

Nimbus Atlas LLC  
 Form 4  
 July 02, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Nimbus Atlas LLC

2. Issuer Name and Ticker or Trading Symbol  
 CUMULUS MEDIA INC [CMIA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 399 PARK AVENUE, 16TH FLOOR

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/28/2018

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
 NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)                               | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock, par value \$0.0000001 per share         | 06/28/2018                           |  | C <sup>(1)</sup>               | 1,053,352 A   | \$ 0 1,503,273  | D <sup>(2)</sup>   |   |
| Class A Common Stock, par value \$0.0000001 per share         | 06/28/2018                           |  | C <sup>(1)</sup>               | 456,374 A   | \$ 0 2,126,359  | I  | See Footnote <sup>(3)</sup>                           |
| Class B Common Stock(non-voting), par value \$0.0000001/share | 06/28/2018                           |  | C <sup>(1)</sup>               | 1,053,352 D   | \$ 0 0  | D <sup>(4)</sup>   |   |

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|  |            |              |         |   |        |   |                        |
|--|------------|--------------|---------|---|--------|---|------------------------|
| Class B Common<br>Stock(non-voting),<br>par value<br>\$0.0000001/share | 06/28/2018 | <u>C</u> (1) | 456,374 | D | \$ 0 0 | I | See<br>Footnote<br>(5) |
|--|------------|--------------|---------|---|--------|---|------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Nimbus Atlas LLC<br>399 PARK AVENUE<br>16TH FLOOR<br>NEW YORK, NY 10022               |               | X         |         |       |
| Brigade Capital GP, LLC<br>399 PARK AVENUE<br>16TH FLOOR<br>NEW YORK, NY 10022        |               | X         |         |       |
| BRIGADE CAPITAL MANAGEMENT, LP<br>399 PARK AVENUE<br>16TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| MORGAN DONALD E III<br>C/O BRIGADE CAPITAL MANAGEMENT, LP                             |               | X         |         |       |

399 PARK AVENUE, 16TH FLOOR  
NEW YORK, NY 10022

Brigade Capital Management GP, LLC  
399 PARK AVENUE  
16TH FLOOR  
NEW YORK, NY 10022

X

## Signatures

|   |            |
|---|------------|
| Nimbus Atlas LLC, /s/ Donald E. Morgan, III, Managing Member of its Managing Member                   | 07/02/2018 |
| __Signature of Reporting Person   | Date       |
| Brigade Capital GP, LLC, /s/ Donald E. Morgan, III, Managing Member                                   | 07/02/2018 |
| __Signature of Reporting Person   | Date       |
| Brigade Capital Management, LP, By: /s/ Donald E. Morgan, III, Managing Member of its General Partner | 07/02/2018 |
| __Signature of Reporting Person   | Date       |
| /s/ Donald E. Morgan, III   | 07/02/2018 |
| __Signature of Reporting Person   | Date       |
| Brigade Capital Management GP, LLC, By: /s/ Donald E. Morgan, III, Managing Member                    | 07/02/2018 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On June 28, 2018, each share of the Issuer's Class B Common Stock automatically converted into one share of Class A Common Stock.
- The reported securities are directly owned by Nimbus Atlas LLC (Nimbus) and may be deemed beneficially owned by Brigade Capital GP, LLC (BC-GP), the managing member of Nimbus, and by Brigade Capital Management, LP, the investment manager of Nimbus, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC and BC-GP, each a Reporting Person. Nimbus, BC-GP, Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (2) The reported securities are directly owned by Nimbus Atlas LLC (Nimbus) and by certain private investment funds and managed accounts and may be deemed beneficially owned by Brigade Capital GP, LLC (BC-GP), the managing member of Nimbus, and by Brigade Capital Management, LP, the investment manager of Nimbus and such funds and accounts, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC and BC-GP, each a Reporting Person. Nimbus, BC-GP, Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) The reported securities were directly owned by Nimbus Atlas LLC (Nimbus) and may have been deemed beneficially owned by Brigade Capital GP, LLC (BC-GP), the managing member of Nimbus, and by Brigade Capital Management, LP, the investment manager of Nimbus, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC and BC-GP, each a Reporting Person. Nimbus, BC-GP, Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (4)
- (5)

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The reported securities were directly owned by Nimbus Atlas LLC (Nimbus) and by certain private investment funds and managed accounts and may have been deemed beneficially owned by Brigade Capital GP, LLC (BC-GP), managing member of Nimbus, and by Brigade Capital Management, LP, the investment manager of Nimbus and such funds and accounts, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC and BC-GP, each a Reporting Person. Nimbus, BC-GP, Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.