

Nimbus Atlas LLC
 Form 4
 December 19, 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

(Last) (First) (Middle)

399 PARK AVENUE, 16TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/17/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock, par value \$0.0000001 per share | 12/17/2018 | | P | | 54,000 | A | \$ 11 |
| | | | | | 1,618,273 | D | (1) |
| Class A Common Stock, par value \$0.0000001 per share | 12/17/2018 | | P | | 25,000 | A | \$ 10.73 |
| | | | | | 1,643,273 | D | (1) |

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| | | | | | | | | |
|--|------------|---|--------|---|-------------|-----------|------------------|-------------------------------|
| Class A Common Stock, par value \$0.0000001 per share | 12/17/2018 | P | 31,000 | A | \$ 10.48 | 1,674,273 | D ⁽¹⁾ | |
| Class A Common Stock, par value \$0.0000001 per share | | | | | | 2,297,359 | I | See Footnote <u>(2)</u> |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nimbus Atlas LLC 399 PARK AVENUE 16TH FLOOR NEW YORK, NY 10022 | | X | | |
| BRIGADE CAPITAL MANAGEMENT, LP 399 PARK AVENUE 16TH FLOOR | | X | | |

NEW YORK, NY 10022

MORGAN DONALD E III
 C/O BRIGADE CAPITAL MANAGEMENT, LP X
 399 PARK AVENUE, 16TH FLOOR
 NEW YORK, NY 10022

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

Signatures

Nimbus Atlas LLC, By: /s/ Donald E. Morgan, III, Managing Member of its Managing Member 12/19/2018

__Signature of Reporting Person Date

Brigade Capital Management, LP, By: /s/ Donald E. Morgan, III, Managing Member of its General Partner 12/19/2018

__Signature of Reporting Person Date

Donald E. Morgan, III, By: /s/ Donald E. Morgan, III 12/19/2018

__Signature of Reporting Person Date

Brigade Capital Management GP, LLC, By: /s/ Donald E. Morgan, III, Managing Member 12/19/2018

__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).

The reported securities are directly owned by Nimbus Atlas LLC (Nimbus) and may be deemed beneficially owned by Brigade Capital Management, LP, the managing member 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, each a Reporting Person.

(1) Nimbus, 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.

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 Management, LP, the managing member of Nimbus and the investment manager of 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, each a Reporting Person.

(2) Nimbus, 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.

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