

DIAL GLOBAL, INC. /DE/  
Form S-8  
December 22, 2011

As filed with the Securities and Exchange Commission on December 22, 2011

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER THE*  
*SECURITIES ACT OF 1933*

**DIAL GLOBAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction of Incorporation)

**95-3980449**  
(IRS Employer Identification No.)

220 West 42nd Street

New York, NY  
(Address of Principal Executive Offices)

10036  
(Zip Code)

Dial Global, Inc. 2011 Stock Option Plan

(Full title of the plan)

Melissa Garza

Senior Vice President, Business & Legal Affairs

Dial Global, Inc.

220 West 42nd Street

New York, NY 10036

Telephone: (212) 641-2000

(Name, address and telephone number, including area code, of agent for service)

Copy to:

Gerald T. Nowak, P.C.

Theodore A. Peto

Kirkland & Ellis LLP

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

(check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered             | Amount to be registered(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|--|----------------------------|--|--|----------------------------|
| Class A Common Stock, par value \$0.01 per share | 8,513,052 shares           | \$3.24                                       | \$27,582,288.48                              | \$3,160.93                 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of common stock which become issuable under the Dial Global 2011 Stock Option Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of Common Stock on December 19, 2011, as reported on The NASDAQ Global Market.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

All information required by Part I to be contained in the prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission (the Commission) by Dial Global, Inc. (the Company or the Registrant), are incorporated by reference herein:

- (a) Parts I, II and III and Item 15(a) and (b) of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Commission on April 15, 2011;
- (b) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011, filed with the Commission on May 16, 2011;
- (c) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2011, filed with the Commission on August 15, 2011;
- (d) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2011, filed with the Commission on November 14, 2011;
- (e) the Current Reports on Form 8-K, filed with the Commission on February 28, 2011, April 29, 2011, May 3, 2011, May 27, 2011, August 4, 2011, August 18, 2011, September 6, 2011, September 30, 2011, October 27, 2011 (two Current Reports on Form 8-K were filed on this date), November 10, 2011, November 18, 2011, November 30, 2011, December 9, 2011, December 12, 2011 and December 21, 2011;
- (f) Annex E to the Company's Definitive Information Statement on Schedule 14C, filed with the Commission on September 22, 2011; and
- (g) the description of the Registrant's common stock set forth in the Registrant's Registration Statement on Form 8-A, filed with the Commission on November 17, 2009, as amended by the description of the Registrant's common stock set forth in the Definitive Information Statement on Schedule 14C, filed with the Commission on September 22, 2011.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.



**Item 6. Indemnification of Directors and Officers.**

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the General Corporation Law of the State of Delaware ( DGCL ) provides that a Delaware corporation may indemnify any person who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. A Delaware corporation may indemnify any person who was or is, or is threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to the corporation. Where a present or former officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against the expenses (including attorneys' fees) which such officer or director has actually and reasonably incurred.

Section 145 further provides that the indemnification provisions of Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. The Registrant's Certificate of Incorporation contains a provision eliminating the liability of a director to the Registrant and its stockholders for monetary damages for breaches of fiduciary duty as a director. However, neither the DGCL nor the Registrant's Certificate of Incorporation currently allows such provision to limit the liability of a director for: (i) any breach of the director's duty of loyalty to the Registrant or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) payment of dividends, stock purchases or redemptions that violate the DGCL; or (iv) any transaction from which the director derived an improper personal benefit. Such limitation of liability also does not affect the availability of equitable remedies such as injunctive relief or rescission.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person under Section 145.

The Registrant's amended and restated bylaws as currently in effect (the Bylaws ), provide that the Registrant shall indemnify its directors and officers to the fullest extent authorized or permitted by applicable law, as now or hereafter in effect, and the Certificate of Incorporation, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Registrant and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Registrant shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the board of directors. The right to indemnification conferred by the Bylaws shall include the right to be paid by the Registrant the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition upon receipt by the Registrant of an undertaking by or on behalf of the director or officer receiving advancement to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Registrant under the Bylaws.

