

BEASLEY BROADCAST GROUP INC  
Form DEFA14A  
April 11, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**BEASLEY BROADCAST GROUP, INC.**

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting of**

**BEASLEY BROADCAST GROUP, INC.**

**To Be Held On:**

**May 23, 2012 at 12:00 PM EDT**

**3033 Riviera Dr. # 200, Naples, FL 34103**

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**CONTROL NUMBER**

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**The proxy statement and annual report to security holders are available at [www.beasleyproxy.com](http://www.beasleyproxy.com)**

**If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 13, 2012, to facilitate timely delivery.**  
The following materials are available for you to view at [www.beasleyproxy.com](http://www.beasleyproxy.com)

Proxy Statement

Annual Report on Form 10-K

**TO REQUEST MATERIAL:** **TELEPHONE: 888-Proxy-NA (888-776-9962) and 718-921-8562 (for international callers)**

**E-MAIL: [info@amstock.com](mailto:info@amstock.com)**

**WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>**

**TO VOTE:** **IN PERSON:** You may vote your shares in person by attending the Annual Meeting.

**- OR -**

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**TELEPHONE:** To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call. You may enter your voting instructions up until 11:59 PM Eastern Time on May 22, 2012.

Matters to be acted on:

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS AND FOR PROPOSALS 2 AND 3.**

1. To elect eight (8) directors to the Board of Directors of the Company to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified.
2. To amend the Restated Certificate of Incorporation to adopt Delaware as the exclusive forum for certain disputes.

<b>NOMINEES:</b> George G. Beasley	<b>(For All Classes of Common Stockholders)</b>
Bruce G. Beasley	<b>(For All Classes of Common Stockholders)</b>
Caroline Beasley	<b>(For All Classes of Common Stockholders)</b>
Brian E. Beasley	<b>(For All Classes of Common Stockholders)</b>
Joe B. Cox	<b>(For All Classes of Common Stockholders)</b>
Allen B. Shaw	<b>(For All Classes of Common Stockholders)</b>
Mark S. Fowler	<b>(For Class A Common Stockholders)</b>
Herbert W. McCord	<b>(For Class A Common Stockholders)</b>

3. To approve the Performance Incentive Plan.

4. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting of stockholders and any adjournment thereof.

**These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is March 28, 2012. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.**

**Please note that you cannot use this notice to vote by mail.**