

SALEM COMMUNICATIONS CORP /DE/

Form 8-K

May 29, 2013

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): May 22, 2013

SALEM COMMUNICATIONS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction)

000-26497
(Commission)

77-0121400
(IRS Employer)

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of Incorporation)

File Number)

Identification No.)

4880 Santa Rosa Road, Camarillo, California
(Address of Principal Executive Offices)

93012
(Zip Code)

Registrant's telephone number, including area code: (805) 987-0400

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 5.07

SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Salem Communications Corporation (the Company) held its 2013 Annual Meeting of Stockholders on May 22, 2013. The final results of the voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Item 1 Election of Directors

Each of the seven (7) nominees for director were elected to serve a one (1) year term expiring at the Company's 2014 Annual Meeting of Stockholders or until his successor is elected and qualified.

Name	Votes For	Votes Against	Abstain	Broker Non-Votes
Mr. Edward G. Atsinger III	21,033,347	254,129	5,974	0
Mr. Stuart W. Epperson	20,942,823	348,419	2,208	0
Mr. David Davenport	15,466,651	270,904	2,199	0
Mr. Roland S. Hinz	20,560,133	731,117	2,200	0
Mr. Richard A. Riddle	15,069,192	668,362	2,200	0
Mr. Jonathan Venverloh	21,057,750	231,841	3,859	0
Mr. Frank Wright	21,081,410	209,841	2,199	0

Mr. David Davenport and Mr. Richard A. Riddle were nominated by the Board of Directors as independent directors for whom the holders of Class A common stock are entitled to vote as a class, exclusive of the holders of Class B common stock.

Each of the other five (5) nominees are to be elected by the holders of Class A and Class B common stock voting as a single class, with each share of Class A common stock entitled to one (1) vote per share and each share of Class B common stock entitled to ten (10) votes per share.

Item 2 Advisory (Non-Binding) Vote to Approve Executive Compensation As Disclosed Pursuant to Item 402 of Regulation S-K

The advisory vote to approve the Company's executive compensation was approved.

For:	18,583,478
Against:	681,352
Abstain:	2,028,620
Broker Non-Votes:	0

Item 3 Advisory (Non-Binding) Vote Determining the Frequency of Advisory Votes on Executive Compensation

The advisory vote determining the frequency of future advisory votes on executive compensation was approved at a frequency of once every three (3) years.

3 Years:	16,501,727
2 Years:	146,440
1 Year:	2,621,000
Abstain:	2,024,283

No other matters were submitted for stockholder action at the 2013 Annual Meeting of Stockholders.

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.

SALEM COMMUNICATIONS CORPORATION

Date: May 29, 2013

By: /s/ CHRISTOPHER J. HENDERSON
Christopher J. Henderson
Senior Vice President, General Counsel and Secretary