

ENTERCOM COMMUNICATIONS CORP  
Form 8-K  
August 02, 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): **August 2, 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):

- 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))

**Item 2.02. Results of Operations and Financial Condition**

On August 2, 2006, Entercom Communications Corp. (the **Company**) issued a press release (the **Press Release**) announcing second quarter 2006 results, and guidance for the third quarter of 2006. Specifically, the Company announced that for the second quarter of 2006:

- net revenues were \$116.5 million;
- station operating expenses were \$66.0 million;
- operating income was \$39.5 million; and
- net income was \$17.1 million.

The Company also announced that for the third quarter of 2006 the Company expects third quarter same station net revenues to decline by low single digits versus prior year and would expect station operating expenses (excluding non-cash equity compensation expense noted below) to increase less than one percent versus 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.

**Item 9.01. 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 August 2, 2006. |

**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/ John C. Donlevie  
                          John C. Donlevie  
                          Executive Vice President  
                          Secretary and General Counsel

Dated: August 2, 2006

EXHIBIT INDEX

Exhibit

No.      **Title**

99.1      Entercom Communications Corp. s Press Release, issued August 2, 2006.

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