

ENTERCOM COMMUNICATIONS CORP  
Form 8-K  
January 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 26, 2012

**ENTERCOM COMMUNICATIONS CORP.**

(Exact Name of Registrant as Specified in Charter)

**Pennsylvania**  
(State or Other Jurisdiction  
of Incorporation)

**001-14461**  
(Commission  
File Number)

**23-1701044**  
(I.R.S. Employer  
Identification No.)

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**401 City Avenue, Suite 809**

**Bala Cynwyd, Pennsylvania**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (610) 660-5610**

**19004**  
(Zip Code)

(Former Address of Principal Executive Offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On January 26, 2012, Entercom Communications Corp. issued a press release announcing the expiration of an exchange offer by its wholly owned subsidiary Entercom Radio, LLC for all of its 10 1/2% Senior Notes due 2019. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information in this Current Report on Form 8-K under this Item 7.01 and the Exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing. By filing this Current Report on Form 8-K and furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

**Item 9.01. Exhibits.**

(d) Exhibits

A list of exhibits is set forth in the Exhibit Index which immediately precedes such Exhibit and is incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Entercom Communications Corp.**

By: /s/ John C. Donlevie  
John C. Donlevie  
Executive Vice President and Secretary

Dated: January 27, 2012

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Title</b>
99.1	Entercom Communications Corp. s Press Release, issued January 26, 2012