

SAGA COMMUNICATIONS INC
Form 8-K
August 01, 2018

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): August 1, 2018

SAGA COMMUNICATIONS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware **1-11588** **38-3042953**
(State or other jurisdiction (Commission File Number) (IRS Employer
of incorporation) Identification No.)

73 Kercheval Avenue
Grosse Pointe Farms, MI **48236**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(313) 886-7070**

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))

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On August 1, 2018, Saga Communications, Inc. (the “Company”), in accordance with authority granted by the Company’s board of directors, determined to voluntarily withdraw the listing of its Class A common stock from the NYSE American exchange and transfer the listing to the Nasdaq Global Market. The Company has been approved for listing on the Nasdaq Global Market under the symbol “SGA”. Trading on the Nasdaq Global Market is expected to commence on August 16, 2018. The Company’s stock is expected to continue to trade on the NYSE American until the market closes on August 15, 2018.

Item 7.01 Regulation FD Disclosure

The Company issued the press release attached hereto as Exhibit 99.1 in connection with the transfer of its listing to the Nasdaq Global Market. The information in Items 7.01 and 9.01 of this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Action of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------------|
| 99.1 | <u>Press Release dated August 1, 2018.</u> |

SIGNATURES

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.

**SAGA
COMMUNICATIONS,
INC.**

Dated: August 1, 2018 By: /s/ Samuel D. Bush
Samuel D. Bush
Senior Vice
President and
Chief Financial
Officer

INDEX OF EXHIBITS

Exhibit No. Description

99.1 Press release dated August 1, 2018.