

CUMULUS MEDIA INC  
Form 4  
February 21, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CRESTVIEW RADIO  
INVESTORS, LLC

(Last) (First) (Middle)

C/O CRESTVIEW PARTNERS II  
GP, L.P., 667 MADISON AVENUE,  
10TH FLOOR

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CUMULUS MEDIA INC [CMLS]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Class A Common Stock, par value \$0.01 per share	02/16/2012		A	0	(1) A \$ 0	59,157,083	I See Footnote (1)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRESTVIEW RADIO INVESTORS, LLC C/O CRESTVIEW PARTNERS II GP, L.P. 667 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10065	X	X		
CRESTVIEW PARTNERS II LP C/O CRESTVIEW PARTNERS II GP, L.P. 667 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10065	X	X		
CRESTVIEW PARTNERS II (TE) LP C/O CRESTVIEW PARTNERS II GP, L.P. 667 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10065	X	X		
CRESTVIEW PARTNERS II (FF) LP C/O CRESTVIEW PARTNERS II GP, L.P. 667 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10065	X	X		
CRESTVIEW OFFSHORE HOLDINGS II (CAYMAN) LP C/O CRESTVIEW PARTNERS II GP, L.P. 667 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10065	X	X		
CRESTVIEW OFFSHORE HOLDINGS II (FF CAYMAN) LP C/O CRESTVIEW PARTNERS II GP, L.P. 667 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10065	X	X		

Crestview Offshore Holdings II (892 Cayman), L.P.  
C/O CRESTVIEW PARTNERS II GP, L.P.  
667 MADISON AVENUE, 10TH FLOOR  
NEW YORK, NY 10065

X X

Crestview Partners II GP, L.P.  
C/O CRESTVIEW PARTNERS II GP, L.P.  
667 MADISON AVENUE, 10TH FLOOR  
NEW YORK, NY 10065

X X

## Signatures

/s/ Evelyn C.  
Pellicone

02/21/2012

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99.1 for text of footnote (1).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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