

EMMIS COMMUNICATIONS CORP

Form 10-Q/A

May 14, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

AMENDMENT NO. 1

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED MAY 31, 2003

EMMIS COMMUNICATIONS CORPORATION

(Exact name of registrant as specified in its charter)

INDIANA

(State of incorporation or organization)

0-23264

(Commission file number)

35-1542018

(I.R.S. Employer Identification No.)

**ONE EMMIS PLAZA
40 MONUMENT CIRCLE
SUITE 700**

INDIANAPOLIS, INDIANA 46204

(Address of principal executive offices)

(317) 266-0100

(Registrants Telephone Number,
Including Area Code)

EMMIS OPERATING COMPANY

(Exact name of registrant as specified in its charter)

INDIANA

(State of incorporation or organization)

333-62172-13

(Commission file number)

35-2141064

(I.R.S. Employer Identification No.)

**ONE EMMIS PLAZA
40 MONUMENT CIRCLE
SUITE 700**

INDIANAPOLIS, INDIANA 46204

(Address of principal executive offices)

(317) 266-0100

(Registrants Telephone Number,
Including Area Code)

NOT APPLICABLE

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 126-2 of the Act).

Yes No

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The number of shares outstanding of each of Emmis Communications Corporation's classes of stock, as of July 7, 2003, was:

| | |
|------------|---|
| 49,336,383 | Shares of Class A Common Stock, \$.01 Par Value |
| 5,030,002 | Shares of Class B Common Stock, \$.01 Par Value |
| 0 | Shares of Class C Common Stock, \$.01 Par Value |

Emmis Operating Company had 1,000 shares of common stock outstanding as of July 7, 2003 and all of these shares are owned by Emmis Communications Corporation.

Explanatory Note:

This Amendment No. 1 to the Emmis Communication Corporation and Emmis Operating Company joint Quarterly Report on Form 10-Q for the period ended May 31, 2003 is being filed on Form 10-Q/A solely to provide further clarity and to ensure the completeness of the registrants' disclosure with respect to Item 4 Control and Procedures and to file revised certifications for the Principal Executive Officer and the Principal Financial Officer with respect to Section 302 of the Sarbanes-Oxley Act.

Except as noted above, the registrants' Quarterly Report on Form 10-Q for the period ended May 31, 2003, remains as originally filed with the Securities and Exchange Commission on July 15, 2003.

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PART I FINANCIAL INFORMATION

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this quarterly report, the registrant evaluated the effectiveness of the design and operation of its disclosure controls and procedures (Disclosure Controls). This evaluation (the Controls Evaluation) was performed under the supervision and with the participation of management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO).

Based upon the Controls Evaluation, our CEO and CFO concluded that as of May 31, 2003 our Disclosure Controls are effective to provide reasonable assurance that information relating to Emmis Communications Corporation and Subsidiaries that is required to be disclosed by us in the reports that we file or submit, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission s rules and forms and is accumulated and communicated to our management, including our CEO and CFO, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the fiscal quarter covered by this quarterly report, there were no changes in the registrants internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the registrants internal control over financial reporting.

It should be noted that any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system s objectives will be met.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

A. Exhibits

The following exhibits are being filed as part of this Quarterly Report on Form 10-Q/A:

- 31.1 Certification of Jeffrey H. Smulyan as Chairman of the Board, President and Chief Executive Officer of Emmis Communications Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Walter Z. Berger as Executive Vice President, Chief Financial Officer and Treasurer of Emmis Communications Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 Certification of Jeffrey H. Smulyan as Chairman of the Board, President and Chief Executive Officer of Emmis Operating Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4 Certification of Walter Z. Berger as Executive Vice President, Chief Financial Officer and Treasurer of Emmis Operating Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Jeffrey H. Smulyan as Chairman of the Board, President and Chief Executive Officer of Emmis Communications Corporation, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Walter Z. Berger as Executive Vice President and Chief Financial Officer of Emmis Communications Corporation, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.3 Certification of Jeffrey H. Smulyan as Chairman of the Board, President and Chief Executive Officer of Emmis Operating Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.4 Certification of Walter Z. Berger as Executive Vice President and Chief Financial Officer of Emmis Operating Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

B. Reports on Form 8-K

None.

Signatures

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

Emmis Communications Corporation

BY: /s/ WALTER Z. BERGER
Walter Z. Berger
Executive Vice President (Authorized
Corporate
Officer), Chief Financial Officer and
Treasurer

Date May 14, 2004

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

Emmis Opertaing Company

By: /s/ WALTER Z. BERGER
Walter Z. Berger
Executive Vice President (Authorized
Corporate
Officer), Chief Financial Officer and
Treasurer

Date: Date May 14, 2004