

CUMULUS MEDIA INC  
Form SC 13G/A  
March 08, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**Cumulus Media Inc.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**231082108**

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(CUSIP Number)

**February 29, 2012**

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 231082108

1                      NAME OF REPORTING PERSON  
                            Canyon Capital Advisors LLC

I.R.S. IDENTIFICATION NO. OF ABOVE

PERSON (ENTITIES ONLY)  
95-4688436

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SOLE VOTING POWER  
22,161,404 (including 13,023,542 warrants)

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER  
22,161,404 (including 13,023,542 warrants)

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,161,404 (including 13,023,542 warrants)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
15.69%

12 TYPE OF REPORTING PERSON  
IA

CUSIP No.: 231082108

1 NAME OF REPORTING PERSON  
Mitchell R. Julis

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER  
22,161,404 (including 13,023,542 warrants)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
15.69%

12 TYPE OF REPORTING PERSON  
IN

CUSIP No.: 231082108

1 NAME OF REPORTING PERSON  
Joshua S. Friedman

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  [X]

(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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22,161,404 (including 13,023,542 warrants)

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22,161,404 (including 13,023,542 warrants)

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OWNED BY EACH REPORTING PERSON  
22,161,404 (including 13,023,542 warrants)

10 CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9)  
15.69%

12 TYPE OF REPORTING PERSON  
IN

CUSIP No.: 231082108

1 NAME OF REPORTING PERSON  
K. Robert Turner

I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

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IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9)  
15.69%

12 TYPE OF REPORTING PERSON  
IN

CUSIP No.: 231082108

ITEM 1(a). NAME OF  
ISSUER:  
Cumulus Media  
Inc.

ITEM 1(b). ADDRESS OF  
ISSUER'S  
PRINCIPAL  
EXECUTIVE  
OFFICES:

3280 Peachtree  
Road  
NE Suite 2300  
Atlanta, Georgia  
30305

ITEM 2(a). NAME OF  
PERSON FILING:

This Schedule 13G  
is being filed on  
behalf of the  
following  
persons\*:  
Canyon Capital  
Advisors LLC  
(CCA)  
Mitchell R. Julis  
Joshua S.  
Friedman  
K. Robert Turner

CCA is the  
investment advisor  
to the following  
persons:  
(i)Canyon Value  
Realization Fund,  
L.P. (VRF)  
(ii)The Canyon  
Value Realization  
Master Fund  
(Cayman), L.P..

(CVRF)  
(iii)Citi Canyon  
Ltd. (Citi)  
(iv)Canyon Value  
Realization Fund  
MAC 18, Ltd.  
(CVRFM)  
(v)Lyxor/Canyon  
Value Realization  
Fund Limited  
(LCVRF)  
(vi)Canyon  
Balanced Master  
Fund, Ltd. (CBEF)  
(vii)Permal  
Canyon Fund Ltd.  
(PERMII)  
(viii)Canyon-GRF  
Master Fund, L.P.  
(GRF)  
(ix) Canyon-GRF  
Master Fund II,  
L.P. (GRF2)  
(x)Canyon Cirrus  
Holdings LLC  
(CCH)

\* Attached as  
Exhibit A is a copy  
of an agreement  
among the persons  
filing (as specified  
hereinabove) that  
this Schedule 13G  
is being filed on  
behalf of each of  
them.

ITEM 2(b).  
ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

The principal  
business office of  
the persons  
comprising the  
group filing this  
Schedule 13G is  
located at 2000

Avenue of the  
Stars, 11th Floor,  
Los Angeles, CA  
90067.

ITEM 2(c). CITIZENSHIP:

Canyon Capital  
Advisors LLC -  
Delaware  
Mitchell R. Julis -  
United States  
Joshua S.  
Friedman - United  
States  
K. Robert Turner -  
United States

VRF: a Delaware  
limited partnership  
CVRF: a Cayman  
Islands exempted  
limited partnership  
Citi: a Cayman  
Islands corporation  
CVRFM: a  
Cayman Islands  
corporation  
LCVRF: a Jersey  
corporation  
CBEF: a Cayman  
Islands corporation  
PERMII: a British  
Virgin Islands  
company  
GRF: a Cayman  
Islands corporation  
GRF2: a Cayman  
Islands exempted  
limited partnership  
CCH: a Delaware  
limited liability  
company

ITEM 2(d). TITLE OF CLASS  
OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

231082108

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK  
WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
22,161,404 (including 13,023,542 warrants)
- (b) Percent of class:  
15.69%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the

following [ ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

CCA is an investment advisor to various managed accounts, including VRF, CVRF, Citi, CVRFM, LCVRF, CBEF, PERMIL, GRF, GRF2, and CCH, with the right to receive, or the power to direct the receipt, of dividends from, or the proceeds from the sale of the securities held by, such managed accounts.

Messrs. Julis, Friedman, and Turner control entities which own 100% of CCA.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 08, 2012

Date

Canyon Capital Advisors LLC

/s/ John H. Simpson

---

Signature

John H. Simpson, Chief Operating Officer

---

Name/Title

Date

Mitchell R. Julis

/s/ Mitchell R. Julis

---

Signature

Mitchell R. Julis,

---

Name/Title

**SIGNATURE**

Date

Joshua S. Friedman  
/s/ Joshua S. Friedman

---

Signature

Joshua S. Friedman,

---

Name/Title

Date

K. Robert Turner  
/s/ K. Robert Turner

---

Signature

K. Robert Turner,

---

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 231082108

EXHIBIT A

#### AGREEMENT REGARDING JOINT FILING

The undersigned hereby agree and consent to the joint filing on their behalf of this amendment to Schedule 13G in connection with their beneficial ownership of the common stock of Cumulus Media.

Dated: March 8, 2012

CANYON CAPITAL ADVISORS LLC,  
a Delaware limited liability company

By: /s/ John H. Simpson  
Name: John H. Simpson  
Title: Chief Operating Officer

JOSHUA S. FRIEDMAN  
/s/ Joshua S. Friedman

MITCHELL R. JULIS  
/s/ Mitchell R. Julis

SIGNATURE

K. ROBERT TURNER  
/s/ K. Robert Turner