
**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): June 1, 2020

SALEM MEDIA GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)



Delaware
(State or Other Jurisdiction
of Incorporation)

000-26497
(Commission
File Number)

77-0121400
(IRS Employer
Identification No.)

4880 Santa Rosa Road, Camarillo, California
(Address of Principal Executive Offices)

93012
(Zip Code)

Registrant's telephone number, including area code: (805) 987-0400

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|-----------------------------------------------------|----------------------|----------------------------------------------|
| Class A Common Stock, \$0.01 par value per share | SALM | The NASDAQ Global Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On June 1, 2020, Salem Media Group, Inc. issued a press release regarding its results of operations for the quarter ended March 31, 2020.

ITEM 7.01 REGULATION FD DISCLOSURE

On June 1, 2020, Salem Media Group, Inc. issued a press release regarding its results of operations for the quarter ended March 31, 2020.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The following exhibit is furnished with this report on Form 8-K:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | <u>Press release, dated June 1, 2020, of Salem Media Group, Inc. regarding its results of operations for the quarter ended March 31, 2020.</u> |

SIGNATURE

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.

Date: June 1, 2020

SALEM MEDIA GROUP, INC.

/s/ Evan D. Masyr

Evan D. Masyr

Executive Vice President and Chief Financial Officer



**Salem Media Group, Inc. Announces First Quarter 2020
Total Revenue of \$58.3 Million**

CAMARILLO, CA June 1, 2020 – Salem Media Group, Inc. (Nasdaq: SALM) released its results for the three months ended March 31, 2020.

First Quarter 2020 Results

For the quarter ended March 31, 2020 compared to the quarter ended March 31, 2019:

Consolidated

- Total revenue decreased 3.7% to \$58.3 million from \$60.5 million;
- Total operating expenses increased 24.1% to \$76.3 million from \$61.5 million;
- Operating expenses, excluding gains or losses on the disposition of assets, stock-based compensation expense, changes in the estimated fair value of contingent earn-out consideration, impairments, depreciation expense and amortization expense (1) increased 3.4% to \$54.8 million from \$53.0 million;
- Operating loss decreased to \$18.0 million from \$1.0 million;
- Net (loss) was \$55.2 million, or \$2.07 net loss per share compared to net income of \$0.3 million, or \$0.01 net income per diluted share;
- EBITDA (1) decreased to \$(14.3) million from \$3.7 million;
- Adjusted EBITDA (1) decreased 55.0% to \$3.4 million from \$7.6 million; and
- Net cash used by operating activities decreased 13.8% to \$7.7 million from \$9.0 million.

Broadcast

- Net broadcast revenue decreased 2.0% to \$45.2 million from \$46.1 million;
- Station Operating Income (“SOI”) (1) decreased 18.6% to \$7.9 million from \$9.6 million;
- Same Station (1) net broadcast revenue increased 0.6% to \$44.3 million from \$44.0 million; and
- Same Station SOI (1) decreased 18.8% to \$8.0 million from \$9.9 million.

Digital Media

- Digital media revenue decreased 11.1% to \$9.1 million from \$10.2 million; and
- Digital Media Operating Income (1) decreased 64.3% to \$0.8 million from \$2.2 million.

Publishing

- Publishing revenue decreased 4.1% to \$4.0 million from \$4.1 million; and
- Publishing Operating Loss (1) increased 59.8% to \$1.1 million from \$0.7 million.

Included in the results for the quarter ended March 31, 2020 are:

- A \$17.3 million impairment charge (\$12.8 million, net of tax, or \$0.48 per share), of which \$0.3 million related to impairment of mastheads, and the remainder to broadcast licenses due to the financial impact of the COVID-19 pandemic;
- A \$0.3 million impairment charge (\$0.2 million, net of tax, or \$0.01 per share) related to the company’s goodwill.; and

- A \$0.1 million non-cash compensation charge (\$0.1 million, net of tax) related to the expensing of stock options.

