

**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): May 17, 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:

- 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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Salem Media Group, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders on May 17, 2023. The final results of the voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Proposal # 1 – Election of Directors:

Each of the nominees for directors were elected to serve a one (1) year term expiring at the Company’s 2024 Annual Meeting of Stockholders or until his or her successor is elected and qualified.

Name	Class A Votes For	Class B Votes For*	Total Votes For	Votes Against	Withheld	Broker Non-Votes
Edward G. Atsinger III	12,066,599	27,768,480	39,835,079	0	521,863	5,705,006
Mr. Richard A. Riddle	10,955,057	N/A	10,955,057	0	1,633,405	5,705,006
Mr. Eric H. Halvorson	11,220,217	N/A	11,220,217	0	1,368,245	5,705,006
Ms. Heather W. Grizzle	11,199,818	27,768,480	38,968,298	0	1,388,644	5,705,006
Mr. Stuart W. Epperson, Jr.	12,053,368	27,768,480	39,821,848	0	535,094	5,705,006
Mr. Edward C. Atsinger	12,065,270	27,768,480	39,833,750	0	523,192	5,705,006
Ms. Jacki L. Pick	11,208,574	27,768,480	38,977,054	0	1,379,888	5,705,006

\* Each share of Class B common stock is entitled to ten (10) votes per share. The numbers reflected in the table above represent the total voting power of the Class B shares (i.e. each share entitled to ten (10) votes).

Mr. Richard A. Riddle and Mr. Eric H. Halvorson were nominated by the Board of Directors as ‘independent directors’ for whom the holders of Class A common stock are entitled to vote as a class, exclusive of the holders of Class B common stock.

Each of the other nominees were elected by the holders of Class A and Class B common stock voting as a single class, with each share of Class A common stock entitled to one (1) vote per share and each share of Class B common stock entitled to ten (10) votes per share.

Proposal # 2 – Proposal to ratify the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm:

The proposal to ratify the appointment of Moss Adams LLP as the Company’s independent registered public account firm was approved.

For:	45,971,061 *
Against:	54,556
Abstain:	36,331
Broker Non-Votes:	0

\* Each share of Class B common stock is entitled to ten (10) votes per share. The numbers reflected in the “For” column of the table above represent the total voting power of the Class B shares (i.e. each share entitled to ten (10) votes). No Class B shares were voted against the proposal or abstained from the vote.

Proposal # 3 – Approval of an amendment to the Company’s Amended and Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation.

The proposal to amend the Company’s Amended and Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation was approved.

For:	39,132,997*
Against:	1,199,216
Abstain:	24,729
Broker Non-Votes:	5,705,006

\* Each share of Class B common stock is entitled to ten (10) votes per share. The numbers reflected in the “For” column of the table above represent the total voting power of the Class B shares (i.e. each share entitled to ten (10) votes). No Class B shares were voted against the proposal or abstained from the vote.

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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.

SALEM MEDIA GROUP, INC.

Date: May 19, 2023

By: /s/ Evan D. Masyr

Evan D. Masyr

Executive Vice President & Chief Financial Officer