

BA SBIC MANAGEMENT LLC
 Form 4
 January 02, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 BA CAPITAL CO LP

2. Issuer Name and Ticker or Trading Symbol
 CUMULUS MEDIA INC [CMLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 100 N TRYON ST., 25TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2008

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

CHARLOTTE, NC 28255

(City) (State) (Zip)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/30/2008		A	10,258	A	①	16,258 I	See Footnote (2)
Class A Common Stock	12/30/2008		A	3,334	A	③	1,665,152 D	(4) (5)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options (Right to Buy)	\$ 14.62	12/30/2008		D			40,000	<u>(6)</u>	03/01/2012	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 14.03	12/30/2008		D			40,000	<u>(7)</u>	03/04/2013	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 19.38	12/30/2008		D			40,000	<u>(8)</u>	05/13/2014	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 14.36	12/30/2008		D			40,000	<u>(9)</u>	04/07/2015	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 9.4	12/30/2008		D			40,000	<u>(10)</u>	08/04/2016	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 6.44	12/30/2008		D			25,000	<u>(11)</u>	10/04/2010	Class A Common Stock	25,000
Director Stock Options (Right to Buy)	\$ 5.92	12/30/2008		D			40,000	<u>(12)</u>	04/12/2011	Class A Common Stock	40,000

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Director Stock Options (Right to Buy)	\$ 2.54	12/30/2008	A	13,498	(13)	12/30/2018	Class A Common Stock	13,498
Director Stock Options (Right to Buy)	\$ 2.92	12/30/2008	A	13,498	(13)	12/30/2018	Class A Common Stock	13,498
Director Stock Options (Right to Buy)	\$ 3.3	12/30/2008	A	13,497	(13)	12/30/2018	Class A Common Stock	13,497
Director Stock Options (Right to Buy)	\$ 2.54	12/30/2008	A	3,928	(13)	12/30/2018	Class A Common Stock	3,928
Director Stock Options (Right to Buy)	\$ 2.92	12/30/2008	A	3,927	(13)	12/30/2018	Class A Common Stock	3,927
Director Stock Options (Right to Buy)	\$ 3.3	12/30/2008	A	3,927	(13)	12/30/2018	Class A Common Stock	3,927

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BA CAPITAL CO LP 100 N TRYON ST. 25TH FLOOR CHARLOTTE, NC 28255	X	X		
BANC OF AMERICA CAPITAL INVESTORS SBIC LP 100 N TRYON ST. 25TH FLOOR CHARLOTTE, NC 28255			X	
HAIN J TRAVIS 100 N TRYON ST.			X	

25TH FLOOR
CHARLOTTE, NC 28255

BANC OF AMERICA CAPITAL MANAGEMENT LP
100 N TRYON ST.
25TH FLOOR
CHARLOTTE, NC 28255

X

BACM I GP LLC
100 N TRYON ST.
25TH FLOOR
CHARLOTTE, NC 28255

X

BA SBIC MANAGEMENT LLC
100 N TRYON ST.
25TH FLOOR
CHARLOTTE, NC 28255

X

BA EQUITY MANAGEMENT GP LLC
100 N TRYON ST.
25TH FLOOR
CHARLOTTE, NC 28255

X

BA EQUITY MANAGEMENT LP
100 N TRYON ST.
25TH FLOOR
CHARLOTTE, NC 28255

X

Banc of America Capital Management SBIC, LLC
100 N TRYON ST.
25TH FLOOR
CHARLOTTE, NC 28255

X

Signatures

/s/ J. Travis Hain, Managing Member of BA Equity Management GP, LLC, the general partner of BA Equity Management, L.P., the sole member of BA SBIC Management, LLC, general partner of BA Capital Company, L.P.

01/02/2009

__Signature of Reporting Person

Date

/s/ J. Travis Hain, Managing Member of BACM I GP, LLC, the general partner of Banc of America Capital Management, L.P., the sole member of Banc of America Capital Management SBIC, LLC, general partner of Banc of America Capital Investors SBIC, L.P.

01/02/2009

__Signature of Reporting Person

Date

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).

(1) On December 30, 2008, the Issuer cancelled, pursuant to the Issuer's option exchange program, options granted to Robert H. Sheridan on: March 1, 2002; March 4, 2003; May 13, 2004; April 7, 2005 and August 4, 2006. In exchange for such options, Robert H. Sheridan received options to purchase 40,493 shares of Class A Common Stock and 10,258 shares of restricted Class A Common Stock.

(2) Represents shares of restricted Class A Common Stock and options to purchase shares of Class A Common Stock awarded to Robert H. Sheridan, who serves on the board of directors of the Issuer as a designee of BA Capital Company, L.P. ("BA Capital"). Pursuant to the policies of BA Capital and its affiliates, Mr. Sheridan is deemed to hold these shares and options for the benefit of BA Capital. BA Capital may be deemed the indirect beneficial owner of the shares of restricted Class A Common Stock and options. Additionally, the

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shares of restricted Class A Common Stock and options may be deemed to be beneficially owned by (a) BA SBIC Management, LLC, the general partner of BA Capital, (b) BA Equity Management, L.P., the sole member of BA SBIC Management, LLC, (c) BA Equity Management GP, LLC, the general partner of BA Equity Management, L.P., and (d) J. Travis Hain, the managing member of BA Equity Management GP, LLC. Mr. Hain disclaims beneficial ownership of such securities.

- (3) On December 30, 2008, the Issuer cancelled, pursuant to the Issuer's option exchange program, options granted to BA Capital on October 4, 2000 and April 12, 2001. In exchange for such options, BA Capital received options to purchase 11,782 shares of Class A Common Stock and 3,334 shares of restricted Class A Common Stock.

- (4) BA Capital holds 843,584 shares of Class A Common Stock of the Issuer. These securities may be deemed to be beneficially owned by (a) BA SBIC Management, LLC, the general partner of BA Capital, (b) BA Equity Management, L.P., the sole member of BA SBIC Management, LLC, (c) BA Equity Management GP, LLC, the general partner of BA Equity Management, L.P., and (d) J. Travis Hain, the managing member of BA Equity Management GP, LLC. Mr. Hain disclaims beneficial ownership of such securities.

- (5) Banc of America Capital Investors SBIC, L.P. holds 821,568 shares of Class A Common Stock. These securities may be deemed to be beneficially owned by (a) Banc of America Capital Management SBIC, LLC, the general partner of Banc of America Capital Investors SBIC, L.P., (b) Banc of America Capital Management, L.P., the sole member of Banc of America Capital Management SBIC, LLC, (c) BACMI GP, LLC, the general partner of Banc of America Capital Management, L.P., and (d) Mr. Hain, the managing member of BACMI GP, LLC. Mr. Hain disclaims beneficial ownership of all such securities.

- (6) Cancelled options provided for vesting in four equal annual installments beginning on March 1, 2002.

- (7) Cancelled options provided for vesting in four equal annual installments beginning on March 4, 2003.

- (8) Cancelled options provided for vesting in four equal annual installments beginning on May 13, 2004.

- (9) Cancelled options provided for vesting in four equal annual installments beginning on April 7, 2005.

- (10) Cancelled options provided for vesting in four equal annual installments beginning on August 4, 2006.

- (11) Cancelled options provided for vesting in four equal annual installments beginning on October 4, 2000.

- (12) Cancelled options provided for vesting in four equal annual installments beginning on April 12, 2001.

- (13) Options become exercisable at the rate of (1) 50% on the second anniversary of the date of grant and (2) 25% on each of the two succeeding anniversaries thereafter.

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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