

ENTERCOM COMMUNICATIONS CORP  
Form SC 13D/A  
December 23, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 6)**

**Entercom Communications Corp.**

**(Name of Issuer)**

**Class A Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**293639100**

**(CUSIP Number)**

**Joseph M. Field**

**c/o Entercom Communications Corp.**

**401 E. City Avenue, Suite 809**

**Bala Cynwyd, PA 19004**

**(610) 660-5610**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**December 12, 2013**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

The information required on 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 the Notes).

1. Name Of Reporting Person

Joseph M. Field

2. Check The Appropriate Box If A Member Of A Group (see instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source Of Funds (see instructions)

PF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

..

6. Citizenship Or Place Of Organization

United States of America

Number of 7. Sole Voting Power

Shares

Beneficially 7,216,882

8. Shared Voting Power

Owned By

Each

686,094

Reporting 9. Sole Dispositive Power

Person

With 7,216,882

10. Shared Dispositive Power

686,094

11. Aggregate Amount Beneficially Owned By Each Reporting Person

7,902,976

12. Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions)

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.14%

14. TYPE OF REPORTING PERSON (See Instructions)

IN

**Preliminary Note:** The Reporting Person is President, Treasurer and a Director of the Joseph and Marie Field Family Environmental Foundation (a 501c(3) charitable foundation) (the **Foundation** ). While the Reporting Person has no pecuniary interest in shares owned by the Foundation, in light of the facts and circumstances, the Reporting Person includes shares owned by the Foundation to determine beneficial ownership for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.

**Item 5. Interest in Securities of the Issuer.**

(a) Amount Beneficially Owned: **7,902,976**

Joseph M. Field beneficially owns **7,902,976** shares which includes: (i) **1,371,022** shares of Class A common stock for which Joseph M. Field is the record holder; (ii) **5,818,282** shares of Class A common stock which may be acquired upon conversion of shares of Class B common stock for which Joseph M. Field is the record holder; (iii) **330,000** shares of Class A common stock which may be acquired upon conversion of shares of Class B common stock beneficially owned by the spouse of Joseph M. Field; (iv) **6,000** shares of Class A common stock which may be acquired through the exercise of options; (v) **21,578** shares of Class A common stock held of record by Joseph M. Field as trustee of a trust; (vi) **206,094** shares of Class A common stock held of record by the spouse of Joseph M. Field as co-trustee of a trust; (vii) **75,000** shares of Class A common stock beneficially owned by Joseph M. Field as a director and officer of the Joseph and Marie Field Foundation; and (viii) **75,000** shares of Class A common stock beneficially owned by Joseph M. Field as a director and officer of the Joseph and Marie Field Family Environmental Foundation.

(b) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: **7,216,882**

(ii) shared power to vote or to direct the vote: **686,094**

(iii) sole power to dispose or to direct the disposition of: **7,216,882**

(iv) shared power to dispose or to direct the disposition of: **686,094**

(c) During the past sixty (60) days the Reporting Person's beneficial ownership decreased by 134,938 shares of Class A common stock of the Issuer as follows:

(i) The Reporting Person is the sole member of a limited liability company which sold 100,000 shares through a broker during the past sixty days:

| Date of Sale | Number of Shares Sold | Weighted Average        | Sale Price        |
|--------------|-----------------------|-------------------------|-------------------|
|              |                       | Sale Price Per Share(*) | Range (*)         |
| 12/2/2013    | 3,700                 | \$10.2672               | \$10.14 - \$10.39 |
| 12/3/2013    | 15,310                | \$9.7128                | \$9.50 - \$10.21  |
| 12/4/2013    | 9,094                 | \$9.6589                | \$9.60 - \$9.72   |

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|            |       |          |                  |
|------------|-------|----------|------------------|
| 12/5/2013  | 9,847 | \$9.7385 | \$9.66 - \$9.82  |
| 12/6/2013  | 6,761 | \$9.9002 | \$9.78 - \$10.00 |
| 12/9/2013  | 2,400 | \$9.9147 | \$9.90 - \$9.96  |
| 12/12/2013 | 3,000 | \$9.5660 | \$9.51 - \$9.58  |
| 12/13/2013 | 8,100 | \$9.8080 | \$9.78 - \$9.86  |
| 12/16/2013 | 5500  | \$9.8916 | \$9.76 - \$10.00 |
| 12/17/2013 | 13488 | \$9.9175 | \$9.805 - \$9.97 |
| 12/18/2013 | 4,685 | \$9.9210 | \$9.80 - \$10.02 |
| 12/19/2013 | 8,522 | \$9.8808 | \$9.80 - \$9.97  |
| 12/20/2013 | 9,593 | \$9.8789 | \$9.76 - \$9.92  |

(ii) The Joseph and Marie Field Family Environmental Foundation, a 501c(3) charitable foundation (see *Preliminary Note* ), sold 27,938 shares pursuant to a 10b5-1 Preset Diversification Program through a broker as follows:

| <b>Date of Sale</b> | <b>Number of Shares Sold</b> | <b>Weighted Average Sale Price Per Share(*)</b> | <b>Sale Price Range (*)</b> |
|---------------------|------------------------------|---|-----------------------------|
| 11/6/2013           | 3,248                        | \$9.5101  | \$9.50 - \$9.595            |
| 11/7/2013           | 1,599                        | \$9.5000  | \$9.50                      |
| 11/8/2013           | 3,018                        | \$9.5042  | \$9.50 - \$9.57             |
| 11/18/2013          | 4,645                        | \$9.5253  | \$9.50 - \$9.66             |
| 11/19/2013          | 2,319                        | \$9.5010  | \$9.50 - \$9.52             |
| 11/20/2013          | 79                           | \$9.5000  | \$9.50                      |
| 11/21/2013          | 10,310                       | \$9.5276  | \$9.50 - \$9.69             |
| 11/22/2013          | 2,720                        | \$9.5000  | \$9.50                      |

(iii) The Reporting Person is the sole trustee of a trust for the benefit of the sister of the Reporting Person's spouse (the **Trust** ). During the past sixty days, the Trust sold 7,000 shares pursuant to a 10b5-1 Preset Diversification Program through a broker as follows:

| <b>Date of Sale</b> | <b>Number of Shares Sold</b> | <b>Weighted Average Sale Price Per Share(*)</b> | <b>Sale Price Range (*)</b> |
|---------------------|------------------------------|---|-----------------------------|
| 11/6/2013           | 814                          | \$9.5101  | \$9.50 - \$9.595            |
| 11/7/2013           | 401                          | \$9.5000  | \$9.50                      |
| 11/8/2013           | 757                          | \$9.5043  | \$9.50 - \$9.57             |
| 11/18/2013          | 1,164                        | \$9.5253  | \$9.50 - \$9.66             |
| 11/19/2013          | 581                          | \$9.5010  | \$9.50 - \$9.52             |
| 11/20/2013          | 20                           | \$9.5000  | \$9.50                      |
| 11/21/2013          | 2,582                        | \$9.5276  | \$9.50 - \$9.69             |
| 11/22/2013          | 681                          | \$9.5000  | \$9.50                      |

(\*) Upon request, the Reporting Person will provide the Staff with full information regarding the number of shares sold at each separate price.

**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.

December 23, 2013  
Date

/s/ Joseph M. Field  
Signature

Joseph M. Field  
Name/Title