

ENTERCOM COMMUNICATIONS CORP  
Form S-8 POS  
May 15, 2009

As filed with the Securities and Exchange Commission on May 15, 2009

Registration No. 333-71481

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

(Post-Effective Amendment No. 1)

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**ENTERCOM COMMUNICATIONS CORP.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**23-1701044**  
(I.R.S. Employer  
Identification No.)

**401 City Avenue, Suite 809**  
**Bala Cynwyd, PA**  
(Address of Principal Executive Offices)

**19004**  
(Zip Code)

**EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**John C. Donlevie**

**Executive Vice President, Secretary**

**Entercom Communications Corp.**

**401 City Avenue, Suite 809**

**Bala Cynwyd, PA**

(Name and address of agent for service)

**(610) 660-5610**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

**Large accelerated filer**

**Non-accelerated filer**  (Do not check if a smaller reporting company)

**Accelerated filer**

**Smaller reporting company**

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**Partial Deregistration of Shares**

Entercom Communications Corp. (the **Company**) is filing this Post-Effective Amendment (the **Post-Effective Amendment**) in order to withdraw and remove from registration the unissued and unsold shares of Class A Common Stock of the Company, previously registered by the Company pursuant to its Registration Statement on Form S-8 (File No. 333-71481) (the **Registration Statement**), which relate to the Company's Employee Stock Purchase Plan which has expired (the **ESPP Shares**). For the avoidance of doubt, this Post-Effective Amendment does not apply to the shares of Class A Common Stock issuable pursuant to the Company's Equity Compensation Plan, which shares were also registered pursuant to the Registration Statement.

This Post-Effective Amendment hereby amends the Registration Statement to deregister all of the unissued and unsold ESPP Shares registered under the Registration Statement. As a result of this deregistration, no ESPP Shares remain registered for sale pursuant to the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bala Cynwyd, Pennsylvania, on May 15, 2009.

**Entercom Communications Corp.**

By: /s/ David J. Field  
David J. Field, President, Chief Executive Officer  
(principal executive officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	CAPACITY	DATE
<b>Principal Executive Officer:</b>		
/s/ David J. Field David J. Field	President, Chief Executive Officer and a Director	May 15, 2009
<b>Principal Financial Officer:</b>		
/s/ Stephen F. Fisher Stephen F. Fisher	Executive Vice President - Operations and Chief Financial Officer	May 15, 2009
<b>Principal Accounting Officer:</b>		
/s/ Eugene D. Levin Eugene D. Levin	Vice President, Treasurer and Assistant Secretary	May 15, 2009
<b>Directors:</b>		
/s/ Joseph M. Field Joseph M. Field	Chairman of the Board	May 15, 2009
/s/ John C. Donlevie John C. Donlevie	Executive Vice President, Secretary General Counsel and a Director	May 15, 2009
/s/ David J. Berkman David J. Berkman	Director	May 15, 2009
/s/ Daniel E. Gold Daniel E. Gold	Director	May 15, 2009
Robert S. Wiesenthal	Director	May , 2009

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/s/ Michael J. Wolf  
Michael J. Wolf

Director

May 15, 2009