Section 1: 10-Q (10-Q)

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

Form 10-Q

(Mark One)

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

For the Quarterly Period ended June 30, 2017

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 1-11588

Saga Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware *(State or other jurisdiction of incorporation or organization)*	**38-3042953** *(I.R.S. Employer Identification No.)*
73 Kercheval Avenue **Grosse Pointe Farms, Michigan** *(Address of principal executive offices)*	**48236** *(Zip Code)*

(313) 886-7070
(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 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-T (§232.405 of this chapter) 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 ☐ (Do not check if a smaller reporting company)	Smaller Reporting Company ☐	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 of the registrant's Class A Common Stock, $.01 par value, and Class B Common Stock, $.01 par value, outstanding as of August 1, 2017 was 5,025,778 and 882,141, respectively.

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PART I — FINANCIAL INFORMATION

Item 1. *Financial Statements*

SAGA COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2017 (Unaudited)	December 31, 2016 (Note)
	(In thousands)	
Assets		
Current assets:		
Cash and cash equivalents	$ 30,228	$ 26,697
Accounts receivable, net	17,186	17,735
Prepaid expenses and other current assets	2,181	2,397
Barter transactions	1,935	1,318
Current assets of discontinued operations	22,825	4,625
Total current assets	74,355	52,772
Property and equipment	134,405	134,680
Less accumulated depreciation	84,540	85,506
Net property and equipment	49,865	49,174
Other assets:		
Broadcast licenses, net	87,388	86,622
Goodwill	8,219	7,407
Other intangibles, deferred costs and investments, net	7,051	5,975
Assets of discontinued operations	—	18,048
	$ 226,878	$ 219,998
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 2,287	$ 1,618
Payroll and payroll taxes	6,223	6,954
Other accrued expenses	3,311	3,198
Barter transactions	1,621	1,304
Current liabilities of discontinued operations	4,339	2,971
Total current liabilities	17,781	16,045
Deferred income taxes	31,422	29,741
Long-term debt	35,287	35,287
Other liabilities	3,069	2,885
Liabilities of discontinued operations	—	1,058
Total liabilities	87,559	85,016
Commitments and contingencies	—	—
Stockholders' equity:		
Common stock	75	74
Additional paid-in capital	61,528	59,557
Retained earnings	111,664	108,733
Treasury stock	(33,948)	(33,382)
Total stockholders' equity	139,319	134,982
	$ 226,878	$ 219,998

Note: The balance sheet at December 31, 2016 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. Certain prior period amounts have been reclassified to conform to the current year presentation.

See notes to unaudited condensed consolidated financial statements.

SAGA COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
	(Unaudited) (In thousands, except per share data)			
Net operating revenue	$ 30,261	$ 30,866	$ 56,416	$ 58,330
Station operating expense	21,426	21,842	42,766	42,982
Corporate general and administrative	2,880	2,620	5,743	5,337
Other operating expense	79	8	58	5
Operating income from continuing operations	5,876	6,396	7,849	10,006
Interest expense	229	182	437	361
Income from continuing operations before tax	5,647	6,214	7,412	9,645
Income tax provision	2,272	2,569	2,990	3,987
Income from continuing operations, net of tax	3,375	3,645	4,422	5,658
Income from discontinued operations, net of tax (Note 5)	1,159	1,166	2,050	2,177
Net income	$ 4,534	$ 4,811	$ 6,472	$ 7,835
Basic Earnings per share:				
From continuing operations	$ .57	$ .62	$ .75	$ .97
From discontinued operations	.20	.20	.35	.37
Basic earnings per share	$ .77	$ .82	$ 1.10	$ 1.34
Weighted average common shares	5,803	5,754	5,796	5,752
Diluted Earnings per share:				
From continuing operations	$ .57	$ .61	$ .75	$ .96
From discontinued operations	.20	.20	.35	.37
Diluted earnings per share	$ .77	$ .81	$ 1.10	$ 1.33
Weighted average common and common equivalent shares	5,806	5,763	5,804	5,761
Dividends declared per share	$ .30	$ .25	$ .60	$ .50

See notes to unaudited condensed consolidated financial statements.

