

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. 033-17066

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

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)

1984 Non-Qualified Stock Option Plan  
(Full Title of Plan)

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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

Accelerated filer

Non accelerated filer

(Do not check if a smaller reporting company   
reporting company)



**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8 (Registration No. 033-17066) filed on September 8, 1987 and the Post-Effective Amendment No. 1 filed on September 22, 1988 (as amended, the "Registration Statement"), each by Dial Global, Inc. (the "Company"), which was formerly known as Westwood One, Inc.. The Registration Statement registered 750,000 shares of the Common Stock authorized for issuance pursuant to the potential exercise of stock options issued under the 1984 Non-Qualified Stock Option Plan (the "Plan").

This Post-Effective Amendment No. 2 hereby terminates the Registration Statement and removes from registration any securities registered thereby which remain unsold as of the date hereof.

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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. 2 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. 2 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 |