Included in the results for the quarter ended March 31, 2019 are:

- A \$4.0 million (\$3.0 million, net of tax, or \$0.11 per share) net loss on the disposition of assets including a \$3.8 million estimated pre-tax loss for the sale of WSPZ-AM in Washington, D.C., a \$0.2 million pre-tax loss on the sale of Mike Turner's line of investment products and a \$0.2 million pre-tax loss on the sale of HumanEvents.com offset by a \$0.1 million pre-tax gain on the sale of Newport Natural Health;
- A \$0.4 million gain (\$0.3 million, net of tax, or \$0.01 per diluted share) on early redemption of long-term debt due to the repurchase of the company's 6.75% senior secured notes due 2024;
- A \$0.2 million one-time expense associated with the adoption of ASC 842 (\$0.1 million, net of tax) and
- A \$0.2 million non-cash compensation charge (\$0.1 million, net of tax) related to the expensing of stock options and restricted stock consisting of:
 - \$0.1 million non-cash compensation charge included in corporate expenses; and
 - the remaining \$0.1 million non-cash compensation charge included in broadcast, digital media and publishing operating expenses.

Per share numbers are calculated based on 26,683,363 diluted weighted average shares for the quarter ended March 31, 2020, and 26,193,307 diluted weighted average shares for the quarter ended March 31, 2019.

Balance Sheet

As of March 31, 2020, the company had \$216.3 million outstanding on the 6.75% senior secured notes due 2024 (the "Notes") and \$14.0 million outstanding on the Asset Based Revolving Credit Facility ("ABL Facility"). On April 7, 2020 the company amended its asset-based revolver to increase the amount available under the revolver from 85% of eligible receivables to 90%. In addition, the company extended the maturity date to March 1, 2024.

Acquisitions and Divestitures

The following transactions were completed since January 1, 2020:

- On April 6, 2020, the company closed on the sale of radio station WBZW-AM and an FM translator construction permit in Orlando, Florida, for \$0.2 million in cash.

Pending transactions:

- On February 5, 2020, we entered an APA with Word Broadcasting to sell radio stations WFIA-AM, WFIA-FM and WGTK-AM in Louisville, Kentucky for \$4.0 million with a \$250,000 credit applied to the sale price if closing occurs before March 31, 2020. Additionally, Word Broadcasting would receive a credit toward the purchase price of a sum equal to the monthly fees paid under the TBA that began in January 2017 for months 4-29 of the TBA and a sum equal to \$2,000 per month for each monthly fee payment for months 30 and thereafter of the TBA; and a credit of the \$450,000 option payment. We estimated the loss on sale to be approximately \$0.5 million net of tax if the sale closed by March 31, 2020 and \$0.3 million net of tax if the sale closes later. Due to changes in debt markets, the transaction was not funded and it is uncertain when or if the transaction will close.

Conference Call Information

Salem will host a teleconference to discuss its results on June 1, 2020 at 2:00 p.m. Pacific Time. To access the teleconference, please dial (877) 524-8416, and then ask to be joined into the Salem Media Group First Quarter 2020 call or listen via the investor relations portion of the company's website, located at investor.salemmmedia.com. A replay of the teleconference will be available through June 15, 2020 and can be heard by dialing (877) 660-6853, passcode 13704689 or on the investor relations portion of the company's website, located at investor.salemmmedia.com.

Follow us on Twitter @SalemMediaGrp.

A reconciliation of non-GAAP operating expenses, excluding gains or losses on the disposition of assets, stock-based compensation expense, changes in the estimated fair value of contingent earn-out consideration, impairments, depreciation expense and amortization expense to the most directly comparable GAAP measure is not available without unreasonable efforts on a forward-looking basis due to the potential high variability, complexity and low visibility with respect to the charges excluded from this non-GAAP financial measure, in particular, the change in the estimated fair value of earn-out consideration, impairments and gains or losses from the disposition of fixed assets. The company expects the variability of the above charges may have a significant, and potentially unpredictable, impact on its future GAAP financial results.

About Salem Media Group, Inc.

Salem Media Group is America's leading multimedia company specializing in Christian and conservative content, with media properties comprising radio, digital media and book and newsletter publishing. Each day Salem serves a loyal and dedicated audience of listeners and readers numbering in the millions nationally. With its unique programming focus, Salem provides compelling content, fresh commentary and relevant information from some of the most respected figures across the Christian and conservative media landscape. Learn more about Salem Media Group, Inc., at www.salemma.com, Facebook and Twitter (@SalemMediaGrp).