SAGA COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,	
	2017	2016
	(Unaudited) (In thousands)	
Cash flows from operating activities:		
Cash provided by operating activities	$ 13,203	$ 12,740
Cash flows from investing activities:		
Acquisition of property and equipment	(3,425)	(2,550)
Acquisition of broadcast properties	(1,650)	(12,638)
Other investing activities	(1,056)	34
Net cash used in investing activities	(6,131)	(15,154)
Cash flows from financing activities:		
Cash dividends paid	(3,541)	(1,465)
Net cash used in financing activities	(3,541)	(1,465)
Net increase (decrease) in cash and cash equivalents	3,531	(3,879)
Cash and cash equivalents, beginning of period	26,697	21,614
Cash and cash equivalents, end of period	$ 30,228	$ 17,735

See notes to unaudited condensed consolidated financial statements.

SAGA COMMUNICATIONS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for annual financial statements.

In our opinion, the accompanying financial statements include all adjustments of a normal, recurring nature considered necessary for a fair presentation of our financial position as of June 30, 2017 and the results of operations for the three and six months ended June 30, 2017 and 2016. Results of operations for the three and six months ended June 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

We own or operate broadcast properties in 26 markets, including 68 FM and 32 AM radio stations, 4 television stations and 5 low-power television stations.

On May 9, 2017 the Company entered into an agreement to sell its Joplin, Missouri and Victoria, Texas television stations. The historical results of operations for the television stations are presented in discontinued operations for all periods presented (see Note 5). Unless indicated otherwise, the information in the notes to the accompanying unaudited condensed consolidated financial statements relates to the Company's continuing operations. As a result of the Company's television stations being classified as held for sale and being reported as discontinued operations the Company only has one reportable segment at June 30, 2017.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Saga Communications, Inc. Annual Report on Form 10-K for the year ended December 31, 2016.

The Company has evaluated events and transactions occurring subsequent to the balance sheet date of June 30, 2017, for items that should potentially be recognized in these financial statements or discussed within the notes to the financial statements.

Earnings Per Share Information

Earnings per share is calculated using the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating security. The Company has participating securities related to restricted stock units, granted under the Company's Second Amended and Restated 2005 Incentive Compensation Plan, that earn dividends on an equal basis with common shares. In applying the two-class method, earnings are allocated to both common shares and participating securities.

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(In thousands, except per share data)			
Numerator:				
Income from continuing operations	$ 3,375	$ 3,645	$ 4,422	$ 5,658
Less: Income allocated to unvested participating securities	59	67	78	105
Income from continuing operations available to common stockholders	$ 3,316	$ 3,578	$ 4,344	$ 5,553
Income from discontinued operations	$ 1,159	$ 1,166	$ 2,050	$ 2,177
Less: Income allocated to unvested participating securities	21	22	36	40
Income from discontinued operations available to common stockholders	$ 1,138	$ 1,144	$ 2,014	$ 2,137
Net income available to common stockholders	$ 4,454	$ 4,722	$ 6,358	$ 7,690
Denominator:				
Denominator for basic earnings per share — weighted average shares	5,803	5,754	5,796	5,752
Effect of dilutive securities:				
Common stock equivalents	3	9	8	9
Denominator for diluted earnings per share — adjusted weighted-average shares and assumed conversions	5,806	5,763	5,804	5,761
Basic earnings per share:				
From continuing operations	$ .57	$ .62	$ .75	$ .97
From discontinued operations	.20	.20	.35	.37
Basic earnings per share	$ .77	$ .82	$ 1.10	$ 1.34
Diluted earnings per share				
From continuing operations	$ .57	$ .61	$ .75	$ .96
From discontinued operations	.20	.20	.35	.37
Diluted earnings per share	$ .77	$ .81	$ 1.10	$ 1.33

The number of stock options outstanding that had an antidilutive effect on our earnings per share calculation, and therefore have been excluded from diluted earnings per share calculation, was 0 for the three and six months ended June 30, 2017 and 0 for the three and six months ended June 30, 2016, respectively. All stock options were exercised during the three months ended June 30, 2017 and there were no stock options outstanding at June 30, 2017.

Financial Instruments

Our financial instruments are comprised of cash and cash equivalents, accounts receivable, accounts payable and long-term debt. The carrying value of cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to their short maturities. The carrying value of long-term debt approximates fair value as it carries interest rates that either fluctuate with the euro-dollar rate, prime rate or have been reset at the prevailing market rate at June 30, 2017.

Income Taxes

Our effective tax rate is higher than the federal statutory rate as a result of the inclusion of state taxes in the income tax amount.

