

DIAL GLOBAL, INC. /DE/
Form 10-Q/A
November 20, 2012

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
(Amendment No. 1)
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended September 30, 2012
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____
Commission file number 001-14691

DIAL GLOBAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-3980449
(I.R.S. Employer
Identification No.)

220 W. 42nd St. New York, NY
(Address of principal executive offices)

10036
(Zip Code)

(212) 967-2888
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web Site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-X during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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 Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding as of November 2, 2012 (excluding treasury shares) was Class A common stock, par value \$.01 per share: 22,794,323; Class B common stock, par value \$.01 per share: 34,237,638; and Series A

Preferred Stock, par value \$.01per share: 9,691.374.

Explanatory Note

The sole purpose of this Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended September 30, 2012 (the "Form 10-Q"), as filed with the Securities and Exchange Commission on November 15, 2012, is to furnish a revised Exhibit 10.1, from which certain lender signature pages were inadvertently omitted in our original 10-Q filing. Other than adding these two signature pages, no other changes were made.

No changes have been made to the Form 10-Q other than the re-furnishing of Exhibit 10.1 described above. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

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 thereunto duly authorized.

DIAL GLOBAL, INC.

By: /S/ MELISSA GARZA

Name: Melissa Garza

Title: General Counsel

Date: November 20, 2012

Item 6. Exhibits

| Exhibit Number | Description of Exhibit |
|----------------|--|
| 10.1*** | Second Amendment and Limited Waiver to Credit Agreement, entered into as of November 15, 2012 with the lenders party thereto |
| 10.2* | Second Amendment and Limited Waiver to Second Lien Credit Agreement, entered into as of November 15, 2012, with the lenders party thereto |
| 31.a* | Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.b* | Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.a** | Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.b** | Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101** | The following materials from Dial Global, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, formatted in XBRL (eXtensible Business Reporting Language); (i) Consolidated Balance Sheet at September 30, 2012 and December 31, 2011, (ii) Consolidated Statement of Operations, for the three and nine months ended September 30, 2012 and 2011, (iii) Consolidated Condensed Statement of Cash Flows for the nine months ended September 30, 2012 and 2011, (iv) Consolidated Statements of Changes in Stockholders' Equity for the nine months ended September 30, 2012, and (v) Notes to Consolidated Financial Statements. |

*Previously filed.

**Previously furnished

***Furnished herewith.