

ENTERCOM COMMUNICATIONS CORP  
Form 8-K/A  
August 07, 2017

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

**Form 8-K/A**  
**(1<sup>st</sup> Amendment)**

**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, 2017**

**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 E. 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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Explanatory Note**

On May 16, 2017, Entercom Communications Corp. (the **Company** ) filed a Current Report on Form 8-K to report the voting results from the Company's 2017 Annual Meeting of Shareholders held on May 10, 2017 (the **Annual Meeting** ).

This Form 8-K/A is being filed solely to report the action taken by the Company's Board of Directors (the **Board** ) with regard to the frequency of future shareholder advisory votes on executive compensation.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(d) As previously reported, at the Annual Meeting our shareholders adopted, by a majority of votes cast, an advisory vote that the Company should conduct future advisory votes on executive compensation every Three Years. Based on the Board's recommendation in the Company's proxy statement filed on March 17, 2017 and on the voting results at the Annual Meeting (with respect to the shareholder advisory vote on the frequency of future advisory votes), the Board of Directors determined that the Company will conduct advisory votes on executive compensation every Three Years, and that this determination will remain effective until the next required advisory vote on the frequency of shareholder advisory votes on such compensation.

**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/ Andrew P. Sutor, IV  
Andrew P. Sutor, IV  
Senior Vice President and Secretary

Dated: August 7, 2017