

BANC OF AMERICA CAPITAL MANAGEMENT LP  
 Form 4  
 May 07, 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**  
  
 (Last) (First) (Middle)  
**100 N TRYON ST., 25TH FLOOR**  
  
 (Street)  
**CHARLOTTE, NC 28255**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CUMULUS MEDIA INC [CMLS]**  
  
 3. Date of Earliest Transaction (Month/Day/Year)  
**05/05/2010**  
  
 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
  
 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Class A Common Stock            | 05/05/2010                           |                                                    | A                              | 6,000 A                                                           | 28,258                                                                                        | I                                                        | See Footnote (2)                  |
| Class A Common Stock            |                                      |                                                    |                                |                                                                   | 1,665,152                                                                                     | D (3) (4)                                                |                                   |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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<br>100 N TRYON ST.<br>25TH FLOOR<br>CHARLOTTE, NC 28255                      | X             | X         |         |       |
| HAIN J TRAVIS<br>100 N TRYON ST.<br>25TH FLOOR<br>CHARLOTTE, NC 28255                         |               |           | X       |       |
| BA SBIC MANAGEMENT LLC<br>100 N TRYON ST.<br>25TH FLOOR<br>CHARLOTTE, NC 28255                |               |           | X       |       |
| BA EQUITY MANAGEMENT GP LLC<br>100 N TRYON ST.<br>25TH FLOOR<br>CHARLOTTE, NC 28255           |               |           | X       |       |
| BA EQUITY MANAGEMENT LP<br>100 N TRYON ST.<br>25TH FLOOR<br>CHARLOTTE, NC 28255               |               |           | X       |       |
| BANC OF AMERICA CAPITAL MANAGEMENT LP<br>100 N TRYON ST.<br>25TH FLOOR<br>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

## 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.

05/07/2010

\_\_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.

05/07/2010

\_\_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.

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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