

Edgar Filing: NBG RADIO NETWORK INC - Form 5

NBG RADIO NETWORK INC
Form 5
March 11, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

| | | |
|--------------------------------|----------|------------|
| BRUMFIELD | JOHN | J |
| ----- | ----- | ----- |
| (Last) | (First) | (Middle) |
| 520 SW SIXTH AVENUE, SUITE 750 | | |
| ----- | | |
| | (Street) | |
| PORTLAND | OR | 97204-1556 |
| ----- | ----- | ----- |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

NBG RADIO NETWORK, INC. "NSBD"

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

NOVEMBER 30, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

- Director 10% Owner
 Officer (give title below) Other (specify below)

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Chief Financial Officer and Secretary

7. Individual or Joint/Group Filing
(Check applicable line)

- Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

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| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount or Price (Instr. 3 and 4) |
|---------------------------------------|-----------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|-----|-------------------------------------------------|
| | | | (A) | (D) | |
| Common Stock (1) | 03/05/01 | P | 22,559 | A | \$1.00 (2) |

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses) (Over)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 2. Conver- sion or Exer- cise | 3. | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|----------------------------------------------|----|-------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------|
|----------------------------------------------|----|-------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------|

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| 1. Title of Derivative Security (Instr. 3) | Price of Deriv- ative Secur- ity | Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | Title | Amount or Number of Shares |
|--------------------------------------------------------|-------------------------------------------------|------------------------------------------------------|-------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------------------|-----------------|----------------------------------------|
| Warrant to Purchase Common Stock | \$1.50 per share | 03/05/01 | P | 22,559 (A) | 09/05/01 03/05/03 | Common Stock | 22,559 |
| Employee Stock Option to Purchase Common Stock | \$1.75 per share | 04/10/01 | A | 400,000 (A) | 06/01/01 03/10/01 | Common Stock | 400,000 |
| Employee Stock Option to Purchase Common Stock | \$2.00 per share | | | | 09/01/99 09/01/02 | Common Stock | 70,000 |
| Employee Stock Option to Purchase Common Stock | \$.54 per share | | | | 07/31/98 06/12/01 | Common Stock | 100,000 |

Explanation of Responses:

(1) The shares of Common Stock may not be sold, transferred, or exchanged before September 5, 2001.

(2) This price represents the purchase price of a unit consisting of one share of Common Stock and a warrant to purchase one share of Common Stock. Pursuant to Instruction 4(c) (iv), the components of the units are reported separately on Table I and Table II.

/s/JOHN J. BRUMFIELD

03/ 5/02

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.