Forward-looking statements are not guarantees of future performance as they involve a number of risks, uncertainties and assumptions that may prove to be incorrect and that may cause our actual results and experiences to differ materially from the anticipated results or other expectations expressed in such forward-looking statements. The risks, uncertainties and assumptions that may affect our performance include our financial leverage and debt service requirements, dependence on key personnel, dependence on key stations, U.S. and local economic conditions, our ability to successfully integrate acquired stations, regulatory requirements, new technologies, natural disasters and terrorist attacks. We cannot be sure that we will be able to anticipate or respond timely to changes in any of these factors, which could adversely affect the operating results in one or more fiscal quarters. Results of operations in any past period should not be considered, in and of itself, indicative of the results to be expected for future periods. Fluctuations in operating results may also result in fluctuations in the price of our stock.

For a more complete description of the prominent risks and uncertainties inherent in our business, see Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2013.

## **Liquidity and Capital Resources**

### ***Debt Arrangements and Debt Service Requirements***

Our credit facility providing availability up to \$120 million at March 31, 2014 (the “Credit Facility”) consists of a \$30 million term loan (the “Term Loan”) and a \$90 million revolving loan (the “Revolving Credit Facility”) and matures on May 31, 2018.

We had \$75 million of unused borrowing capacity under the Revolving Credit Facility at March 31, 2014. The unused portion of the Revolving Credit Facility is available for general corporate purposes, including working capital, capital expenditures, permitted acquisitions and related transaction expenses and permitted stock buybacks.

The Credit Facility permits up to \$35 million, annually, in aggregate amount for additional business acquisitions and also permits the Company to pay dividends, distributions and stock redemptions, subject to certain terms and conditions as set forth in the Credit Facility in further detail.

The Term Loan principal amortizes in equal installments of 5% of the Term Loan during each year, however, upon satisfaction of certain conditions, as defined in the Credit Facility, no amortization payment is required. The Credit Facility is also subject to mandatory prepayment requirements, including but not limited to, certain sales of assets, certain insurance proceeds, certain debt issuances and certain sales of equity. Optional prepayments of the Credit Facility are permitted without any premium or penalty, other than certain costs and expenses. As of March 31, 2014, we have no required amortization payment.

Interest rates under the Credit Facility are payable, at our option, at alternatives equal to LIBOR plus 1.25% to 2.25% or the base rate plus 0.25% to 1.25%. The spread over LIBOR and the base rate vary from time to time, depending upon our financial leverage. We also pay quarterly commitment fees of 0.25% to 0.35% per annum on the unused portion of the Revolving Credit Facility.

We have pledged substantially all of our assets (excluding our FCC licenses and certain other assets) in support of the Credit Facility and each of our subsidiaries has guaranteed the Credit Facility and has pledged substantially all of their assets (excluding their FCC licenses and certain other assets) in support of the Credit Facility.

The Credit Facility contains a number of financial covenants (all of which we were in compliance with at March 31, 2014) which, among other things, require us to maintain specified financial ratios and impose certain limitations on us with respect to investments, additional indebtedness, dividends, distributions, guarantees, liens and encumbrances.

In 2003, we entered into an agreement of understanding with Surtsey Media whereby we have guaranteed up to \$1,250,000 of the debt incurred in closing the acquisition of a construction permit for KFJX-TV station in Pittsburg, Kansas, a full power Fox affiliate serving Joplin, Missouri. At March 31, 2014, there was \$1,078,000 of debt outstanding under this agreement. The loan agreement was amended in April, 2014 to extend the due date of the loan for three years to mature on May 1, 2017. We do not have any recourse provision in connection with our guarantee that would enable us to recover any amounts paid under the guarantee. As a result, at March 31, 2014, we have recorded \$1,078,000 in debt and \$1,000,000 in intangible assets, primarily broadcast licenses. In consideration for the guarantee, Surtsey Media entered into various agreements with us relating to the stations.

