

PAXSON COMMUNICATIONS CORP  
Form 8-K  
February 28, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 24, 2005

Paxson Communications Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-13452

59-3212788

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

601 Clearwater Park Road, West Palm Beach,  
Florida

33401

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

561-659-4122

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 1.01. Entry into a Material Definitive Agreement.**

Paxson Communications Corporation (the "Registrant") has entered into Indemnification Agreements, each dated as of February 24, 2005, with each member of the Registrant's board of directors. Each such agreement requires the Registrant to indemnify the applicable director against all expenses, damages, judgments, fines, liabilities, losses, penalties, excise taxes and amounts paid in settlement incurred by the director in connection with a proceeding (as that term is defined in the agreement), whether brought by or in the name of the Registrant or otherwise, by reason of the director's status or service as a director, to advance the director's expenses incurred in connection with any such proceeding and to cover the director under any directors' and officers' liability insurance policy the Registrant chooses to maintain. The Indemnification Agreement is intended to provide indemnification rights to the fullest extent not prohibited by applicable indemnification rights statutes in the State of Delaware, and shall be in addition to any other rights the director may have under the Registrant's Certificate of Incorporation, By-laws and applicable law.

The foregoing description of the Indemnification Agreement is a general description only and is qualified in its entirety by reference to the Form of Indemnification Agreement, which is filed as Exhibit 10.233 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On February 28, 2005, James L. Greenwald resigned as a member of the Board of Directors of the Registrant. Prior to his resignation Mr. Greenwald served as Chairman of the Compensation Committee of the Board of Directors of the Registrant and as a member of the Audit Committee of the Board.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

The following item is filed as an Exhibit to this Report:

99.1 Form of Indemnification Agreement between the Registrant and each member of the Board of Directors of the Registrant

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Paxson Communications Corporation

*February 28, 2005*

By: *Richard Garcia*

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*Name: Richard Garcia  
Title: Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Form of Indemnification Agreement