The Bylaws also provide that, to the extent authorized from time to time by the Board of Directors, the Registrant may provide rights to indemnification and to the advancement of expenses to employees and agents of the Registrant similar to those conferred in the Bylaws to directors and officers of the Registrant and that the rights to indemnification and to the advancement of expenses conferred in Bylaws shall not be exclusive of any other right which any person may have or hereafter acquire under the Certificate of Incorporation, the Bylaws, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Under the Bylaws, any repeal or modification of the provisions of the Bylaws relating to indemnification by the stockholders of the Registrant shall not adversely affect any rights to indemnification and to the advancement of expenses of a director, officer, employee or agent of the Registrant existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

**Item 8. Exhibits.**

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Description of the Registrant's common stock set forth in the Registrant's Registration Statement on Form 8-A, dated November 17, 2009, as amended by the description of the Registrant's common stock set forth in the Definitive Information Statement on Schedule 14C, filed with the Commission on September 22, 2011, is incorporated herein by reference. |
| 4.2         | Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the Commission on December 12, 2011).   |
| 4.3         | Amended and Restated Bylaws of the Registrant adopted on April 23, 2009 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the Commission on April 27, 2009).  |
| 4.4         | First Amendment to the Amended and Restated Bylaws of the Registrant adopted on October 21, 2011 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K, filed with the Commission on October 27, 2011).   |
| 4.5         | Dial Global, Inc. 2011 Stock Option Plan (incorporated by reference to the Registrant's Information Statement pursuant to Section 14C, filed with the Commission on December 21, 2011).   |
| 5.1         | Opinion of Melissa Garza, Esq.*   |
| 23.1        | Consent of Ernst & Young LLP.*  |
| 23.2        | Consent of Melissa Garza, Esq. (included in Exhibit 5.1).*  |
| 24.1        | Power of Attorney (included on signature page).*  |

\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

*Provided, however,* that (A) paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement; and (B) paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the Registration Statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on this 22nd day of December, 2011.

**DIAL GLOBAL, INC.**

By: /s/ Melissa Garza  
 Name: Melissa Garza  
 Title: SVP, Business & Legal Affairs

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitute and appoint David Hillman, Esq. and Melissa Garza, Esq., such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for and in such person's name, place and stead, in the capacities indicated below, to sign a Registration Statement on Form S-8 of Dial Global, Inc. and any and all amendments (including post-effective amendments) thereto, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might, or could, do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>                                    | <b>Title</b>                             | <b>Date</b>       |
|---|--|-------------------|
| <u>/s/ Neal A. Schore</u><br>Neal Schore            | Chairman of the Board                    | December 22, 2011 |
| <u>/s/ Spencer Brown</u><br>Spencer Brown           | Principal Executive Officer and Director | December 22, 2011 |
| <u>/s/ Hiram Lazar</u><br>Hiram Lazar               | Principal Financial Officer              | December 22, 2011 |
| <u>/s/ Ed Mammone</u><br>Ed Mammone                 | Principal Accounting Officer             | December 22, 2011 |
| <u>/s/ B. James Ford</u><br>B. James Ford           | Director                                 | December 22, 2011 |
| <u>/s/ Jonathan I. Gimbel</u><br>Jonathan I. Gimbel | Director                                 | December 22, 2011 |



| <b>Signature</b>                              | <b>Title</b> | <b>Date</b>       |
|---|--------------|-------------------|
| <u>/s/ Jules Haimovitz</u><br>Jules Haimovitz | Director     | December 22, 2011 |
| <u>/s/ H. Melvin Ming</u><br>H. Melvin Ming   | Director     | December 22, 2011 |
| <u>/s/ Peter E. Murphy</u><br>Peter E. Murphy | Director     | December 22, 2011 |
| <u>/s/ Andrew Salter</u><br>Andrew Salter     | Director     | December 22, 2011 |
| <u>/s/ Mark R. Stone</u><br>Mark Stone        | Director     | December 22, 2011 |

**EXHIBIT INDEX**

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