

BEASLEY BROADCAST GROUP INC  
Form SC 13G  
May 24, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 13G**

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

**Beasley Broadcast Group, Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**074014101**

(CUSIP Number)

**May 19, 2005**

(Date of Event Which Requires Filing of this Statement)

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

- 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.

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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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CUSIP No. 074014101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 Entercom Incorporated  
 51-0394052
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)    
 (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
 Delaware
- |   |    |  |                          |
|---|----|--|--------------------------|
|   | 5. |  | Sole Voting Power        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |    |  | 0                        |
|   | 6. |  | Shared Voting Power      |
|   |    |  | 734,500                  |
|   | 7. |  | Sole Dispositive Power   |
|   |    |  | 0                        |
|   | 8. |  | Shared Dispositive Power |
|   |    |  | 734,500                  |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 734,500
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
 9.87%
  12. Type of Reporting Person (See Instructions)  
 CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 Entercom Radio, LLC  
 23-3017800

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Delaware

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

5.	Sole Voting Power 0
6.	Shared Voting Power 734,500
7.	Sole Dispositive Power 0
8.	Shared Dispositive Power 734,500

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 734,500

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
 9.87%

12. Type of Reporting Person (See Instructions)  
 OO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Entercom Communications Corp.  
23-1701044

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Pennsylvania

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 734,500
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 734,500

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
734,500

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
9.87%

12. Type of Reporting Person (See Instructions)  
CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Joseph M. Field
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)    
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States of America
5. Sole Voting Power  
0
6. Shared Voting Power  
734,500
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
734,500
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
734,500
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
9.87%
12. Type of Reporting Person (See Instructions)  
IN

PRELIMINARY NOTE: This Schedule 13G is being filed on behalf of: Entercom Incorporated, a Delaware corporation, Entercom Radio, LLC, a Delaware limited liability company, Entercom Communications Corp., a Pennsylvania corporation, and Joseph M. Field, an individual (collectively, the Reporting Persons ). The Reporting Persons originally filed a Schedule 13D regarding ownership of the subject shares of Beasley Broadcast Group, Inc. on August 30, 2002. In accordance with SEC Release No. 34-39538, this Schedule 13G is deemed to amend the previously filed Schedule 13D.

**Item 1. Issuer Information**

- (a) Name of Issuer  
Beasley Broadcast Group, Inc.
- (b) Address of Issuer's Principal Executive Offices  
Beasley Broadcast Group, Inc.  
3033 Riviera Drive, Suite 200  
Naples, Florida 34103.

**Item 2. Reporting Persons Information**

- (a) Name of Person Filing  
Entercom Incorporated  
Entercom Radio, LLC  
Entercom Communications Corp.  
Joseph M. Field
- (b) Address of Principal Business Office or, if none, Residence  
The Reporting Persons each have their principal place of business at:  
401 City Avenue, Suite 809  
Bala Cynwyd, Pennsylvania 19004
- (c) Citizenship  
Entercom Incorporated Delaware  
Entercom Radio, LLC Delaware  
Entercom Communications Corp. Pennsylvania  
Joseph M. Field United States of America
- (d) Title of Class of Securities  
Class A Common Stock, par value \$0.001 per share
- (e) CUSIP Number  
074014101

**Item 3. If this statement is filed pursuant to §§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).
- (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 §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 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 §240.13d-1(b)(1)(ii)(J).
- Not applicable.

**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:

As of May 24, 2005, Entercom Incorporated owns 734,500 shares of Class A Common Stock of Beasley Broadcast Group, Inc. Entercom Incorporated is a wholly owned subsidiary of Entercom Radio, LLC. Entercom Radio, LLC is a wholly owned subsidiary of Entercom Communications Corp. Joseph M. Field is Chairman of Entercom Communications Corp. and controls approximately 60.43% of the aggregate voting power of all classes of common stock of Entercom Communications Corp. By virtue of the foregoing relationships, each of the Reporting Persons may be deemed to share voting power and the power to direct the disposition of the subject shares of Common Stock of Beasley Broadcast Group, Inc.

