

**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): December 22, 2023

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.)

6400 NORTH BELT LINE ROAD
IRVING, TEXAS
(Address of Principal Executive Offices)

75063
(Zip Code)

Registrant's telephone number, including area code: (469) 586-0080

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))

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 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 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING

On December 29, 2023, Salem Media Group, Inc. (the “Corporation”), notified the Nasdaq Stock Market LLC (“Nasdaq”) of the Corporation’s decision to voluntarily delist its Class A Common Stock, par value \$0.01 per share (the “Class A Common Stock”) from the Nasdaq Global Market and its intent to file a Form 25 with the U.S. Securities and Exchange Commission (the “SEC”) on or about January 8, 2024 to effect such delisting and to deregister its Class A Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As a result, the Corporation expects the delisting of its Class A Common Stock to become effective on or about January 18, 2024.

As previously noted in the Corporation’s Current Report on Form 8-K filed with the SEC on June 23, 2023, the Corporation had received written notice from Nasdaq that the Corporation was not in compliance with the minimum bid price required for continued listing on the Nasdaq Global Market under Nasdaq Listing Rule 5450(a)(1) based upon the closing bid price of the Class A Common Stock for the 30 consecutive business days prior to the date of the notice.

On December 22, 2023, the Corporation received written notice from Nasdaq notifying the Corporation that it has not regained compliance with Nasdaq Listing Rule 5450(a)(1) and that the Class A Common Stock is subject to delisting from Nasdaq and is scheduled for delisting at the opening of business on January 3, 2024, and that a Form 25-NSE will be filed with the SEC, unless the Corporation (i) submits an on-line application to transfer its Class A Common Stock to The Nasdaq Capital Market by December 29, 2023, or (ii) appeals such determination by requesting a hearing to the Nasdaq Hearings Panel (the “Panel”), pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 Series, and submits a non-refundable hearing request fee.

On December 26, 2023, the Corporation submitted a hearing request to stay the suspension of the Corporation’s Class A Common Stock and the filing of the Form 25-NSE pending the Panel’s decision.

However, subsequent to submitting the hearing request, on December 26, 2023, after careful evaluation of the options available to the Corporation, the Corporation’s board of directors (the “Board”) determined to accept and implement the recommendation of the Special Committee (as defined below) that the voluntary delisting of the Corporation’s Class A Common Stock from Nasdaq is in the best interests of the Corporation and its stockholders.

The Board had previously established a special committee of independent members of the Board (the “Special Committee”) to, among other things, (i) review and analyze the benefits and costs, and the advantages and risks, associated with the possible deregistration and delisting of the Class A Common Stock, (ii) review the legal steps and related disclosures required to effect the deregistration and delisting of the Class A Common Stock, (iii) analyze the impact of the deregistration and delisting of the Class A Common Stock on the Corporation’s financial position and ability to raise capital, (iv) assess the impact of the deregistration and delisting of the Class A Common Stock on the Corporation’s relationship with various constituents, including its stockholders, lenders, customers, vendors and strategic partners, and (v) take any other actions in connection with the foregoing not expressly prohibited by applicable law. At a meeting of the Special Committee on December 26, 2023, the Special Committee recommended to the Board that the Corporation proceed with the deregistration and delisting of the Class A Common Stock.

The Board’s decision was based on careful review of several factors, including the recommendation of the Special Committee and the Corporation’s likely inability to regain compliance with Nasdaq Listing Rule 5450(a)(1). In addition, the Board believes a delisting and deregistration provides the Corporation and its stockholders significant annual cost savings.

The Corporation anticipates that its Class A Common Stock will be quoted on the OTCQX or other market operated by OTC Markets Group Inc. (the “OTC”), and it intends to take such actions to enable its Class A Common Stock to be quoted on the OTCQX or on another OTC market so that a trading market may continue to exist for its Class A Common Stock. The Corporation expects its Class A Common Stock to be quoted on the OTCQX Market beginning on or around January 19, 2024, pending approval by the OTC.

The Corporation intends to file a Form 15 with the SEC prior to March 29, 2024 to deregister its Class A Common Stock under Section 12(g) of the Exchange Act and suspend reporting obligations under Section 15(d) of the Exchange Act. The Corporation’s obligation to file periodic reports under the Exchange Act will be suspended immediately upon the filing of the Form 15.

A copy of the Corporation’s press release, dated December 29, 2023, announcing its intention to voluntarily delist from the Nasdaq Global Market and withdraw the registration of its Class A Common Stock under Section 12(b) of the Exchange Act is filed as Exhibit 99.1 hereto and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The following exhibits are filed with this current report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 29, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: December 29, 2023

SALEM MEDIA GROUP, INC.

/s/ Christopher J. Henderson

Christopher J. Henderson

Executive Vice President, General Counsel and Secretary

December 29, 2023



Salem Media Group Announces Voluntary Delisting from the Nasdaq Global Market

IRVING, Texas—(BUSINESS WIRE)— Salem Media Group, Inc. (the “Company”) (NASDAQ: SALM) announced today that it has given formal notice to the Nasdaq Stock Market of its intention to voluntarily delist its Class A Common Stock from the Nasdaq Global Market and to deregister its Class A Common Stock under Section 12(b) of the Securities Exchange Act of 1934 (the “Exchange Act”).

The Company currently anticipates that it will file with the Securities and Exchange Commission (the “SEC”) a Form 25 (Notification of Removal of Listing) on or about January 8, 2024, with the delisting of its Class A Common Stock taking effect no earlier than ten days thereafter. As a result, the Company expects that the last trading day of its common stock on the Nasdaq Global Market will be on or about January 18, 2024. Further, prior to March 29, 2024, the Company intends to file a Form 15 with the SEC to suspend the Company’s reporting obligations under Sections 12(g) and 15(d) of the Exchange Act.

The Company anticipates significant financial savings as a result of this decision. In addition, delisting and deregistration provide several benefits to the Company and its stockholders including lower operating costs and reduced management time commitment for compliance and reporting activities.

The Corporation anticipates that its Class A Common Stock will be quoted on the OTCQX or other market operated by OTC Markets Group Inc. (the “OTC”), and it intends to take such actions to enable its Class A Common Stock to be quoted on the OTCQX or on another OTC market so that a trading market may continue to exist for its Class A Common Stock. The Corporation expects its Class A Common Stock to be quoted on the OTCQX Market beginning on or around January 19, 2024, pending approval by the OTC.

FORWARD LOOKING STATEMENTS:

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements, including statements regarding the expected timing and process for delisting and deregistering the Company’s Class A Common Stock, are based upon current plans, estimates and expectations of management that are subject to various risks and uncertainties that could cause actual results to differ materially from such statements. The inclusion of forward-looking statements should not be regarded as a representation that such plans, estimates and expectations will be achieved. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including, but not limited to, the Company’s ability to facilitate the quoting of its Class A Common Stock on the OTCQX or another OTC market, and other important factors discussed in the Company’s reports on Forms 10-K, 10-Q, 8-K and other filings filed with or furnished to the SEC. Readers are urged to consider these factors carefully and in the totality of the circumstances when evaluating these forward-looking statements, and not to place undue reliance on any of them. Any such forward-looking statements represent management’s reasonable estimates and beliefs as of the date of this press release. We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

ABOUT SALEM MEDIA GROUP:

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.salemmedia.com.

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Source: Salem Media Group, Inc.