

ENTERCOM COMMUNICATIONS CORP  
Form 8-K  
May 18, 2012

**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): May 17, 2012

**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.)

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

(a) On May 17, 2012, Entercom Communications Corp. (the **Company** ) held its annual meeting of shareholders.

(b) The following matters were voted on at the Company's annual meeting of shareholders:

- (i) the election of two Class A directors;
- (ii) the election of five directors other than Class A directors;
- (iii) the re-approval of the Entercom Annual Incentive Plan; and
- (iv) the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ended December 31, 2012.

At the annual meeting of shareholders:

- (i) David J. Berkman and Daniel E. Gold were elected as Class A directors for one-year terms expiring at the Company's 2013 annual meeting or until their successors are duly elected and qualified;
- (ii) Joseph M. Field, David J. Field, John C. Donlevie, Robert S. Wiesenthal and Michael J. Wolf were elected as directors for one-year terms expiring at the Company's 2013 annual meeting or until their successors are duly elected and qualified;
- (iii) the Entercom Annual Incentive Plan was re-approved; and
- (iv) the shareholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ended December 31, 2012.

The voting results were as follows:

(I) Election of Class A Directors:

Nominee	For	Withheld	Broker Non-Vote
David J. Berkman	16,635,912	4,526,798	5,626,460
Daniel E. Gold	16,672,895	4,489,815	5,626,460

(II) Election of Other Directors:

Nominee	For	Withheld	Broker Non-Vote
Joseph M. Field	84,149,065	3,018,965	5,626,460
David J. Field	84,437,576	2,730,454	5,626,460
John C. Donlevie	82,456,317	4,711,713	5,626,460
Robert S. Wiesenthal	82,667,412	4,500,618	5,626,460
Michael J Wolf	81,741,764	5,426,266	5,626,460

(III) Re-Approval of the Entercom Annual Incentive Plan:

For	Against	Abstain	Broker Non-Vote
83,152,979	1,833,447	2,181,604	5,626,460

(IV) Ratification of The Selection of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2012.

For	Against	Abstain	Broker Non-Vote
90,548,158	60,097	2,186,235	

**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 and  
Secretary

Dated: May 17, 2012