Company Contact:

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Financial Officer
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Forward-Looking Statements

Statements used in this press release that relate to future plans, events, financial results, prospects or performance are forward-looking statements as defined under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those anticipated as a result of certain risks and uncertainties, including but not limited to the ability of Salem to close and integrate announced transactions, market acceptance of Salem's radio station formats, competition from new technologies, adverse economic conditions, and other risks and uncertainties detailed from time to time in Salem's reports on Forms 10-K, 10-Q, 8-K and other filings filed with or furnished to the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Salem undertakes no obligation to update or revise any forward-looking statements to reflect new information, changed circumstances or unanticipated events.

(1) Regulation G

Management uses certain non-GAAP financial measures defined below in communications with investors, analysts, rating agencies, banks and others to assist such parties in understanding the impact of various items on its financial statements. The company uses these non-GAAP financial measures to evaluate financial results, develop budgets, manage expenditures and as a measure of performance under compensation programs.

The company's presentation of these non-GAAP financial measures should not be considered as a substitute for or superior to the most directly comparable financial measures as reported in accordance with GAAP.

Regulation G defines and prescribes the conditions under which certain non-GAAP financial information may be presented in this earnings release. The company closely monitors EBITDA, Adjusted EBITDA, Station Operating Income ("SOI"), Same Station net broadcast revenue, Same Station broadcast operating expenses, Same Station Operating Income, Digital Media Operating Income, Publishing Operating Income (Loss), and operating expenses excluding gains or losses on the disposition of assets, stock-based compensation, changes in the estimated fair value of contingent earn-out consideration, impairments, depreciation and amortization, all of which are non-GAAP financial measures. The company believes that these non-GAAP financial measures provide useful

information about its core operating results, and thus, are appropriate to enhance the overall understanding of its financial performance. These non-GAAP financial measures are intended to provide management and investors a more complete understanding of its underlying operational results, trends and performance.

The company defines Station Operating Income (“SOI”) as net broadcast revenue minus broadcast operating expenses. The company defines Digital Media Operating Income as net Digital Media Revenue minus Digital Media Operating Expenses. The company defines Publishing Operating Income (Loss) as net Publishing Revenue minus Publishing Operating Expenses. The company defines EBITDA as net income before interest, taxes, depreciation, and amortization. The company defines Adjusted EBITDA as EBITDA before gains or losses on the disposition of assets, before changes in the estimated fair value of contingent earn-out consideration, before impairments, before net miscellaneous income and expenses, before gain on bargain purchase, before (gain) loss on early retirement of long-term debt and before non-cash compensation expense. SOI, Digital Media Operating Income, Publishing Operating Income (Loss), EBITDA and Adjusted EBITDA are commonly used by the broadcast and media industry as important measures of performance and are used by investors and analysts who report on the industry to provide meaningful comparisons between broadcasters. SOI, Digital Media Operating Income, Publishing Operating Income (Loss), EBITDA and Adjusted EBITDA are not measures of liquidity or of performance in accordance with GAAP and should be viewed as a supplement to and not a substitute for or superior to its results of operations and financial condition presented in accordance with GAAP. The company’s definitions of SOI, Digital Media Operating Income, Publishing Operating Income (Loss), EBITDA and Adjusted EBITDA are not necessarily comparable to similarly titled measures reported by other companies.

The company defines Adjusted Free Cash Flow as Adjusted EBITDA less cash paid for capital expenditures, less cash paid for income taxes, and less cash paid for interest. The company considers Adjusted Free Cash Flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by its operations after cash paid for capital expenditures, cash paid for income taxes and cash paid for interest. A limitation of Adjusted Free Cash Flow as a measure of liquidity is that it does not represent the total increase or decrease in its cash balance for the period. The company uses Adjusted Free Cash Flow, a non-GAAP liquidity measure, both in presenting its results to stockholders and the investment community, and in its internal evaluation and management of the business. The company’s presentation of Adjusted Free Cash Flow is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. The company’s definition of Adjusted Free Cash Flow is not necessarily comparable to similarly titled measures reported by other companies.

