

REGISTRATION NO.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

SALEM COMMUNICATIONS CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<TABLE>			
<S>	DELAWARE	<C>	4832
	(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)		(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)
</TABLE>		<C>	77-0121400
			(I.R.S. EMPLOYER IDENTIFICATION NO.)

4880  
SANTA ROSA ROAD  
SUITE 300  
CAMARILLO, CALIFORNIA 93012  
(805) 987-0400

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICE)

JONATHAN L. BLOCK, ESQ.  
4880 SANTA ROSA ROAD  
SUITE 300  
CAMARILLO, CALIFORNIA 93012  
(805) 987-0400

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE)

WITH COPIES TO:

<TABLE>			
<S>	THOMAS D. MAGILL, ESQ. GIBSON, DUNN & CRUTCHER LLP 4 PARK PLAZA, SUITE 1400 IRVINE, CALIFORNIA 92614 (949) 451-3800	<C>	PETER J. LOUGHRAN, ESQ. DEBEVOISE & PLIMPTON 875 THIRD AVENUE NEW YORK, NEW YORK 10022 (212) 909-6000
</TABLE>			

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-76649

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. [ ]

CALCULATION OF REGISTRATION FEE

<TABLE>		
<S>	<C>	<C>

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1) (2)	AMOUNT OF REGISTRATION FEE
Class A common stock, \$.01 par value.....	\$17,350,000	\$4,825

</TABLE>

- (1) Includes shares subject to the Underwriters' over-allotment option.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

EXPLANATORY NOTE

This Registration Statement is being filed by Salem Communications Corporation (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the Registration Statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of Class A common stock being offered hereby and a related consent, and an accountants' consent. The Company hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-76649), as amended (including the exhibits thereto), declared effective on June 30, 1999 by the Securities and Exchange Commission (the "Commission").

CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on July 1, 1999), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) it will confirm receipt of such instructions by its bank during regular business hours on July 1, 1999.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Camarillo, California on June 30, 1999.

SALEM COMMUNICATIONS CORPORATION

By \_\_\_\_\_  
Edward G. Atsinger III  
President and Chief Executive  
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 30, 1999.

<TABLE>  
<CAPTION>

SIGNATURE	TITLE
_____ Edward G. Atsinger III	* President and Chief Executive Officer (Principal Executive Officer)
_____ Dirk Gastaldo	* Vice President and Chief Financial Officer (Principal Financial Officer)
_____ Eileen E. Hill	* Vice President and Controller (Principal Accounting Officer)
_____ Edward G. Atsinger III	* Director
_____ _____	* Director

Stuart W. Epperson

/s/ ERIC H. HALVORSON Director

Eric H. Halvorson

\* Director

Richard A. Riddle

\* Director

Roland S. Hinz

\* Director

Donald P. Hodel

\* Director

Joseph S. Schuchert

/s/ ERIC H. HALVORSON

Eric H. Halvorson  
Attorney-in-Fact

</TABLE>

\* Eric H. Halvorson, by signing his name hereto, does sign this document on behalf of each of the persons indicated above pursuant to powers of attorney duly executed by such persons and filed with the Securities and Exchange Commission.

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EXHIBIT INDEX

<TABLE>  
<CAPTION>

EXHIBIT  
NUMBER

EXHIBIT DESCRIPTION

<C>	<S>
5	Opinion of Gibson, Dunn & Crutcher LLP regarding the legality of the securities being registered.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Gibson, Dunn & Crutcher LLP (included in their opinion filed as Exhibit 5).
24	Powers of Attorney (filed as part of the Registration Statement on Form S-1 of the Company (File No. 333-76649) and incorporated herein by reference).

</TABLE>

June 30, 1999

(949) 451-3800

C 80253-00038

Salem Communications Corporation  
4880 Santa Rosa Road, Suite 300  
Camarillo, CA 93012

Ladies and Gentlemen :

We have acted as counsel to Salem Communications Corporation, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "1933 Act"), of the sale in an underwritten public offering of 6,720,000 authorized but unissued shares of the Class A Common Stock, \$0.01 par value (the "Common Stock"), of the Company (the "Company Shares"), and up to 2,940,000 shares of Common Stock issued to certain selling stockholders (the "Outstanding Shares"). We have previously delivered an opinion to you in connection with the Registration Statement on Form S-1, Registration No. 333-76649, as amended to date (the "Registration Statement"), for the sale of 6,000,000 shares of Common Stock of the Company Shares and up to 2,625,000 shares of Common Stock of the Outstanding Shares, such Registration Statement filed with the Securities and Exchange Commission (the "Commission") under the 1933 Act.

This opinion is delivered to you in connection with the additional Registration Statement on Form S-1, filed with the Commission on even date herewith (the "Additional Registration Statement") under Rule 462(b) promulgated under the 1933 Act, for the sale of 720,000 additional Company Shares and up to 315,000 additional Outstanding Shares.

In rendering the opinion set forth herein, we have made such investigations of fact and law, and examined such documents and instruments, or copies thereof established to our

Salem Communications Corporation  
June 30, 1999  
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satisfaction to be true and correct copies thereof, as we have deemed necessary under the circumstances.

Based upon the foregoing and such other examination of law and fact as we have deemed necessary, and in reliance thereon, we are of the opinion that, subject to such proceedings as are now contemplated being duly taken and completed by you prior to the issuance of the Company Shares, the issuance of an appropriate order by the Commission declaring the Registration Statement, as amended, effective, and the compliance with applicable state securities and "blue sky" laws, (i) the Company Shares have been duly authorized and will, upon sale and delivery thereof and receipt by the Company of full payment therefor as set forth in the Registration Statement and Additional Registration Statement, be validly issued, fully paid and nonassessable, and (ii) the Outstanding Shares are duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Additional Registration Statement and to the reference to this firm under the caption "Legal Matters" in the Prospectus which is a part of the Registration Statement and which is incorporated by reference into the Additional Registration Statement.

Very truly yours,

/s/ GIBSON, DUNN & CRUTCHER LLP

GIBSON, DUNN & CRUTCHER LLP

TDM/TJF/JDB

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement dated June 30, 1999 of the reference to our firm under the captions "Experts" and "Selected Financial Data" and to the use of our report dated March 24, 1999, except for Note 10, as to which the date is May 26, 1999, included in the Registration Statement Amendment No. 2 (Form S-1 No. 333-76649) and related Prospectus of Salem Communications Corporation for the registration of shares of its common stock.

Our audits also included the financial statement schedule of Salem Communications Corporation listed in Item 16(b) of the Registration Statement Amendment No. 2 (Form S-1 No. 333-76649). This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ ERNST & YOUNG LLP

Woodland Hills, California  
June 30, 1999