

Townsquare Media, LLC
Form 3
July 23, 2014

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â GENERAL ELECTRIC
CAPITAL CORP

(Last) (First) (Middle)

901 MAIN AVENUE,Â

(Street)

NORWALK,Â CTÂ 06851-1168

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
07/23/2014

3. Issuer Name **and** Ticker or Trading Symbol
Townsquare Media, LLC [TSQ]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Preferred Units <u>(1)</u>	10,958,912.512 <u>(1)</u>	I <u>(2)</u> <u>(4)</u>	See notes <u>(2)</u> <u>(4)</u>
Class A Common Units <u>(1)</u>	10,958,912.512 <u>(1)</u>	I <u>(3)</u> <u>(4)</u>	See notes <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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information contained in this form are not
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ELECTRIC CAPITAL CORP 901 MAIN AVENUE NORWALK, CT 06851-1168	^	^ X	^	^
GE Capital Equity Holdings, Inc. 201 MERRITT 7 NORWALK, CT 06851	^	^ X	^	^
GE Business Financial Services Inc. 201 MERRITT 7 NORWALK, CT 06851	^	^ X	^	^
GEI, Inc. 201 HIGH RIDGE ROAD STAMFORD, CT 06927	^	^ X	^	^
Antares Capital Corp 201 MERRITT 7 NORWALK, CT 06851	^	^ X	^	^
GENERAL ELECTRIC CO 3135 EASTON TURNPIKE W3F FAIRFIELD, CT 06828	^	^ X	^	^

Signatures

/s/ Frank Ertl, Attorney-in-fact/General Electric Capital Corporation

07/23/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Issuer expects to complete an initial public offering on or about July 29, 2014 (the "IPO"), and in connection therewith, the Issuer is being converted (the "Conversion") into a Delaware corporation named Townsquare Media, Inc. (the "Corporation"). As part of the conversion, the Class A Preferred Units and the Class A Common Units owned by the Reporting Persons will be converted into shares of Class C common stock in the Corporation, each at a conversion rate based on the price of the IPO and pursuant to the terms of the limited liability company agreement of the Issuer.

(1) 10,078,144.597 directly owned by GE Capital Equity Holdings, Inc. ("GECEH"); 485,308.016 directly owned by GE Business Financial Services Inc. ("GEBFS") (GEBFS is a subsidiary of GEI, Inc. ("GEI")); and 395,459.899 directly owned by Antares Capital Corporation ("Antares").

(3) 10,078,144.597 directly owned by GECEH; 485,308.016 directly owned by GEBFS; and 395,459.899 directly owned by Antares.

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- (4) Indirectly owned by General Electric Capital Corporation ("GE Capital"). GECEH, GEI and Antares are subsidiaries GE Capital, and GE Capital is a subsidiary of General Electric Company ("GE"). GE disclaims beneficial ownership. See Exhibit 99.1, incorporated by reference herein.

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Remarks:

Exhibit^ 24.1^ -^ Power^ of^ Attorney^ (GE^ Capital);^ Exhibit^ 24.2^ -^ Power^ of^ Attorney^ (GE);^ and^ Exhibit

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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