The company defines Same Station net broadcast revenue as broadcast revenue from its radio stations and networks that the company owns or operates in the same format on the first and last day of each quarter, as well as the corresponding quarter of the prior year. The company defines Same Station broadcast operating expenses as broadcast operating expenses from its radio stations and networks that the company owns or operates in the same format on the first and last day of each quarter, as well as the corresponding quarter of the prior year. The company defines Same Station SOI as Same Station net broadcast revenue less Same Station broadcast operating expenses. Same Station operating results include those stations that the company owns or operates in the same format on the first and last day of each quarter, as well as the corresponding quarter of the prior year. Same Station operating results for a full calendar year are calculated as the sum of the Same

Station-results for each of the four quarters of that year. The company uses Same Station operating results, a non-GAAP financial measure, both in presenting its results to stockholders and the investment community, and in its internal evaluations and management of the business. The company believes that Same Station operating results provide a meaningful comparison of period over period performance of its core broadcast operations as this measure excludes the impact of new stations, the impact of stations the company no longer owns or operates, and the impact of stations operating under a new programming format. The company's presentation of Same Station operating results are not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. The company's definition of Same Station operating results is not necessarily comparable to similarly titled measures reported by other companies.

For all non-GAAP financial measures, investors should consider the limitations associated with these metrics, including the potential lack of comparability of these measures from one company to another.

The Supplemental Information tables that follow the condensed consolidated financial statements provide reconciliations of the non-GAAP financial measures that the company uses in this earnings release to the most directly comparable measures calculated in accordance with GAAP. The company uses non-GAAP financial measures to evaluate financial performance, develop budgets, manage expenditures, and determine employee compensation. The company's presentation of this additional information is not to be considered as a substitute for or superior to the directly comparable measures as reported in accordance with GAAP.

Salem Media Group, Inc.
Condensed Consolidated Statements of Operations
(in thousands, except share and per share data)

| | Three Months Ended | |
|------------------------------------------------------------------------------|--------------------|--------------------|
| | March 31, | |
| | 2019 | 2020 |
| | <i>(Unaudited)</i> | |
| Net broadcast revenue | \$ 46,093 | \$ 45,180 |
| Net digital media revenue | 10,240 | 9,104 |
| Net publishing revenue | 4,136 | 3,966 |
| Total revenue | <u>60,469</u> | <u>58,250</u> |
| Operating expenses: | | |
| Broadcast operating expenses | 36,449 | 37,327 |
| Digital media operating expenses | 8,058 | 8,326 |
| Publishing operating expenses | 4,822 | 5,062 |
| Unallocated corporate expenses | 3,871 | 4,210 |
| Change in the estimated fair value of contingent earn-out consideration | — | (5) |
| Impairment of indefinite-lived long-term assets other than goodwill | — | 17,254 |
| Impairment of goodwill | — | 307 |
| Depreciation and amortization | 4,229 | 3,700 |
| Net (gain) loss on the disposition of assets | 4,024 | 79 |
| Total operating expenses | <u>61,453</u> | <u>76,260</u> |
| Operating loss | (984) | (18,010) |
| Other income (expense): | | |
| Interest income | 1 | — |
| Interest expense | (4,425) | (4,032) |
| Gain on early retirement of long-term debt | 426 | 49 |
| Net miscellaneous income and (expenses) | 1 | (52) |
| Net loss before income taxes | (4,981) | (22,045) |
| Provision for (benefit from) income taxes | (5,303) | 33,159 |
| Net income (loss) | <u>\$ 322</u> | <u>\$ (55,204)</u> |
| Basic earnings (loss) per share Class A and Class B common stock | \$ 0.01 | \$ (2.07) |
| Diluted earnings (loss) per share Class A and Class B common stock | \$ 0.01 | \$ (2.07) |
| Basic weighted average Class A and Class B common stock shares outstanding | <u>26,186,112</u> | <u>26,683,363</u> |
| Diluted weighted average Class A and Class B common stock shares outstanding | <u>26,193,307</u> | <u>26,683,363</u> |

