CUMULUS MEDIA INC

Form 4

November 21, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

response...

Estimated average burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

CUMULUS MEDIA INC [CMLS]

(Check all applicable)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

11/17/2011

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

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

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

NEW YORK, NY 10065

			Tolson							
(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securitie omr Dispose (Instr. 3, 4	d of (I and 5)	D)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock, par	11/17/2011		P	175,043	A	\$ 2.7893	57,265,596	D (4)		
value \$0.01 per share				,		<u>(1)</u>	., .,	_		
Class A Common Stock, par value \$0.01 per	11/18/2011		P	238,700	A	\$ 2.8192 (2)	57,504,296	D (4)		

share

value \$0.01 per share

Class A Common Stock, par

11/21/2011

P

240,915 A $\frac{\$ 2.746}{\cancel{(3)}}$ 57,745,211 D $\frac{\cancel{(4)}}{\cancel{(4)}}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration	m	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Name /	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	X	X				

Reporting Owners 2 NEW YORK, NY 10065

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

Signatures

/s/ Evelyn C. Pellicone

**Signature of Date
Reporting Person

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).
- This price represents the approximate weighted average price per share, of sales that were executed at prices ranging from \$2.72 to \$2.80 (1) per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each price.
- This price represents the approximate weighted average price per share, of sales that were executed at prices ranging from \$2.80 to \$2.82 (2) per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each price.
- This price represents the approximate weighted average price per share, of sales that were executed at prices ranging from \$2.65 to \$2.77 (3) per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (4) See Exhibit 99.1 for text of footnote (4).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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