Time Brokerage Agreements/Local Marketing Agreements

We have entered into Time Brokerage Agreements ("TBA's") or Local Marketing Agreements ("LMA's") in certain markets. In a typical TBA/LMA, the FCC licensee of a station makes available, for a fee, blocks of air time on its station to another party that supplies programming to be broadcast during that air time and sells their own commercial advertising announcements during the time periods specified. Revenue and expenses related to TBA's/LMA's are included in the accompanying unaudited Condensed Consolidated Statements of Income.

2. Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

In November 2015, the FASB issued Accounting Standards Update No. 2015-17, *"Income Taxes (Topic 740), Balance Sheet Classification of Deferred Taxes"* ("ASU 2015-17"), which requires companies to classify all deferred tax assets and liabilities as noncurrent on the balance sheet instead of separating deferred taxes into current and noncurrent amounts. This amendment was adopted on January 1, 2017 on a retrospective basis. As a result we have reclassified approximately $1,022,000 of current deferred tax assets into the noncurrent deferred tax liability line item within the Condensed Consolidated Balance Sheet for the period ended December 31, 2016.

In March 2016, the FASB issued ASU No. 2016-09, *"Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting"* ("ASU 2016-09"), which includes multiple amendments intended to simplify aspects of share-based payment accounting. Amendments to the timing of when excess tax benefits are recognized, minimum statutory withholding requirements, and forfeitures will be applied using a modified retrospective transition method through a cumulative-effect adjustment to equity as of the beginning of the period of adoption. Amendments to the presentation of employee taxes paid on the statement of cash flows when an employer withholds shares to meet the minimum statutory withholding requirement will be applied retrospectively, and amendments requiring the recognition of excess tax benefits and tax deficiencies in the income statement are to be applied prospectively. This amendment was adopted on January 1, 2017 and did not have a material impact on our consolidated financial statements.

Recent Accounting Pronouncements – Not Yet Adopted

In May 2017, the FASB issued ASU 2017-09, *"Compensation – Stock Compensation (Topic 718), Scope of Modification Accounting)"* ("ASU 2017-09") which clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. The new guidance will reduce diversity in practice and result in fewer changes to the terms of an award being accounted for as modifications. ASU 2017-09 will be applied prospectively to awards modified on or after the adoption date. The guidance is effective for annual periods, and interim periods within those annual periods beginning after December 15, 2017, with early adoption permitted. The Company is currently evaluating the impact that this standard will have on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, "*Intangibles – Goodwill and Other (Topic 350)"* ("ASU 2017-04") which removes step 2 from the goodwill impairment test. Under the new guidance, if a reporting unit's carrying amount exceeds it fair value, an entity will record an impairment charge based on that difference. The impairment charge will be limited to the amount of goodwill allocated to that reporting unit. ASU 2017-04 will be applied prospectively and is effective for fiscal years and interim impairment tests performed in periods beginning after December 15, 2019 with early adoption permitted. The Company is currently evaluating the impact of adopting this standard on our consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, "*Classification of Certain Cash Receipts and Cash Payments (Topic 230): Statement of Cash Flows"* ("ASU 2016-15"), which clarifies how entities should classify certain cash receipts and cash payments on the statement of cash flows. ASU 2016-15 also clarifies how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. ASU 2016-15 is effective for fiscal years and interim periods beginning after December 15, 2017. The Company is currently evaluating the impact that this standard will have on our consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, "*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments"* ("ASU 2016-13"), which amends guidance on reporting credit losses for assets held at amortized cost basis and available-for-sale debt securities. ASU 2016-13 is effective for fiscal years and interim periods beginning after December 15, 2019. The Company is currently evaluating the impact that this standard will have on our consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *"Leases (Topic 842)"* ("ASU 2016-02")¸which requires that all leases with a term of more than one year, covering leased assets such as real estate, broadcasting towers and equipment, be reflected on the balance sheet as assets and liabilities for the rights and obligations created by these leases. ASU 2016-02 is effective for fiscal years and interim periods beginning after December 15, 2018. While the Company is currently reviewing the effects of this guidance, the Company believes that this would result in an increase in the assets and liabilities reflected on the Company's consolidated balance sheets. We are still evaluating the impact on our consolidated statements of operations.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *"Revenue from Contracts with Customers"* ("ASU 2014-09"), which provides guidance for the recognition, measurement and disclosure of revenue resulting from contracts with customers and will supersede virtually all of the current revenue recognition guidance under GAAP. The FASB has also issued a number of updates to this standard. This standard is effective for the fiscal and interim periods beginning January 1, 2018. The Company has completed our preliminary analysis of the standard, our evaluation of contracts and the potential impact of this standard on our consolidated financial statements. Based upon our preliminary assessment, which is subject to change, the impact of this guidance should not be material to the Company's financial position, results of operations or cash flows. We plan to adopt the new guidance using the modified retrospective method.