Salem Media Group, Inc.
Condensed Consolidated Balance Sheets
(in thousands)

| | <u>December 31, 2019</u> | <u>March 31, 2020</u> <i>(Unaudited)</i> |
|-----------------------------------------------------------------|--------------------------|---------------------------------------------|
| Assets | | |
| Cash | \$ 6 | \$ 1,253 |
| Trade accounts receivable, net | 30,824 | 26,862 |
| Other current assets | 10,893 | 11,173 |
| Property and equipment, net | 87,673 | 86,630 |
| Operating and financing lease right-of-use assets | 54,730 | 52,586 |
| Intangible assets, net | 369,216 | 350,668 |
| Deferred financing costs | 224 | 183 |
| Other assets | 4,864 | 5,308 |
| Total assets | <u>\$ 558,430</u> | <u>\$ 534,663</u> |
| Liabilities and Stockholders' Equity | | |
| Current liabilities | \$ 53,134 | \$ 57,834 |
| Long-term debt | 216,468 | 213,212 |
| Operating and financing lease liabilities, less current portion | 54,174 | 51,668 |
| Deferred income taxes | 38,778 | 71,862 |
| Other liabilities | 6,213 | 6,192 |
| Stockholders' Equity | 189,663 | 133,895 |
| Total liabilities and stockholders' equity | <u>\$ 558,430</u> | <u>\$ 534,663</u> |

SALEM MEDIA GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Dollars in thousands, except share and per share data)

| | Class A Common Stock | | Class B Common Stock | | Additional Paid-In Capital | Accumulated Earnings (Deficit) | Treasury Stock | Total |
|---------------------------------------------|------------------------------------------------|-------------------|-------------------------|------------------|----------------------------------|--------------------------------------|-------------------|-------------------|
| | Shares | Amount | Shares | Amount | | | | |
| | Stockholders' equity, December 31, 2019 | <u>23,447,317</u> | <u>\$ 227</u> | <u>5,553,696</u> | | | | |
| Stock-based compensation | — | — | — | — | 103 | — | — | 103 |
| Options exercised | — | — | — | — | — | — | — | — |
| Lapse of restricted shares | — | — | — | — | — | — | — | — |
| Cash distributions | — | — | — | — | — | (667) | — | (667) |
| Net loss | — | — | — | — | — | (55,204) | — | (55,204) |
| Stockholders' equity, March 31, 2020 | <u>23,447,317</u> | <u>\$ 227</u> | <u>5,553,696</u> | <u>\$ 56</u> | <u>\$ 246,783</u> | <u>\$ (79,165)</u> | <u>\$(34,006)</u> | <u>\$ 133,895</u> |
| Distributions per share | <u>\$ 0.025</u> | | <u>\$ 0.025</u> | | | | | |

| | Class A Common Stock | | Class B Common Stock | | Additional Paid-In Capital | Accumulated Earnings (Deficit) | Treasury Stock | Total |
|---------------------------------------------|------------------------------------------------|-------------------|-------------------------|------------------|----------------------------------|--------------------------------------|-------------------|-------------------|
| | Shares | Amount | Shares | Amount | | | | |
| | Stockholders' equity, December 31, 2018 | <u>22,950,066</u> | <u>\$ 227</u> | <u>5,553,696</u> | | | | |
| Stock-based compensation | — | — | — | — | 176 | — | — | 176 |
| Cash distributions | — | — | — | — | — | (1,702) | — | (1,702) |
| Net income | — | — | — | — | — | 322 | — | 322 |
| Stockholders' equity, March 31, 2019 | <u>22,950,066</u> | <u>\$ 227</u> | <u>5,553,696</u> | <u>\$ 56</u> | <u>\$ 245,396</u> | <u>\$ 8,992</u> | <u>\$(34,006)</u> | <u>\$ 220,665</u> |
| Distributions per share | <u>\$ 0.065</u> | | <u>\$ 0.065</u> | | | | | |

