

CITADEL BROADCASTING CORP  
Form 425  
February 18, 2011

**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 18, 2011  
CUMULUS MEDIA INC.**

**(Exact name of registrant as specified in its charter)**

Delaware

000-24525

36-4159663

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS employer  
Identification No.)

3280 Peachtree Road, N.W., Suite 2300, Atlanta GA

30305

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (404) 949-0700

n/a

(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 8.01 Other Events.**

On February 18, 2011, Cumulus Media Inc. ( Cumulus ) issued a press release confirming that Cumulus and Citadel Broadcasting Corporation ( Citadel ) have entered into an exclusivity agreement to negotiate a merger agreement under which Cumulus would acquire all of the outstanding common stock and warrants of Citadel at a price of \$37.00 per share. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Number</b> | <b>Exhibit</b>                        |
|---------------|---------------------------------------|
| 99.1          | Press release dated February 18, 2011 |

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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.

CUMULUS MEDIA INC.

By: /s/ J.P. Hannan

Name: J.P. Hannan

Title: Senior Vice President, Treasurer and  
Chief Financial Officer

Date: February 18, 2011