3. Intangible Assets

We evaluate our FCC licenses for impairment annually as of October 1st or more frequently if events or circumstances indicate that the asset might be impaired. FCC licenses are evaluated for impairment at the market level using a direct method. If the carrying amount of FCC licenses is greater than their estimated fair value in a given market, the carrying amount of FCC licenses in that market is reduced to its estimated fair value. If the carrying amount of goodwill in a reporting unit is greater than the implied value of goodwill determined by completing a hypothetical purchase price allocation using estimated fair value of the reporting unit, the carrying amount of goodwill in that reporting unit is reduced to its implied value.

Intangible assets that have finite lives are amortized over their useful lives using the straight-line method. Favorable lease agreements are amortized over the lives of the leases ranging from four to twenty-six years. Other intangibles are amortized over one to fifteen years.

4. Common Stock and Treasury Stock

The following summarizes information relating to the number of shares of our common stock issued in connection with stock transactions through June 30, 2017:

	Common Stock Issued	
	Class A	Class B
	(Shares in thousands)	
Balance, January 1, 2016	6,603	865
Conversion of shares	12	(12)
Issuance of restricted stock	23	25
Balance, December 31, 2016	6,638	878
Exercise of stock options	21	8
Conversion of shares	4	(4)
Forfeiture of restricted stock	(1)	—
Balance, June 30, 2017	6,662	882

We have a Stock Buy-Back Program to allow us to purchase up to $75.8 million of our Class A Common Stock. As of June 30, 2017 we have remaining authorization of $23.4 million for future repurchases of our Class A Common Stock.

5. Discontinued Operations

On May 9, 2017 we entered into a definitive agreement to sell our Joplin, Missouri and Victoria, Texas television stations (“Television Sale”) for approximately $66.6 million, subject to certain adjustments, to Evening Telegram Company d/b/a Morgan Murphy Media. We plan to complete this transaction in the third quarter of 2017.

In accordance with authoritative guidance we have reported the results of operations of the Joplin, Missouri and Victoria, Texas television stations as discontinued operations in the accompanying consolidated financial statements. For all previously reported periods, certain amounts in the consolidated financial statements have been reclassified. All of the assets and liabilities of the Joplin, Missouri and Victoria, Texas television stations have been classified as discontinued operations and the net results of operations have been reclassified from continuing operations to discontinued operations. The assets and liabilities included in the Television Sale have been classified as held for sale. These were previously included in the Company’s television segment.

The following table shows the components of the results from discontinued operations associated with the Television Sale as reflected in the Company’s unaudited Condensed Consolidated Statements of Operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in thousands)			
Net operating revenue	$ 5,688	$ 5,572	$ 10,942	$ 10,853
Station operating expense (1)	3,643	3,578	7,355	7,123
Other operating (income) expense	—	—	31	3
Operating income	2,045	1,994	3,556	3,727
Interest Expense (2)	8	7	16	17
Income before income taxes	2,037	1,987	3,540	3,710
Income tax expense (3)	878	821	1,490	1,533
Income from discontinued operations, net of tax	$ 1,159	$ 1,166	$ 2,050	$ 2,177

(1) No depreciation expense was recorded by the Company beginning May 9, 2017, the date the Television segment assets’ were held for sale.

(2) Interest expense related to the Surtsey debt that is guaranteed by the Television stations.

(3) The effective tax rates on pretax income from discontinued operations were 42%.

