

DIAL GLOBAL, INC. /DE/
Form S-8 POS
January 25, 2013

As filed with the Securities and Exchange Commission on January 25, 2013
Registration Nos. 033-57637

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
Registration Statement Under
The Securities Act Of 1933

DIAL GLOBAL, INC.
(Exact Name of Registrant as Specified in Its Charter)
DELAWARE
(State or Other Jurisdiction of Incorporation or Organization) 95-3980449
(I.R.S. Employee Identification Number)

220 West 42nd Street
New York, NY 10036
(212) 967-2888
(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)

Employment Agreement Dated December 1, 1986
Between Westwood One, Inc. and Norman J. Pattiz
(Full Title of Plan)

Spencer Brown
Principal Executive Officer
220 West 42nd Street
New York, NY 10036
(212) 967-2888
(Name, Address, Including Zip Code, and Telephone Number, Including
Area Code, or Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | | |
|---------------------------|---------------------|---|
| Large accelerated filer o | Accelerated filer o | Non accelerated filer o |
| | | (Do not check if a smaller Smaller reporting company ý reporting company) |

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 033-57637) filed by Dial Global, Inc. (the “Company”), which was formerly known as Westwood One, Inc., on February 8, 1995 (the “Registration Statement”). The Registration Statement registered 525,000 shares of the Common Stock authorized for issuance pursuant to the potential exercise of stock options issued under the Employment Agreement, dated as of December 1, 1986 (the “Employment Agreement”), by and between Westwood One, Inc., and Norman J. Pattiz.

This post-effective amendment hereby terminates the Registration Statement and removes from registration any securities registered thereby which remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on this 25th day of January, 2013.

Dial Global, Inc.

By:/s/ Spencer Brown

Name: Spencer Brown

Title: Principal Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|------------------------|--|------------------|
| /s/ Neal A. Schore | Chairman of the Board | January 25, 2013 |
| /s/ Spencer Brown | Principal Executive Officer and Director | January 25, 2013 |
| /s/ Jean B. Clifton | Principal Financial Officer and Principal Accounting Officer | January 25, 2013 |
| /s/ Andrew Salter | Vice Chairman of the Board | January 25, 2013 |
| /s/ B. James Ford | Director | January 25, 2013 |
| /s/ Jonathan I. Gimbel | Director | January 25, 2013 |
| /s/ Jules Haimovitz | Director | January 25, 2013 |
| /s/ H. Melvin Ming | Director | January 25, 2013 |
| /s/ Peter E. Murphy | Director | January 25, 2013 |
| /s/ Mark R. Stone | Director | January 25, 2013 |