

ARBITRON INC  
Form 8-K  
February 14, 2012

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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):

February 14, 2012

Arbitron Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-1969

52-0278528

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

9705 Patuxent Woods Drive, Columbia,  
Maryland

21046

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

410-312-8000

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))



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**Item 2.02 Results of Operations and Financial Condition.**

On February 14, 2012, Arbitron Inc. (the "Company") issued a press release reporting fourth quarter and full year 2011 financial results. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On February 14, 2012, the Company announced that its Board of Directors has authorized a program under which the Company may repurchase up to \$100 million in shares of the Company's common stock at then-prevailing market prices over a period of up to two years ending February 9, 2014. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 Press Release of Arbitron Inc. dated February 14, 2012 regarding fourth quarter and full year 2011 financial results

Exhibit 99.2 Press Release of Arbitron Inc. dated February 14, 2012 regarding a stock repurchase program

The information in Items 2.02 and 7.01 of this Form 8-K and the attached Exhibits shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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**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.

Arbitron Inc.

*February 14, 2012*

By: *Timothy T. Smith*

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*Name: Timothy T. Smith  
Title: Executive Vice President, Business Development and  
Strategy & Chief Legal Officer, & Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Arbitron Inc. dated February 14, 2012 regarding fourth quarter and full year 2011 financial results
99.2	Press Release of Arbitron Inc. dated February 14, 2012 regarding a stock repurchase program