The following table is a summary of the assets and liabilities of discontinued operations:

	June 30, 2017	December 31, 2016
	(in thousands)	
Major Classes of Current Assets of Discontinued Operations		
Accounts receivable	$ 4,152	$ 3,868
Prepaid expenses and other current assets	575	625
Barter transactions	271	132
Property and equipment, net (1)	7,021	—
Broadcast licenses, net (1)	9,607	—
Other intangibles, deferred costs and investments, net (1)	1,199	—
Total of current assets of discontinued operations	$ 22,825	$ 4,625
Major Classes of Non-Current Assets of Discontinued Operations		
Property and equipment, net (1)	$ —	$ 7,388
Broadcast licenses, net (1)	—	9,607
Other intangibles, deferred costs and investments, net (1)	—	1,053
Total of non-current assets of discontinued operations	$ —	$ 18,048
Total Assets Classified as Part of Discontinued Operations in the Condensed Consolidated Balance Sheets	$ 22,825	$ 22,673
Major Classes of Current Liabilities of Discontinued Operations		
Accounts payable	$ 722	$ 759
Barter transactions	325	163
Current portion of long term debt	1,078	1,078
Other liabilities (1)	2,214	971
Total of current liabilities of discontinued operations	$ 4,339	$ 2,971
Major Classes of Current Liabilities of Discontinued Operations		
Other liabilities (1)	$ —	$ 1,058
Total of non-current liabilities of discontinued operations	$ —	$ 1,058
Total Liabilities Classified as Part of Discontinued Operations in the Condensed Consolidated Balance Sheets	$ 4,339	$ 4,029
Net Assets Classified as Part of Discontinued Operations in the Condensed Consolidated Balance Sheets	$ 18,486	$ 18,644

(1) For prior periods, the current and long-term classification of assets and liabilities does not change as they did not meet the held-for-sale criteria the prior periods. As we plan to close the transaction in the third quarter of 2017, all amounts in the current year are considered current assets or liabilities of discontinued operations.

We will not be selling all of the assets nor will the buyer assume all of our liabilities of the discontinued operation as part of the Television Sale. The following table is a summary of the assets and liabilities classified as held for sale:

	June 30, 2017	December 31, 2016
	(in thousands)	
Major Classes of Current Assets Classified as Held for Sale		
Prepaid expenses and other current assets	$ 528	$ 583
Barter transactions	271	132
Property and equipment, net (1)	7,021	—
Broadcast licenses, net (1)	9,607	—
Other intangibles, deferred costs and investments, net (1)	1,199	—
Total of current assets classified as held for sale	$ 18,626	$ 715
Major Classes of Non-Current Assets Classified as Held for Sale		
Property and equipment, net (1)	$ —	$ 7,388
Broadcast licenses, net (1)	—	9,607
Other intangibles, deferred costs and investments, net (1)	—	1,053
Total of non-current assets classified as held for sale	$ —	$ 18,048
Total Assets Classified as Held for Sale in the Condensed Consolidated Balance Sheets	$ 18,626	$ 18,763
Major Classes of Current Liabilities Classified as Held for Sale		
Accounts payable	$ 528	$ 586
Barter transactions	325	163
Other liabilities (1)	1,201	—
Total of current liabilities classified as held for sale	$ 2,054	$ 749
Major Classes of Current Liabilities Classified as Held for Sale		
Other liabilities (1)	$ —	$ 1,058
Total of non-current liabilities classified as held for sale	$ —	$ 1,058
Total Liabilities Classified as Held for Sale in the Condensed Consolidated Balance Sheets	$ 2,054	$ 1,807
Net Assets Classified as Held for Sale in the Condensed Consolidated Balance Sheets	$ 16,572	$ 16,956

(1) For prior periods, the current and long-term classification of assets and liabilities does not change as they did not meet the held-for-sale criteria in the prior periods. As we plan to close the transaction in the third quarter of 2017, all amounts in the current year are considered current assets or liabilities held for sale.

The following table represents the components of the results from discontinued operations associated with the Television Sale as reflected in the Company's unaudited Condensed Consolidated Statements of Cash Flows:

	June 30, 2017	June 30, 2016
	(in thousands)	
Significant operating non-cash items		
Depreciation and amortization [(1)]	$ 445	$ 653
Broadcast program rights amortization	316	314
Barter revenue, net	17	34
Loss on sale of assets	31	3
Significant investing items		
Acquisition of property and equipment	$ 110	$ 581
Proceeds from sale and disposal of assets	94	3

(1) No depreciation expense was recorded by the Company beginning May 9, 2017, the date the Television segment assets' were held for sale.

