

ENTERCOM COMMUNICATIONS CORP
Form SC TO-I/A
May 15, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO/A
(RULE 13e-4)
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR SECTION 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

ENTERCOM COMMUNICATIONS CORP.

(NAME OF SUBJECT COMPANY (ISSUER) AND FILING PERSON (OFFEROR))

**OPTIONS TO PURCHASE CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(TITLE OF CLASS OF SECURITIES)**

293639100

(CUSIP NUMBER OF CLASS OF SECURITIES)

JOHN C. DONLEVIE

**EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
ENTERCOM COMMUNICATIONS CORP.**

401 CITY AVENUE, SUITE 809

BALA CYNWYD, PENNSYLVANIA 19004

(610) 660-5610

**(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE
NOTICES AND COMMUNICATIONS ON BEHALF OF THE FILING PERSON)**

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

AMOUNT OF FILING FEE

\$895,789.64

\$49.99

* Calculated solely for purposes of determining the filing fee. This amount assumes that all eligible options to purchase the Class A common stock of Entercom Communications Corp. with an

exercise price of
\$11.80 or more
will be
exchanged for an
aggregate of
722,411
Restricted Stock
Units of
Entercom having
an aggregate
value of
\$895,789.64
based on the
average of the
high and low
prices of
Entercom
Class A common
stock on the New
York Stock
Exchange on of
April 3, 2009.
The amount of
the filing fee,
calculated in
accordance with
Rule 0-11(b) of
the Securities
Exchange Act of
1934, as
amended, equals
\$55.80 per
million dollars of
the value of the
transaction.

- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$49.99

Filing party: Entercom Communications Corp.

Form or Registration No: Schedule TO

Date Filed: April 13, 2009

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-3
- going private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer p

This Amendment No. 1 is a final amendment of the Tender Offer on Schedule TO (the **Schedule TO**) filed with the Securities and Exchange Commission on April 13, 2009 by Entercom Communications Corp. (the **Company**), relating to the offer by the Company to its eligible employees and non-employee directors to exchange certain outstanding stock options for restricted stock units of the Company on the terms and subject to the conditions set forth in an Offer to Exchange Certain Outstanding Options, dated April 13, 2009 (the **Offer to Exchange**). This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) of the Securities Exchange Act of 1934, as amended.

The information in the Offer to Exchange is incorporated in this Amendment by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information

Item 11(b) of the Schedule TO is hereby amended and supplemented by inserting the following:

The Offer to Exchange expired at 5:00 p.m., Eastern Time, on Thursday, May 14, 2009.

Pursuant to the Offer to Exchange, the Company has accepted for exchange all properly tendered and not validly withdrawn options eligible for the Offer to Exchange, which options represented the right to purchase an aggregate of 2,084,518 shares of the Company's Class A common stock. This number represents approximately 99.3% of the outstanding options eligible to be exchanged pursuant to the Offer to Exchange. Upon the terms and subject to the conditions of the Offer to Exchange, the Company will promptly issue an aggregate of 711,985 restricted stock units of the Company in exchange for such tendered options.

SIGNATURE

After due 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.

Dated: May 15, 2009

ENTERCOM COMMUNICATIONS
CORP.

By: /s/ Stephen F. Fisher

Name: Stephen F. Fisher

Title: Executive Vice President
Operations

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