

ENTERCOM COMMUNICATIONS CORP  
Form 8-K  
February 26, 2004

## 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): **February 23, 2004**

## ENTERCOM COMMUNICATIONS CORP.

(Exact Name of Registrant as Specified in Charter)

**Pennsylvania**  
(State or Other Jurisdiction  
of Incorporation)

**001-14461**  
(Commission File Number)

**23-1701044**  
(I.R.S. Employer  
Identification No.)

**401 City Avenue, Suite 809**  
**Bala Cynwyd, Pennsylvania**  
(Address of Principal Executive Offices)

**19004**  
(Zip Code)

Registrant's telephone number, including area code: **(610) 660-5610**

(Former Address of Principal Executive Offices)

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**Item 7. Exhibits**

(c) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K:

<b>Exhibit No.</b>	<b>Title</b>
99.1	Entercom Communications Corp. s Press Release, issued February 23, 2004.

**Item 12. Results of Operations and Financial Condition**

On February 23, 2004, Entercom Communications Corp. (the **Company** ) issued a press release (the **Press Release** ) announcing fourth quarter and year end 2003 results and guidance for the first quarter of 2004. Specifically, the Company announced that for the fourth quarter of 2003:

net revenues were \$104.6 million;

station operating expenses were \$59.9 million;

operating income was \$39.3 million; and

net income was \$21.8 million.

In addition, the Company announced that for the year ended December 31, 2003:

net revenues were \$401.1 million;

station operating expenses were \$232.2 million;

operating income was \$140.2 million; and

net income was \$71.8 million.

The Company also announced that for the first quarter of 2004 the Company expects to report net income per share diluted of between \$0.21 - \$0.23 compared to \$0.18 in the first quarter of the prior year.

A copy of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Current Report on Form 8-K and the Exhibit attached hereto, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed to be incorporated by reference in any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

This Current Report on Form 8-K contains certain forward-looking statements that are based upon current expectations and certain unaudited pro forma information that is presented for illustrative purposes only and involves certain risks and uncertainties within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Additional information and key risks are described in the Company's filings on Forms 8-K, 10-Q and 10-K with the Securities and Exchange Commission. Readers should note that these statements might be impacted by several factors including changes in the economic and regulatory climate and the business of radio broadcasting, in general. Accordingly, the Company's actual performance may differ materially from those stated or implied herein. The Company assumes no obligation to publicly update or revise any unaudited pro forma or forward-looking statements.

**SIGNATURE**

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.

**Entercom Communications Corp.**

By: */s/ Stephen F. Fisher*  
Stephen F. Fisher  
Executive Vice President and  
Chief Financial Officer

Dated: February 25, 2004

EXHIBIT INDEX

Exhibit No.	Title
99.1	Entercom Communications Corp. s Press Release, issued February 23 2004