6. Acquisitions and Dispositions

We actively seek and explore opportunities for expansion through the acquisition of additional broadcast properties. The consolidated statements of income include the operating results of the acquired stations from their respective dates of acquisition. All acquisitions were accounted for as purchases and, accordingly, the total purchase consideration was allocated to the acquired assets and assumed liabilities based on their estimated fair values as of the acquisition dates. The excess of the consideration paid over the estimated fair value of net assets acquired have been recorded as goodwill. The Company accounts for acquisitions under the provisions of FASB ASC Topic 805, *Business Combinations*.

Management assigned fair values to the acquired property and equipment through a combination of cost and market approaches based upon each specific asset's replacement cost, with a provision for depreciation, and to the acquired intangibles, primarily an FCC license, based on the Greenfield valuation methodology, a discounted cash flow approach.

Pending Disposition

On May 9, 2017 we entered into a definitive agreement to sell our Joplin, Missouri and Victoria, Texas television stations for approximately $66.6 million, subject to certain adjustments, to Evening Telegram Company d/b/a Morgan Murphy Media. We plan to complete this transaction in the third quarter of 2017.

Pending Acquisitions

On May 9, 2017, the Company entered into an Asset Purchase Agreement with Apex Media Corporation and Pearce Development, LLC f/k/a Apex Real Property, LLC to purchase, for approximately $23 million (subject to certain purchase price adjustments) plus the right to air certain radio commercials, substantially all the assets related to the operation of the following radio stations principally serving the South Carolina area: WCKN (FM), WMXF(FM), WXST(FM), WAVF(FM), WSPO(AM), W261DG, W257BQ, WVSC(FM), WLHH(FM), WALI(FM), W256CB, W293BZ. The Company expects this transaction to close in the third quarter of 2017, simultaneously with the closing of the Television Sale, upon fulfilment of certain conditions precedent to closing, including, without limitation, receipt of FCC consent to the assignment of the FCC licenses to the Company. This acquisition will be financed through funds generated from the Television Sale.

2017 Acquisitions

On January 16, 2017, we entered into an asset purchase agreement to purchase an FM radio station (WCVL) from WUVA, Incorporated, serving the Charlottesville, Virginia market for approximately $1,658,000, which included $8,000 in transactional costs. Simultaneously, we entered into a TBA to begin operating the station on February 1, 2017. We completed this acquisition on April 18, 2017. This acquisition was financed through funds generated from operations. Unaudited proforma results of operations for this acquisition are not required, as such information is not material to our financial statements and therefore is not presented.

2016 Acquisitions

On November 2, 2015, we entered into an agreement to acquire an FM radio station (WLVQ) from Wilks Broadcast - Columbus, LLC, serving the Columbus, Ohio market for approximately $13,791,000, which included $734,000 in accounts receivable and $57,000 in transactional costs. We completed this acquisition on February 3, 2016. We operated this station under an LMA from November 16, 2015 through our completion of the acquisition. This acquisition was financed through funds generated from operations. Management attributes the goodwill recognized in the acquisition to the power of the existing brands in the Columbus, Ohio market as well as the synergies and growth opportunities expected through the combination with the Company’s existing stations.

On March 16, 2016 we acquired an FM translator serving the Portland, Maine market for approximately $50,000.

On March 25, 2016 we acquired an FM translator serving the Milwaukee, Wisconsin market for approximately $50,000.

On April 8, 2016 we acquired an FM translator serving the Charlottesville, Virginia market for approximately $100,000.

On April 11, 2016 we acquired an FM translator serving the Clarksville, Tennessee market for approximately $30,000.

On June 3, 2016 we acquired an FM translator serving the Spencer, Iowa market for approximately $35,000.

On August 11, 2016 we acquired two FM translators serving the Bellingham, Washington market for approximately $50,000.

On September 12, 2016 we acquired an FM translator serving the Portland, Maine market for approximately $45,000.

On October 11, 2016 we acquired a FM Translator serving the Bellingham, Washington market for approximately $25,000.

On November 8, 2016 we acquired a FM Translator serving the Des Moines, Iowa market for approximately $25,000.

On November 14, 2016 we acquired a FM Translator serving the Springfield, Illinois market for approximately $23,000.

On December 2, 2016 we acquired a FM Translator serving the Ithaca, New York market for approximately $35,000.

