

CUMULUS MEDIA INC  
Form 8-K  
May 10, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
Date of report (Date of earliest event reported) May 10, 2010 (May 5, 2010)  
**CUMULUS MEDIA INC.**

(Exact name of registrant as specified in its charter)

Delaware

000-24525

36-4159663

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS employer  
Identification No.)

3280 Peachtree Road, N.W., Suite 2300, Atlanta GA

30305

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (404) 949-0700

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management****Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2010 annual meeting of stockholders of Cumulus Media Inc. (the Company) was held on May 5, 2010. Ralph B. Everett and Eric P. Robison were reelected for a one-year term as directors of the Company by the holders of the Company's Class A Common Stock and Class C Common Stock, voting together as a single class.

Pursuant to a voting agreement with the holders of our Class C Common Stock, Robert H. Sheridan III was designated to serve as a director by one of our principal stockholders, BA Capital Company, L.P. (BA Capital). The holders of our Class C Common Stock, voting as a single class, are obligated under the voting agreement to elect Mr. Sheridan to the board and, pursuant to an action of the sole holder of the Class C Common Stock taken immediately prior to the stockholders' meeting, Mr. Sheridan was reelected for a one-year term as a director of the Company. Pursuant to the Company's certificate of incorporation, the holders of the Class A Common Stock are not entitled to vote for the BA Capital director designee.

The results of voting on the proposals submitted for approval at the stockholders' meeting were as follows:

**Proposal No. 1 (Election of directors):**

| <b>Nominee</b>   | <b>For</b> | <b>Withheld</b> | <b>Non Votes</b> |
|------------------|------------|-----------------|------------------|
| Ralph B. Everett | 24,557,170 | 69,087          | 6,438,575        |
| Eric P. Robison  | 21,080,986 | 3,545,271       | 6,438,575        |

**Proposal No. 2 (Proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2010):**

| <b>For</b> | <b>Against</b> | <b>Non Votes</b> | <b>Abstain</b> |
|------------|----------------|------------------|----------------|
| 30,925,971 | 133,401        | 0                | 5,460          |

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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 hereunto duly authorized.

CUMULUS MEDIA INC.

By: /s/ Joseph P. Hannan  
Name: Joseph P. Hannan  
Title: Senior Vice President, Treasurer  
and Chief Financial Officer

Date: May 10, 2010