

ENTERCOM COMMUNICATIONS CORP

Form 8-K

April 27, 2004

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): **April 27, 2004**

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)

Item 7. Exhibits

(c) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K:

Exhibit No.	Title
99.1	Entercom Communications Corp. s Press Release, issued April 27, 2004.

Item 12. Results of Operations and Financial Condition

On April 27, 2004, Entercom Communications Corp. (the **Company**) issued a press release (the **Press Release**) announcing first quarter 2004 results and guidance for the second quarter of 2004. Specifically, the Company announced that for the first quarter of 2004:

net revenues were \$87.0 million;

station operating expenses were \$54.5 million;

operating income was \$24.8 million; and

net income was \$12.0 million.

The Company also announced that for the second quarter of 2004 the Company expects to report net income per diluted share of between \$0.44 - \$0.45 vs. \$0.37 in the second quarter of the 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.

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/ Stephen F. Fisher
Stephen F. Fisher
Executive Vice President and
Chief Financial Officer

Dated: April 26, 2004

EXHIBIT INDEX

Exhibit No.

Title

99.1	Entercom Communications Corp. s Press Release, issued April 27, 2004.
------	---