Condensed Consolidated Balance Sheet of 2017 and 2016 Acquisitions:

The following unaudited condensed balance sheets represent the estimated fair value assigned to the related assets and liabilities of the 2017 and 2016 acquisitions at their respective acquisition dates. The allocation of the purchase price for the 2017 and 2016 acquisitions is final at June 30, 2017.

Saga Communications, Inc.

Condensed Consolidated Balance Sheet of 2017 and 2016 Acquisitions

	Acquisitions in	
	2017	**2016**
	(In thousands)	
Assets Acquired:		
Current assets	$ 5	$ 814
Property and equipment	72	375
Other assets:		
Broadcast licenses	766	8,123
Goodwill	812	4,533
Other intangibles, deferred costs and investments	—	398
Total other assets	1,578	13,054
Total assets acquired	1,655	14,243
Liabilities Assumed:		
Current liabilities	5	41
Total liabilities assumed	5	41
Net assets acquired	$ 1,650	$ 14,202

7. Stock-Based Compensation

2005 Incentive Compensation Plan

On October 16, 2013 our stockholders approved the Second Amended and Restated Saga Communications, Inc. 2005 Incentive Compensation Plan (the "Second Restated 2005 Plan"). The 2005 Incentive Compensation Plan was first approved by stockholders in 2005 and replaced our 2003 Stock Option Plan (the "2003 Plan"). The 2005 Incentive Compensation Plan was re-approved by stockholders in 2010. The changes made in the Second Restated 2005 Plan (i) increases the number of authorized shares by 233,334 shares of Common Stock, (ii) extends the date for making awards to September 6, 2018, (iii) includes directors as participants, (iv) targets awards according to groupings of participants based on ranges of base salary of employees and/or retainers of directors, (v) requires participants to retain 50% of their net annual restricted stock awards during their employment or service as a director, and (vi) includes a clawback provision. The Second Restated 2005 Plan allows for the granting of restricted stock, restricted stock units, incentive stock options, nonqualified stock options, and performance awards to eligible employees and non-employee directors.

The number of shares of Common Stock that may be issued under the Second Restated 2005 Plan may not exceed 280,000 shares of Class B Common Stock, and 900,000 shares of Class A Common Stock, of which up to 620,000 may be issued pursuant to incentive stock options and 280,000 shares are issuable upon conversion of Class B Common Stock. Awards denominated in Class A Common Stock may be granted to any employee or director under the Second Restated 2005 Plan. However, awards denominated in Class B Common Stock may only be granted to Edward K. Christian, President, Chief Executive Officer, Chairman of the Board of Directors, and the holder of 100% of the outstanding Class B Common Stock of the Company. Stock options granted under the Second Restated 2005 Plan may be for terms not exceeding ten years from the date of grant and may not be exercised at a price which is less than 100% of the fair market value of shares at the date of grant.

Stock-Based Compensation

All stock options granted were fully vested and expensed at December 31, 2012, therefore there was no compensation expense related to stock options for the three and six months ended June 30, 2017 and the three and six months ended June 30, 2016, respectively.

The following summarizes the stock option transactions for the Second Restated 2005 and 2003 Plans for the six months ended June 30, 2017:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2017	29,035	$ 28.47	0.4	$ 633,834
Exercised	(29,035)	28.47		
Outstanding at June 30, 2017	—	$ —	—	$ —
Exercisable at June 30, 2017	—	$ —	—	$ —

The following summarizes the restricted stock transactions for the six months ended June 30, 2017:

	Shares	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2017	103,262	$ 43.73
Vested	(647)	41.80
Forfeited	(594)	45.39
Non-vested and outstanding at June 30, 2017	102,021	$ 43.74

For the three and six months ended June 30, 2017 and the three and six months ended June 30, 2016, we had $574,000, $1,132,000, $530,000 and $1,058,000, respectively, of total compensation expense related to restricted stock-based compensation arrangements. This expense is included in corporate general and administrative expenses in our results of operations. The associated tax benefit recognized for the three and six months ended June 30, 2017 and the three and six months ended June 30, 2016, was $230,000, $453,000, $212,000 and $423,000, respectively.

