

BEASLEY BROADCAST GROUP INC
Form SC 13G/A
February 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Beasley Broadcast Group, Inc..

(Name of Issuer)

Class A Common Stock, par value \$.001 per share

(Title of Class of Securities)

074014101

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: BEASLEY BROADCAST GROUP INC - Form SC 13G/A

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 later 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 the Notes).

1. Name of Reporting Persons:

I.R.S. Identification Nos. of above persons.

Caroline Beasley

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

5. Sole Voting Power

Number of 852,636 (1)

Shares 6. Shared Voting Power

Beneficially

Owned By 766,669 (2)

Each 7. Sole Dispositive Power

Reporting

Person 852,636 (1)

With 8. Shared Dispositive Power

766,669 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,619,305

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

17.9% (3)

12. Type of Reporting Person

IN

- (1) Includes (i) 356,736 shares of Class A Common Stock issuable upon conversion on a one-for-one basis of 356,736 shares of Class B Common Stock beneficially owned by the Reporting Person; (ii) options to purchase 487,500 shares of Class A Common Stock beneficially owned by the Reporting Person; (iii) 2,000 shares of Class A Common Stock beneficially owned by the Reporting Person; (iv) 3,000 shares of Class A Common Stock owned by the Reporting Person's children which are beneficially owned by the Reporting Person; and (v) 3,400 shares of Class A Common Stock held by the George G. Beasley Florida Intangible Tax Trust dated November 15, 2002, Caroline Beasley as Trustee, beneficially owned by the Reporting Person.
- (2) Represents shares of Class A Common Stock issuable upon conversion on a one-for-one basis of shares of Class B Common Stock held by the George Beasley Estate Reduction Trust, of which the Reporting Person is a co-trustee.
- (3) The percentage of the Issuer's Class A Common Stock beneficially owned by the Reporting Person is based on 9,027,204 shares of Class A Common Stock outstanding, consisting of: (i) 7,416,299 shares of Class A Common Stock outstanding as of the date hereof; (ii) 356,736 shares of Class A Common Stock issuable upon conversion on a one-for-one basis of 356,736 shares of Class B Common Stock beneficially owned by the Reporting Person; (iii) 766,669 shares of Class A Common Stock issuable upon conversion on a one-for-one basis of 766,669 shares of Class B Common Stock held by the George Beasley Estate Reduction Trust beneficially owned by the Reporting Person; and (iv) 487,500 shares of Class A Common Stock issuable upon exercise of options to purchase 487,500 shares of Class A Common Stock beneficially owned by the Reporting Person.

Item 1. (a) Name of Issuer:

Beasley Broadcast Group, Inc.

(b) Address of Issuer's Principal Executive Offices:

3033 Riviera Drive, Suite 200; Naples, Florida 34103