### ***Sources and Uses of Cash***

During the three months ended March 31, 2014 and 2013, we had net cash flows from operating activities of \$7,838,000 and \$7,726,000, respectively. We believe that cash flow from operations will be sufficient to meet quarterly debt service requirements for interest and payments of principal under our Credit Facility. However, if such cash flow is not sufficient we may be required to sell additional equity securities, refinance our obligations or dispose of one or more of our properties in order to make such scheduled payments. There can be no assurance that we would be able to effect any such transactions on favorable terms, if at all.

Our capital expenditures, exclusive of acquisitions, for the three months ended March 31, 2014 were \$1,459,000 (\$1,177,000 in 2013). We anticipate capital expenditures in 2014 to be approximately \$5.5 million, which we expect to finance through funds generated from operations.

### ***Summary Disclosures About Contractual Obligations and Commercial Commitments***

We have future cash obligations under various types of contracts, including the terms of our Credit Facility, operating leases, programming contracts, employment agreements, and other operating contracts. For additional information concerning our future cash obligations see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation — Summary Disclosures About Contractual Obligations and Commercial Commitments” in our Annual Report on Form 10-K for the year ended December 31, 2013.

We anticipate that our contractual cash obligations will be financed through funds generated from operations or additional borrowings under the Credit Facility, or a combination thereof.

### **Critical Accounting Policies and Estimates**

Our consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which require us to make estimates, judgments and assumptions that affect the reported amounts of certain assets, liabilities, revenues, expenses and related disclosures and contingencies. We evaluate estimates used in preparation of our financial statements on a continual basis. There have been no significant changes to our critical accounting policies that are described in 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, 2013.

## **Inflation**

The impact of inflation on our operations has not been significant to date. There can be no assurance that a high rate of inflation in the future would not have an adverse effect on our operations.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Refer to “Item 7A. Quantitative and Qualitative Disclosures about Market Risk” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Market Risk and Risk Management Policies” in our Annual Report on Form 10-K for the year ended December 31, 2013 for a complete discussion of our market risk. There have been no material changes to the market risk information included in our 2013 Annual Report on Form 10-K.

**Item 4. Controls and Procedures**

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to cause the material information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 to be recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. There were no changes in the Company's internal controls over financial reporting during the quarter ended March 31, 2014, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

**PART II — OTHER INFORMATION****Item 1. Legal Proceedings**

We currently and from time to time are involved in litigation incidental to the conduct of our business. We are not a party to any lawsuit or proceeding which, in the opinion of management, is likely to have a material adverse effect on our financial position, cash flows or results of operations.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table summarizes our repurchases of our Class A Common Stock during the three months ended March 31, 2014. All shares repurchased during the quarter were from the retention of shares for the payment of withholding taxes related to the vesting of restricted stock.

| Period                         | Total Number<br>of Shares<br>Purchased | Average Price<br>Paid per<br>Share | Total Number<br>of<br>Shares<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Program | Approximate<br>Dollar<br>Value of<br>Shares<br>that May Yet<br>be<br>Purchased<br>Under the<br>Program(a) |
|--------------------------------|--|------------------------------------|---|---|
| January 1 — January 31, 2014   | —                                      | \$ —                               | —   | \$29,904,167  |
| February 1 — February 28, 2014 | —                                      | \$ —                               | —   | \$29,904,167  |
| March 1 — March 31, 2014       | —                                      | \$ —                               | —   | \$29,904,167  |
| Total                          | —                                      | \$ —                               | —   | \$29,904,167  |

We have a Stock Buy-Back Program which allows us to purchase our Class A Common Stock. In February 2013, (a)our Board of Directors authorized an increase in the amount committed to the Buy-Back Program from \$60 million to approximately \$75.8 million.

**Item 6. Exhibits**

- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 and Rule 13-14(b) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document



**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.

SAGA COMMUNICATIONS, INC.

Date: May 12,  
2014

/s/ SAMUEL D. BUSH

Samuel D. Bush  
*Senior Vice President and Chief Financial Officer*

*(Principal Financial Officer)*

Date: May 12,  
2014

/s/ CATHERINE A. BOBINSKI

Catherine A. Bobinski  
*Senior Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)*