

ENTERCOM COMMUNICATIONS CORP  
Form 8-K  
April 12, 2006

**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): **April 6, 2006**

**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)

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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

**Equity Grants to Named Executive Officers**

On April 6, 2006, the Compensation Committee of the Board of Directors of Entercom Communication Corp. (the **Company**) approved grants of restricted stock to the named executive officers listed below. Such grants were in two segments with separate vesting schedules, one which vests over four years and one which may vest depending on the performance of the Company's common stock as reported on the NYSE from the grant date until December 31, 2009. The form of grant instrument is attached hereto as Exhibit 10.1 which is incorporated herein. The specific grants to named executive officers were as follows:

David J. Field, the Company's President and Chief Executive Officer, received a total grant of 200,000 shares of Restricted Stock. This grant includes 90,000 shares which vest over four years and 110,000 shares which may vest depending on the performance of the Company's common stock as reported on the NYSE from the grant date until December 31, 2009.

Stephen F. Fisher, the Company's Executive Vice President and Chief Financial Officer, received a total grant of 80,000 shares of Restricted Stock. This grant includes 45,000 shares which vest over four years and 35,000 shares which may vest depending on the performance of the Company's common stock as reported on the NYSE from the grant date until December 31, 2009.

John C. Donlevie, the Company's Executive Vice President, Secretary and General Counsel, received a total grant of 40,000 shares of Restricted Stock. This grant includes 20,000 shares which vest over four years and 20,000 shares which may vest depending on the performance of the Company's common stock as reported on the NYSE from the grant date until December 31, 2009.

**Equity Grants to Non-employee Directors**

On April 6, 2006, the Compensation Committee of the Board of Directors of the Company also approved a grant of 1,500 shares restricted stock each to David J. Berkman, Daniel E. Gold, Edward H. West and Robert S. Wiesenthal, the Company's non-employee directors. These shares vest over four years. The form of grant instrument is attached hereto as Exhibit 10.2 which is incorporated herein.

**Item 9.01. Exhibits**

(c) Exhibits

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

Exhibit No.	Title
10.1	Entercom Communications Corp. Form of Grant Instrument of Restricted Stock to Employees.
10.2	Entercom Communications Corp. Form of Grant Instrument of Restricted Stock to Non-employee Directors.

**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: April 11, 2006

EXHIBIT INDEX

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