

EMMIS COMMUNICATIONS CORP

Form 8-K

September 21, 2012

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

WASHINGTON, DC 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): September 19, 2012**

**EMMIS COMMUNICATIONS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Indiana**  
(State or Other Jurisdiction

of Incorporation)

**0-23264**  
(Commission

File Number)

**35-1542018**  
(IRS Employer

Identification No.)

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ONE EMMIS PLAZA, 40 MONUMENT CIRCLE,

SUITE 700, INDIANAPOLIS, INDIANA

(Address of Principal Executive Offices)

317-266-0100

46204

(Zip Code)

(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE

(Former Name or Former Address, if Changed Since Last Report)

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 8.01. Other Events.**

In order to comply with the terms of its senior credit agreement, Emmis Communications Corporation ( Emmis ) exercised its early termination option under the total return swap transactions that it had entered into with certain holders of 1,484,679 shares of its 6.25% Series A Non-Cumulative Convertible Preferred Stock (the Preferred Stock ). The termination was effective on September 19, 2012. As a result, the 1,484,679 shares of Preferred Stock return to the status of authorized but unissued shares, leaving 1,337,641 shares of Preferred Stock outstanding.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 21, 2012

EMMIS COMMUNICATIONS CORPORATION

By: /s/ J. Scott Enright  
Name: J. Scott Enright  
Title: Executive Vice President,

General Counsel and Secretary