

BEASLEY BROADCAST GROUP INC  
Form 8-K  
May 29, 2015

**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 28, 2015**

**BEASLEY BROADCAST GROUP, INC.**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or Other Jurisdiction**

**of Incorporation)**

**000-29253**  
**(Commission**

**File Number)**

**3033 Riviera Drive, Suite 200, Naples, Florida 34103**

**65-0960915**  
**(IRS Employer**

**Identification No.)**

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**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (239) 263-5000**

**(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))

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

(a) On May 28, 2015, Beasley Broadcast Group, Inc. (the Company) held its 2015 Annual Meeting of Stockholders (the Annual Meeting) in Naples, Florida.

(b) At the Annual Meeting:

- (1) The stockholders voted to elect each of the eight nominees for director.
- (2) The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

**Election of Directors**

|  | <b>For</b>  | <b>Withheld</b> | <b>Broker<br/>Non-votes</b> |
|--|-------------|-----------------|-----------------------------|
| <u>By Holders of All Classes of Common Stock</u> |             |                 |                             |
| George G. Beasley                                | 171,743,873 | 887,511         |                             |
| Bruce G. Beasley                                 | 171,741,596 | 889,788         |                             |
| Caroline Beasley                                 | 171,681,596 | 949,788         |                             |
| Brian E. Beasley                                 | 171,741,596 | 889,788         |                             |
| Joe B. Cox                                       | 172,535,284 | 96,100          |                             |
| Allen B. Shaw                                    | 171,745,933 | 885,451         |                             |
| <u>By Holders of Class A Common Stock</u>        |             |                 |                             |
| Mark S. Fowler                                   | 4,893,889   | 1,110,065       |                             |
| Herbert W. McCord                                | 5,967,854   | 36,100          |                             |

**Advisory Vote on Executive Compensation**

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-votes</b> |
|-------------|----------------|----------------|-----------------------------|
| 172,485,853 | 141,494        | 4,037          |                             |

**ITEM 8.01 OTHER EVENTS**

On May 28, 2015, the Company issued a press release announcing that its Board of Directors declared a quarterly cash dividend of \$0.045 per share on its Class A and Class B common stock and approved a new \$1.0 million stock repurchase program. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

Exhibit

| Number | Description   |
|--------|---|
| 99.1   | Press Release dated May 28, 2015, issued by Beasley Broadcast Group, Inc. |

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 hereunto duly authorized.

BEASLEY BROADCAST GROUP, INC.

Date: May 29, 2015

By: /s/ Caroline Beasley  
Caroline Beasley  
Vice President, Chief Financial Officer, Secretary  
and Treasurer