

BANC OF AMERICA CAPITAL INVESTORS SBIC LP
 Form 4
 February 22, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 150 N. COLLEGE ST., SUITE 2500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2012

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

CHARLOTTE, NC 28202

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 02/16/2012 | | A | 26,954 A | \$ 0 58,805 | I | See Footnote (1) (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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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BA CAPITAL CO LP 150 N. COLLEGE ST. SUITE 2500 CHARLOTTE, NC 28202 | | X | | |
| BANC OF AMERICA CAPITAL INVESTORS SBIC LP 150 N. COLLEGE ST. SUITE 2500 CHARLOTTE, NC 28202 | | X | | |

Signatures

/s/ J. Travis Hain, Managing Member of RE Equity Management GP, LLC, general partner of RE Equity Management, L.P., sole member of RE SBIC Management, LLC, general partner of BA Capital Company, L.P.

02/22/2012

__Signature of Reporting Person

Date

/s/ J. Travis Hain, Managing Member of REP I GP, LLC, general partner of Ridgmont Capital Management, L.P., sole member of Ridgmont Management SBIC, LLC, general partner of Banc of America Capital Investors SBIC, L.P.

02/22/2012

__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) 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.

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Additionally, the shares of restricted Class A Common Stock may be deemed to be beneficially owned by (a) RE SBIC Management, LLC (f/k/a BA SBIC Management, LLC), the general partner of BA Capital, (b) RE Equity Management, L.P. (f/k/a BA Equity Management, L.P.), the sole member of RE SBIC Management, LLC, (c) RE Equity Management GP, LLC (f/k/a BA Equity Management GP, LLC), the general partner of RE Equity Management, L.P., and (d) J. Travis Hain, the managing member of RE Equity Management GP, LLC. Mr. Hain disclaims beneficial ownership of such securities.

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) RE SBIC Management, LLC, the general partner of BA Capital, (b) RE Equity Management, L.P., the sole member of RE SBIC Management, LLC, (c) RE Equity Management GP, LLC, the general partner of RE Equity Management, L.P., and (d) J. Travis Hain, the managing member of RE Equity Management GP, LLC. Mr. Hain disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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) Ridgmont Capital Management SBIC, LLC (f/k/a Banc of America Capital Management SBIC, LLC), the general partner of Banc of America Capital Investors SBIC, L.P., (b) Ridgmont Capital Management, L.P. (f/k/a Banc of America Capital Management, L.P.), the sole member of Ridgmont Capital Management SBIC, LLC, (c) REM I GP, LLC (f/k/a BACM I GP, LLC), the general partner of Ridgmont Capital Management, L.P., and (d) Mr. Hain, the managing member of REM I GP, LLC. Mr. Hain disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

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.