SALEM MEDIA GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

| | Three Months Ended | |
|--------------------------------------------------------------------------------------------|--------------------|-----------------|
| | March 31, | |
| | 2019 | 2020 |
| OPERATING ACTIVITIES | | |
| Net income (loss) | \$ 322 | \$(55,204) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Non-cash stock-based compensation | 176 | 103 |
| Depreciation and amortization | 4,229 | 3,700 |
| Amortization of deferred financing costs | 258 | 227 |
| Non-cash lease expense | 2,267 | 2,252 |
| Accretion of acquisition-related deferred payments and contingent consideration | 1 | — |
| Provision for bad debts | 320 | 1,900 |
| Deferred income taxes | (5,304) | 33,084 |
| Change in the estimated fair value of contingent earn-out consideration | — | (5) |
| Impairment of indefinite-lived long-term assets other than goodwill | — | 17,254 |
| Impairment of goodwill | — | 307 |
| Gain on early retirement of long-term debt | (426) | (49) |
| Net (gain) loss on the disposition of assets | 4,024 | 79 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable and unbilled revenue | 1,758 | 2,419 |
| Inventories | (256) | 70 |
| Prepaid expenses and other current assets | 1,387 | (587) |
| Accounts payable and accrued expenses | 3,449 | 4,478 |
| Operating lease liabilities | (3,458) | (2,407) |
| Contract liabilities | 133 | 133 |
| Deferred rent income | (43) | (84) |
| Other liabilities | — | 6 |
| Income taxes payable | — | — |
| | <u>130</u> | <u>57</u> |
| Net cash provided by operating activities | <u>8,967</u> | <u>7,733</u> |
| INVESTING ACTIVITIES | | |
| Cash paid for capital expenditures net of tenant improvement allowances | (2,404) | (1,587) |
| Capital expenditures reimbursable under tenant improvement allowances and trade agreements | — | (84) |
| Purchases of digital media businesses and assets | (100) | — |
| Proceeds from sale of assets | 1,255 | 2 |
| Other | (139) | (428) |
| Net cash used in investing activities | <u>(1,388)</u> | <u>(2,097)</u> |
| FINANCING ACTIVITIES | | |
| Payments to repurchase 6.75% Senior Secured Notes | (6,123) | (3,392) |
| Proceeds from borrowings under ABL Facility | 22,189 | 33,319 |
| Payments on ABL Facility | (25,849) | (31,745) |
| Refund (payments) of debt issuance costs | (13) | (1) |
| Payments on financing lease liabilities | (21) | (18) |
| Payment of cash distribution on common stock | (1,702) | (667) |
| Book overdraft | 3,827 | (1,885) |
| Net cash used in financing activities | <u>(7,692)</u> | <u>(4,389)</u> |
| Net increase (decrease) in cash and cash equivalents | (113) | 1,247 |
| Cash and cash equivalents at beginning of year | 117 | 6 |
| Cash and cash equivalents at end of period | <u>\$ 4</u> | <u>\$ 1,253</u> |

Salem Media Group, Inc.
Supplemental Information

(in thousands)

| | Three Months Ended | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------|
| | March 31, | |
| | 2019 | 2020 |
| | <i>(Unaudited)</i> | |
| Reconciliation of Total Operating Expenses to Operating Expenses excluding Gains or Losses on the disposition of assets, Stock-based Compensation Expense, Changes in the Estimated Fair Value of Contingent Earn-out Consideration, Impairments and Depreciation and Amortization Expense (Recurring Operating Expenses) | | |
| Operating Expenses | \$61,453 | \$ 76,260 |
| Less depreciation and amortization expense | (4,229) | (3,700) |
| Less change in estimated fair value of contingent earn-out consideration | — | 5 |
| Less impairment of indefinite-lived long-term assets other than goodwill | — | (17,254) |
| Less impairment of goodwill | — | (307) |
| Less net (gain) loss on the disposition of assets | (4,024) | (79) |
| Less stock-based compensation expense | (176) | (103) |
| Total Recurring Operating Expenses | <u>\$53,024</u> | <u>\$ 54,822</u> |
| Reconciliation of Net Broadcast Revenue to Same Station Net Broadcast Revenue | | |
| Net broadcast revenue | \$46,093 | \$ 45,180 |
| Net broadcast revenue – acquisitions | — | — |
| Net broadcast revenue – dispositions | (1,457) | (24) |
| Net broadcast revenue – format change | (592) | (845) |
| Same Station net broadcast revenue | <u>\$44,044</u> | <u>\$ 44,311</u> |
| Broadcast operating expenses | \$36,449 | \$ 37,327 |
| Broadcast operating expenses – acquisitions | — | (1) |
| Broadcast operating expenses – dispositions | (1,659) | (83) |
| Broadcast operating expenses – format change | (646) | (969) |
| Same Station broadcast operating expenses | <u>\$34,144</u> | <u>\$ 36,274</u> |
| Reconciliation of SOI to Same Station SOI | | |
| Station Operating Income | \$ 9,644 | \$ 7,853 |
| Station operating loss – acquisitions | — | 1 |
| Station operating loss – dispositions | 202 | 59 |
| Station operating loss – format change | 54 | 124 |
| Same Station - Station Operating Income | <u>\$ 9,900</u> | <u>\$ 8,037</u> |