Entercom Incorporated	734,500 shares
Entercom Radio, LLC	734,500 shares
Entercom Communications Corp.	734,500 shares
Joseph M. Field	734,500 shares

(b) Percent of class:

Entercom Incorporated	9.87%
Entercom Radio, LLC	9.87%
Entercom Communications Corp.	9.87%
Joseph M. Field	9.87%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Entercom Incorporated	0 shares
Entercom Radio, LLC	0 shares
Entercom Communications Corp.	0 shares
Joseph M. Field	0 shares



(ii) Shared power to vote or to direct the vote	
Entercom Incorporated	734,500 shares
Entercom Radio, LLC	734,500 shares
Entercom Communications Corp.	734,500 shares
Joseph M. Field	734,500 shares
(iii) Sole power to dispose or to direct the disposition of	
Entercom Incorporated	0 shares
Entercom Radio, LLC	0 shares
Entercom Communications Corp.	0 shares
Joseph M. Field	0 shares
(iv) Shared power to dispose or to direct the disposition of	
Entercom Incorporated	734,500 shares
Entercom Radio, LLC	734,500 shares
Entercom Communications Corp.	734,500 shares
Joseph M. Field	734,500 shares

**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 .  
Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

The Reporting Persons are filing this Schedule as a group pursuant to Rules 13d-1(k)(1) and 13d-1(c) of the Securities Exchange Act of 1934. Attached is an exhibit (Exhibit 99.1) listing the members of the group. The reporting persons are not, however, part of a group as defined in Rule 13d-1(b)(ii)(J). Attached is an exhibit (Exhibit 99.2) containing the Joint Filing Agreement among the Reporting Persons.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below we each certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signatures**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

**Entercom Incorporated**

By: /s/ Stephen F. Fisher  
Name: Stephen F. Fisher  
Title: Vice President  
Date: May 24, 2005

**Entercom Radio, LLC**

By: /s/ Stephen F. Fisher  
Name: Stephen F. Fisher  
Title: Executive Vice President  
Date: May 24, 2005

**Entercom Communications Corp.**

By: /s/ Stephen F. Fisher  
Name: Stephen F. Fisher  
Title: Executive Vice President  
Date: May 24, 2005

**Joseph M. Field**

/s/ Joseph M. Field  
Date: May 24, 2005

**Identity of Group Members Pursuant To Item 8**

The members of the group are:

<b>Name</b>	<b>Address</b>
Entercom Incorporated	401 City Avenue, Suite 809 Bala Cynwyd, Pennsylvania 19004
Entercom Radio, LLC	401 City Avenue, Suite 809 Bala Cynwyd, Pennsylvania 19004
Entercom Communications Corp.	401 City Avenue, Suite 809 Bala Cynwyd, Pennsylvania 19004
Joseph M. Field	401 City Avenue, Suite 809 Bala Cynwyd, Pennsylvania 19004

**Joint Filing Agreement**

The undersigned hereby acknowledge and agree that the foregoing statement on Schedule 13G with respect to the shares of Class A Common Stock, par value \$0.001 per share, of Beasley Broadcast Group, Inc., is, and any amendment thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

**Entercom Incorporated**

By: /s/ Stephen F. Fisher  
Name: Stephen F. Fisher  
Title: Vice President  
Date: May 24, 2005

**Entercom Radio, LLC**

By: /s/ Stephen F. Fisher  
Name: Stephen F. Fisher  
Title: Executive Vice President  
Date: May 24, 2005

**Entercom Communications Corp.**

By: /s/ Stephen F. Fisher  
Name: Stephen F. Fisher  
Title: Executive Vice President  
Date: May 24, 2005

**Joseph M. Field**

/s/ Joseph M. Field  
Date: May 24, 2005