

BRIGADE CAPITAL MANAGEMENT, LP
 Form 3
 June 14, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BRIGADE CAPITAL MANAGEMENT, LP | | | (Month/Day/Year) | CUMULUS MEDIA INC [CMIA] | |
| (Last) | (First) | (Middle) | 06/04/2018 | | |
| 399 PARK AVENUE,Â 16TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10022 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Class A Common Stock, par value \$0.0000001 per share | 616,633 | I | Footnote <u>(1)</u> |
| Class B Common Stock (non-voting), par value \$0.0000001/share | 1,509,726 | I | Footnote <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|---|---|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |
| Series 1 Warrants | 06/04/2018 06/04/2038 ⁽³⁾ | Class A Common Stock or Class B Common Stock | 21,685 \$ ⁽⁴⁾ | I | Footnote ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE 16TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| MORGAN DONALD E III C/O BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE, 16TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| Brigade Capital Management GP, LLC 399 PARK AVENUE 16TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| Brigade Capital Management, LP, By: /s/ Donald E. Morgan, III, Managing Member of its General Partner | 06/14/2018 |
| _____ **Signature of Reporting Person | Date |
| /s/ Donald E. Morgan, III | 06/14/2018 |
| _____ **Signature of Reporting Person | Date |
| Brigade Capital Management GP, LLC, By: /s/ Donald E. Morgan, III, Managing Member | 06/14/2018 |
| _____ **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The reported securities are directly owned by certain private investment funds, other entities and managed accounts and may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of such funds, other entities and accounts,

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Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC, each a Reporting Person. Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) The reported securities are directly owned by Nimbus Atlas LLC (Nimbus) and by certain private investment funds and managed accounts and may be deemed beneficially owned by Brigade Capital GP, LLC (BC-GP), the managing member of Nimbus, and by Brigade Capital Management, LP, the investment manager of Nimbus and of such funds and accounts, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC and BC-GP, each a Reporting Person, except as provided in the following sentence. Due to a delay in obtaining EDGAR filing codes for Nimbus and BC-GP, the two were not able to be included on this filing. As such, Nimbus and BC-GP will individually file on Form 3 in respect of this Issuer as soon as their EDGAR filing codes are obtained. Thereafter, Nimbus and BC-GP will make Section 16 filings jointly with the Reporting Persons set forth herein.

(3) The Series 1 Warrants have a twenty year term and will expire on June 4, 2038.

(4) The exercise price is \$0.0000001.

(5) The reported securities are directly owned by certain private investment funds and managed accounts and may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of such funds and accounts, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC, each a Reporting Person. Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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Remarks:

BrigadeÂ CapitalÂ Management,Â LP,Â BrigadeÂ CapitalÂ ManagementÂ GP,Â LLCÂ andÂ Mr.Â MorganÂ eachÂ discla

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.