

CUMULUS MEDIA INC
Form 8-K
August 02, 2002

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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, 2002 (July 31, 2002)

CUMULUS MEDIA INC.

(Exact name of registrant as specified in its charter)

Delaware

000-24525

36-4159663

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS employer
Identification No.)

3535 Piedmont Road, Building 14, Fourteenth Floor, Atlanta, Georgia 30305

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (404) 949-0700

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Amended & Restated Certificate of Incorporation

Amended & Restated By-Laws of Cumulus Media Inc.

Form of Class A Common Stock Certificate

Press Release dated 8/2/02

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ITEM 5 Other Events.

Effective at 11:59 p.m., New York City time, on July 31, 2002, Cumulus Media Inc. changed its state of incorporation from Illinois to Delaware. The change in Cumulus Media's state of incorporation was approved by its shareholders at its annual meeting of shareholders held on June 14, 2002.

The reincorporation in the state of Delaware was accomplished by merging Cumulus Media Inc., an Illinois corporation, with and into its wholly-owned subsidiary, Cumulus Media Inc., a Delaware corporation, referred to as Cumulus Delaware, which was the surviving corporation in the merger. Prior to the merger, Cumulus Delaware had no assets or liabilities other than nominal assets or liabilities. The reincorporation will not result in any change in Cumulus Media's name, business, assets or liabilities; will not cause its corporate headquarters or other facilities to be moved; and will not result in any relocation of management or other employees.

Stockholders are not required to exchange their shares for those of the newly reincorporated Cumulus Media. Previously issued certificates automatically represent an equal number of shares in the Delaware corporation. Cumulus Media's common stock is deemed to be registered under Section 12(g) of the Securities Exchange Act of 1934, as amended, by operation of Rule 12g-3 thereunder.

The full text of the press release describing the reincorporation is set forth in Exhibit 99.1 attached hereto.

ITEM 7(c) Exhibits.

- 3.1 Amended and Restated Certificate of Incorporation of Cumulus Media Inc.
 - 3.2 Amended and Restated By-laws of Cumulus Media Inc.
 - 4.1 Form of Class A Common Stock Certificate
 - 99.1 Press release issued by Cumulus Media Inc., dated August 2, 2002
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SIGNATURES

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.

CUMULUS MEDIA INC

By: /s/ Lewis W. Dickey, Jr.

Name: Lewis W. Dickey, Jr.

Title: Chairman, President and Chief Executive Officer

Date: August 2, 2002

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