

BEASLEY BROADCAST GROUP INC  
Form 8-K  
May 24, 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 23, 2013**

**BEASLEY BROADCAST GROUP, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other Jurisdiction

of Incorporation)

**0-29253**  
(Commission

File Number)

**65-0960915**  
(IRS Employer

Identification No.)

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**3033 Riviera Drive, Suite 200, Naples, Florida 34103**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (239) 263-5000**

**(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))

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

(a) On May 23, 2013, Beasley Broadcast Group, Inc. (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting) in Naples, Florida.

(b) At the Annual Meeting:

- (1) The stockholders voted to elect each of the eight nominees for director.
- (2) The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.
- (3) The stockholders voted, on an advisory basis, as set forth below, on the frequency of votes on executive compensation.

**Election of Directors**

	For	Against	Abstain	Broker Non-votes
<u>By Holders of All Classes of Common Stock</u>				
George G. Beasley	170,969,331	860,920		
Bruce G. Beasley	170,877,869	952,382		
Caroline Beasley	170,868,122	962,129		
Brian E. Beasley	170,883,751	946,500		
Joe B. Cox	171,796,493	33,758		
Allen B. Shaw	170,926,860	903,391		
<u>By Holders of Class A Common Stock</u>				
Mark S. Fowler	5,185,101	17,720		
Herbert W. McCord	5,185,101	17,720		

**Advisory Vote on Executive Compensation**

	For	Against	Abstain	Broker Non-votes
	169,493,990	152,189	2,184,072	

**Advisory Vote on Frequency of Votes on Executive Compensation**

	1 Year	2 Years	3 Years	Abstain
	169,408,663		238,666	2,182,922

(d) A majority of the votes cast by shareholders voted, on an advisory basis, to hold an advisory vote to approve executive compensation every year. In line with this recommendation by our shareholders, the Board of Directors has decided that it will include an advisory shareholder vote on executive compensation in its proxy materials every year until the next required advisory vote on the frequency of shareholder votes on executive compensation, which will occur no later than our Annual Meeting of shareholders in 2019.

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 hereunto duly authorized.

BEASLEY BROADCAST GROUP, INC.

Date: May 24, 2013

By: /s/ Caroline Beasley  
Caroline Beasley  
Vice President, Chief Financial Officer, Secretary and  
Treasurer