Salem Media Group, Inc.
Supplemental Information
(in thousands)

| | Three Months Ended | |
|--------------------------------------------------------------------------------------------------------------|---------------------------|-------------------|
| | March 31, | |
| | 2019 | 2020 |
| | <i>(Unaudited)</i> | |
| Calculation of Station Operating Income, Digital Media Operating Income and Publishing Operating Loss | | |
| Net broadcast revenue | \$ 46,093 | \$ 45,180 |
| Less broadcast operating expenses | (36,449) | (37,327) |
| Station Operating Income | <u>\$ 9,644</u> | <u>\$ 7,853</u> |
| Net digital media revenue | \$ 10,240 | \$ 9,104 |
| Less digital media operating expenses | (8,058) | (8,326) |
| Digital Media Operating Income | <u>\$ 2,182</u> | <u>\$ 778</u> |
| Net publishing revenue | \$ 4,136 | \$ 3,966 |
| Less publishing operating expenses | (4,822) | (5,062) |
| Publishing Operating Loss | <u>\$ (686)</u> | <u>\$ (1,096)</u> |

The company defines EBITDA (1) as net income before interest, taxes, depreciation, and amortization. The table below presents a reconciliation of EBITDA (1) to Net Income (Loss), the most directly comparable GAAP measure. EBITDA (1) is a non-GAAP financial performance measure that is not to be considered a substitute for or superior to the directly comparable measures reported in accordance with GAAP. The company defines Adjusted EBITDA (1) as EBITDA (1) before gains or losses on the disposition of assets, before changes in the estimated fair value of contingent earn-out consideration, before impairments, before net miscellaneous income and expenses, before (gain) loss on early retirement of long-term debt and before non-cash compensation expense. The table below presents a reconciliation of Adjusted EBITDA (1) to Net Income (Loss), the most directly comparable GAAP measure. Adjusted EBITDA (1) is a non-GAAP financial performance measure that is not to be considered a substitute for or superior to the directly comparable measures reported in accordance with GAAP.

Salem Media Group, Inc.
Supplemental Information
(in thousands)

| | Three Months Ended | |
|------------------------------------------------------------------------------|--------------------|-------------------|
| | March 31, | |
| | 2019 | 2020 |
| | <i>(Unaudited)</i> | |
| Net income (loss) | \$ 322 | \$(55,204) |
| Plus interest expense, net of capitalized interest | 4,425 | 4,032 |
| Plus provision for (benefit from) income taxes | (5,303) | 33,159 |
| Plus depreciation and amortization | 4,229 | 3,700 |
| Less interest income | (1) | — |
| EBITDA | <u>\$ 3,672</u> | <u>\$(14,313)</u> |
| Less net (gain) loss on the disposition of assets | 4,024 | 79 |
| Less change in the estimated fair value of contingent earn-out consideration | — | (5) |
| Plus impairment of indefinite-lived long-term assets other than goodwill | — | 17,254 |
| Plus impairment of goodwill | — | 307 |
| Plus gain on early retirement of long-term debt | (426) | (49) |
| Plus net miscellaneous income and expenses | (1) | 52 |
| Plus non-cash stock-based compensation | 176 | 103 |
| Plus ASC 842 lease adoption | 171 | — |
| Adjusted EBITDA | <u>\$ 7,616</u> | <u>\$ 3,428</u> |

The company defines Adjusted Free Cash Flow (1) as Adjusted EBITDA (1) less cash paid for capital expenditures, less cash paid for income taxes, and less cash paid for interest. The company considers Adjusted Free Cash Flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by its operations after cash paid for capital expenditures, cash paid for income taxes and cash paid for interest. A limitation of Adjusted Free Cash Flow as a measure of liquidity is that it does not represent the total increase or decrease in its cash balance for the period. The company uses Adjusted Free Cash Flow, a non-GAAP liquidity measure, both in presenting its results to stockholders and the investment community, and in its internal evaluation and management of the business. The company's presentation of Adjusted Free Cash Flow is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. The company's definition of Adjusted Free Cash Flow is not necessarily comparable to similarly titled measures reported by other companies.

