

ENTERCOM COMMUNICATIONS CORP

Form 8-K

January 27, 2005

**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): **January 21, 2005**

**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)

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

On January 21, 2005, the Compensation Committee of the Board of Directors of the Registrant approved the award of bonuses to the named executive officers listed below. The amount and nature of the bonuses to each individual named executive officer is as follows:

David J. Field, the Registrant's President and Chief Executive Officer, will receive a total cash bonus of \$550,000 together with 5,000 restricted shares of Class A Common Stock vesting in three equal installments on the 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> anniversary of the grant;

Stephen F. Fisher, the Registrant's Executive Vice President and Chief Financial Officer, will receive a total cash bonus of \$325,000; and

John C. Donlevie, the Registrant's Executive Vice President, Secretary and General Counsel, will receive a total cash bonus of \$110,000.

**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: January     , 2005