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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule §240.14a-12

SALEM MEDIA GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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SALEM MEDIA GROUP, INC.
ATTN: LEGAL DEPARTMENT
6400 NORTH BELT LINE ROAD
IRVING, TX 75063

V01112-P86736

Your **Vote** Counts!

SALEM MEDIA GROUP, INC.

2023 Annual Meeting

Vote by May 16, 2023 11:59 PM ET. For shares held in a Plan, Vote by May 14, 2023 11:59 PM ET.



You invested in SALEM MEDIA GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 17, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 3, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 17, 2023
11:30 a.m. CDT

www.virtualshareholdermeeting.com/SALM2023

*Please check the meeting materials for any special requirements for meeting attendance.

Vote at www.ProxyVote.com

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. The election of the seven (7) nominees named in the accompanying Proxy Statement to the Board of Directors to serve until the next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified. Nominees:	
1a. Edward G. Atsinger III	☑ For
1b. Richard A. Riddle†	☑ For
1c. Eric H. Halvorson†	☑ For
1d. Heather W. Grizzle	☑ For
1e. Stuart W. Epperson, Jr.	☑ For
1f. Edward C. Atsinger	☑ For
1g. Jacki L. Pick	☑ For
2. Ratification of the appointment of Moss Adams LLP as the Company's independent registered accounting firm.	☑ For
3. Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation.	☑ For
NOTE: At their discretion, the proxies are authorized to consider and vote upon such other business as may properly come before the meeting or any adjournment thereof.	
†The holders of Salem's Class A common stock are entitled to vote on the election of the two additional nominees as independent directors, Messrs. Riddle and Halvorson.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".

Your **Vote** Counts!

SALEM MEDIA GROUP, INC.

2023 Annual Meeting

Vote by May 16, 2023

11:59 PM ET



V01116-P86617

You invested in SALEM MEDIA GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 17, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 3, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



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This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

SALEM MEDIA GROUP, INC.

2023 Annual Meeting
Vote by May 16, 2023
11:59 PM ET

Voting Items	Board Recommends
1. The election of the five (5) nominees named in the accompanying Proxy Statement to the Board of Directors to serve until the next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified. Nominees:	
1a. Edward G. Atsinger III	☑ For
1b. Heather W. Grizzle	☑ For
1c. Stuart W. Epperson, Jr.	☑ For
1d. Edward C. Atsinger	☑ For
1e. Jacki L. Pick	☑ For
2. Ratification of the appointment of Moss Adams LLP as the Company's independent registered accounting firm.	☑ For
3. Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation.	☑ For
NOTE: At their discretion, the proxies are authorized to consider and vote upon such other business as may properly come before the meeting or any adjournment thereof.	