

ENTERCOM COMMUNICATIONS CORP
Form DEFA14A
March 17, 2017

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

ENTERCOM COMMUNICATIONS CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

(4) Date Filed:

**Important Notice of Availability of Proxy Materials for the Annual Meeting of Shareholders of
ENTERCOM COMMUNICATIONS CORP.**

To Be Held On:

WEDNESDAY, MAY 10, 2017 AT 8:30 AM

401 E. City Avenue, Suite 122

Bala Cynwyd, PA 19004

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 04/28/17.

Please visit <http://www.entercom.com/investors>, where the following materials are available:

Notice of Annual Meeting of Shareholders

Proxy Statement

Form of Proxy Card

Annual Report on Form 10-K

TO REQUEST MATERIAL:

**TELEPHONE: 888-Proxy-NA (888-776-9962) and 718-921-8562
(for international callers)**

E-MAIL: info@amstock.com

WEBSITE: <https://us.astfinancial.com/proxyservices/requestmaterials.asp>

TO VOTE:

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

1. & 2. Election of Class A and Other Directors:

3. To consider the re-approval of the Entercom Annual Incentive Plan.

NOMINEES: Mark R. LaNeve (Class A)

David Levy (Class A)

Joseph M. Field (Other)

David J. Field (Other)

David J. Berkman (Other)

Joel Hollander (Other)

4. Advisory resolution to approve the Company's executive compensation.

5. To conduct an advisory vote on the frequency of future advisory votes on executive compensation.

6. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017.

7. To transact such other business as may properly come before the Annual Meeting and/or any adjournments thereof.

**THE BOARD OF DIRECTORS RECOMMENDS A FOR
VOTE WITH RESPECT TO PROPOSALS 1, 2, 3, 4 AND 6,
AND FOR 3 YEARS ON PROPOSAL 5.**

**Please note that you cannot use this notice to
vote by mail.**