

CUMULUS MEDIA INC  
Form SC 13G/A  
February 15, 2019

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

SCHEDULE 13

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

(Name of Issuer) Cumulus Media Inc

Common Stock  
(Title of Class of Securities)

231082801  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant  
to which this Schedule is filed:

- X Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons:  
Eaton Vance Management 04-3101341
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)

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3. SEC Use Only
4. Citizenship or Place of Organization: United States of America
5. Sole power to vote or to direct the vote: 1,267,592
6. Shared power to vote or to direct the vote: 0
7. Sole power to dispose or to direct the disposition of: 1,267,592
8. Shared power to dispose or to direct the disposition of: 0
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,267,592
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9): 11.47%
12. Type of Reporting Person (See Instructions): IA

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CUSIP No. 231082801

ITEM 1.

- (a) Name of Issuer: Cumulus Media Inc
- (b) Address of Issuer's Principal Executive Offices:  
3280 Peachtree Road, NW  
Suite 2200  
Atlanta, Georgia 30305

ITEM 2.

- (a) Name of Person Filing: Eaton Vance Management
- (b) Address of Principal Business Office, or if None, Residence:  
Eaton Vance Management  
2 International Place  
Boston, MA 02110
- (c) Citizenship: United States of America
- (d) Title of Class of Securities: COMMON STOCK
- (e) CUSIP Number: 231082801

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO  
SS.240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK  
WHETHER THE PERSON FILING IS A:

- (a)  
  
Broker or dealer registered under Section 15 of the  
Act (15 U.S.C. 78o).

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(b)

Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)

An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);

(h)

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 1,267,592

(b) Percent of class: 11.47%

(c) Number of shares as to which such person has: 1,267,592

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- (i) Sole power to vote or to direct the vote: 1,267,592
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 1,267,592
- (iv) Shared power to dispose or to direct the disposition of: 0

INSTRUCTION. For computations regarding securities which represent a right to acquire an underlying security SEE ss.240.13d3(d)(1).

### ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

INSTRUCTION: Dissolution of a group requires a response to this item.

### ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

### ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary. N/A

### ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group. N/A

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5. N/A

ITEM 10. CERTIFICATIONS.

(a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1; border-style: solid; border-color: black; border-radius: 0px; padding: 5px;">  
(Instr. 3)  
2. Transaction Date (Month/Day/Year)  
2A. Deemed Execution Date, if any (Month/Day/Year)  
3. Transaction Code  
(Instr. 8)  
4. Securities Acquired (A) or Disposed of (D)  
(Instr. 3, 4 and 5)  
5. Amount of Securities Beneficially Owned Following Reported Transaction(s)  
(Instr. 3 and 4)  
6. Ownership Form: Direct (D) or Indirect (I)  
(Instr. 4)  
7. Nature of Indirect Beneficial Ownership  
(Instr. 4)

Code  
V  
Amount  
(A) or (D)  
Price

Common Stock

01/13/2017

F

685

D

\$  
83.5

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24,293

D

Common Stock

01/13/2017

A

6,456

(1)

A

\$

0

30,749

D

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

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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships
Grauer Scott C/O FREDERIC DORWART LAWYERS 124 EAST FOURTH STREET TULSA, OK 74103	Director 10% Owner Officer EVP - Wealth Management
	Other

## Signatures

/s/ Frederic Dorwart, Power of Attorney  
01/17/2017  
Date

\*\*Signature of 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).  
Represents restricted stock which vests 5 years from the date of grant. Shares are subject to forfeiture (i) upon termination of employment (1) prior to vesting, and (ii) if certain performance earnings per share targets established pursuant to BOKF Executive Incentive Plan are not met.

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.