The table below presents a reconciliation of Adjusted Free Cash Flow to net cash provided by operating activities, the most directly comparable GAAP measure. Adjusted Free Cash Flow is a non-GAAP liquidity measure that is not to be considered a substitute for or superior to the directly comparable measures reported in accordance with GAAP.

Salem Media Group, Inc.
Supplemental Information
(in thousands)

| | Three Months Ended | |
|------------------------------------------------------------------------------------------|--------------------|-------------|
| | March 31, | |
| | 2019 | 2020 |
| | <i>(Unaudited)</i> | |
| Net cash provided by operating activities | \$ 8,967 | \$ 7,733 |
| Non-cash stock-based compensation | (176) | (103) |
| Depreciation and amortization | (4,229) | (3,700) |
| Amortization of deferred financing costs | (258) | (227) |
| Non-cash lease expense | (2,267) | (2,252) |
| Accretion of acquisition-related deferred payments and contingent earn-out consideration | (1) | — |
| Provision for bad debts | (320) | (1,900) |
| Deferred income taxes | 5,304 | (33,084) |
| Change in the estimated fair value of contingent earn-out consideration | — | 5 |
| Impairment of indefinite-lived long-term assets other than goodwill | — | (17,254) |
| Impairment of goodwill | — | (307) |
| Net (gain) loss on the disposition of assets | (4,024) | (79) |
| Gain on early retirement of long-term debt | 426 | 49 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable and unbilled revenue | (1,758) | (2,419) |
| Inventories | 256 | (70) |
| Prepaid expenses and other current assets | (1,387) | 587 |
| Accounts payable and accrued expenses | (3,449) | (4,478) |
| Contract liabilities | (133) | (133) |
| Operating lease liabilities (deferred rent) | 3,458 | 2,407 |
| Deferred rent income | 43 | 84 |
| Other liabilities | — | (6) |
| Income taxes payable | (130) | (57) |
| Net income (loss) | \$ 322 | \$ (55,204) |
| Plus interest expense, net of capitalized interest | 4,425 | 4,032 |
| Plus provision for (benefit from) income taxes | (5,303) | 33,159 |
| Plus depreciation and amortization | 4,229 | 3,700 |
| Less interest income | (1) | — |
| EBITDA | \$ 3,672 | \$ (14,313) |
| Plus net (gain) loss on the disposition of assets | 4,024 | 79 |
| Plus change in the estimated fair value of contingent earn-out consideration | — | (5) |
| Plus impairment of indefinite-lived long-term assets other than goodwill | — | 17,254 |
| Plus impairment of goodwill | — | 307 |
| Plus gain on early retirement of long-term debt | (426) | (49) |
| Plus net miscellaneous income and expenses | (1) | 52 |
| Plus non-cash stock-based compensation | 176 | 103 |
| Plus ASC 842 lease adoption | 171 | — |
| Adjusted EBITDA | \$ 7,616 | \$ 3,428 |
| Less net cash paid for capital expenditures (1) | (2,404) | (1,587) |
| Plus cash received (paid) for taxes | 130 | (18) |
| Less cash paid for interest, net of capitalized interest | (303) | (165) |
| Adjusted Free Cash Flow | \$ 5,039 | \$ 1,658 |

- (1) Net cash paid for capital expenditures reflects actual cash payments net of cash reimbursements under tenant improvement allowances and net of property and equipment acquired in trade transactions.

| <u>Selected Debt Data</u> | <u>Outstanding at March 31, 2020</u> | <u>Applicable Interest Rate</u> |
|-------------------------------------------|----------------------------------------------|-------------------------------------|
| Senior Secured Notes due 2024 (1) | \$216,341,000 | 6.75% |
| Asset-based revolving credit facility (2) | \$ 14,000,000 | 2.71% |

- (1) \$216.3 million notes with semi-annual interest payments at an annual rate of 6.75%.
- (2) Outstanding borrowings under the ABL Facility, with interest payments due at LIBOR plus 1.5% to 2.0% per annum or prime rate plus 0.5% to 1.0% per annum.