

BANC OF AMERICA CAPITAL MANAGEMENT LP

Form 4/A

May 10, 2010

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)
05/05/2010

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

CHARLOTTE, NC 28255

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/07/2010

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/05/2010		A	6,000 A	\$ 0 (1) 28,258	I	See Footnote (2)
Class A Common Stock					1,665,152	D (3) (4) (5)	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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		
HAIN J TRAVIS 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 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

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

X

BANC OF AMERICA CAPITAL INVESTORS SBIC LP
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.

05/10/2010

__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.

05/10/2010

__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 May 5, 2010, Robert H. Sheridan was granted 6,000 shares of restricted Class A Common Stock.

Represents shares of restricted 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 restricted shares for the benefit of BA Capital. BA Capital may be deemed the indirect beneficial owner of the shares of restricted Class A Common Stock. Additionally, the shares of restricted Class A Common Stock 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) 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.

(4) 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) BACM I GP, LLC, the general partner of Banc of America Capital Management, L.P., and (d) Mr. Hain, the managing member of BACM I GP, LLC. Mr. Hain disclaims beneficial ownership of all such securities.

(5) This Amendment to the Form 4 that was filed jointly by the Reporting Persons, other than Banc of America Capital Investors SBIC, L.P., on May 7, 2010 (the "Original Filing"), is being filed to add Banc of America Capital Investors SBIC, L.P. as a reporting person. No other change to the Original Filing is included in this Amendment.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.