8. Long-Term Debt

Long-term debt consisted of the following:

	June 30, 2017	December 31, 2016
	(In thousands)	
Revolving credit facility	$ 35,287	$ 35,287
Secured debt of affiliate included in discontinued operations	1,078	1,078
	36,365	36,365
Amounts payable within one year	1,078	1,078
	$ 35,287	$ 35,287

On August 18, 2015, we entered into a new credit facility (the “Credit Facility”) with JPMorgan Chase Bank, N.A., The Huntington National Bank, Citizens Bank, National Association and J.P. Morgan Securities LLC. In connection with the execution of the Credit Facility, the credit agreement in place at June 30, 2015 (the “Old Credit Agreement”) was terminated, and all outstanding amounts were paid in full. The Credit Facility consists of a $100 million five-year revolving facility (the “Revolving Credit Facility”) and matures on August 18, 2020.

We have pledged substantially all of our assets (excluding our FCC licenses and certain other assets) in support of the Credit Facility and each of our subsidiaries has guaranteed the Credit Facility and has pledged substantially all of their assets (excluding their FCC licenses and certain other assets) in support of the Credit Facility.

Approximately $266,000 of transaction fees related to the Credit Facility were capitalized and are being amortized over the life of the Credit Facility. Those deferred debt costs are included in other assets, net in the condensed consolidated balance sheets.

Interest rates under the Credit Facility are payable, at our option, at alternatives equal to LIBOR (1.25% at June 30, 2017), plus 1% to 2% or the base rate plus 0% to 1%. The spread over LIBOR and the base rate vary from time to time, depending upon our financial leverage. Letters of credit issued under the Credit Facility will be subject to a participation fee (which is equal to the interest rate applicable to Eurocurrency Loans, as defined in the Credit Agreement) payable to each of the Lenders and a fronting fee equal to 0.25% per annum payable to the issuing bank. We also pay quarterly commitment fees of 0.2% to 0.3% per annum on the unused portion of the Revolving Credit Facility.

The Credit Facility contains a number of financial covenants (all of which we were in compliance with at June 30, 2017) which, among other things, require us to maintain specified financial ratios and impose certain limitations on us with respect to investments, additional indebtedness, dividends, distributions, guarantees, liens and encumbrances.

We had approximately $65 million of unused borrowing capacity under the Revolving Credit Facility at June 30, 2017.

The loan agreement of approximately $1.1 million of secured debt of affiliate was amended in April, 2017 to extend the due date of the loan for three years to mature on May 1, 2020. Our affiliate plans to repay that loan when we sell the television stations in the third quarter 2017. We currently have this liability recorded in the current assets of discontinued operations in the condensed consolidated balance sheet.

9. Litigation

The Company is subject to various outstanding claims which arise in the ordinary course of business and to other legal proceedings. Management anticipates that any potential liability of the Company, which may arise out of or with respect to these matters, will not materially affect the Company's financial statements.

10. Dividends

On May 3, 2017, the Company's Board of Directors declared a regular quarterly cash dividend of $0.30 per share on its Classes A and B Common Stock. This dividend, totaling $1.8 million was paid on June 9, 2017 to shareholders of record on May 22, 2017.

On March 3, 2017, the Company's Board of Directors declared a regular quarterly cash dividend of $0.30 per share on its Classes A and B Common Stock. This dividend, totaling $1.8 million, was paid on April 14, 2017 to shareholders of record on March 28, 2017.

On November 21, 2016 the Company's Board of Directors declared a quarterly cash dividend of $0.30 per share and a special cash dividend of $0.20 per share on its Classes A and B shares. These dividends totaling $2.9 million, were paid on December 23, 2016 to shareholders of record on December 5, 2016.

On August 30, 2016, the Company's Board of Directors declared a regular cash dividend of $0.30 per share on its Classes A and B Common Stock. This dividend, totaling $1.8 million was paid on September 30, 2016 to shareholders of record on September 14, 2016.

On June 1, 2016, the Company's Board of Directors declared a regular cash dividend of $0.25 per share on its Classes A and B Common Stock. This dividend, totaling $1.5 million, was paid on July 8, 2016 to shareholders of record on June 15, 2016.

On March 2, 2016, the Company's Board of Directors declared a regular quarterly cash dividend of $0.25 per share on its Classes A and B Common Stock. This dividend, totaling $1.5 million, was paid on April 15, 2016 to shareholders of record on March 28, 2016.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto of Saga Communications, Inc. and its subsidiaries contained elsewhere herein and the audited financial statements and Management Discussion and Analysis contained in our Annual Report on Form 10-K for the year ended December 31, 2016. The following discussion is presented on a consolidated basis. On May 9, 2017 the Company entered into an agreement to sell its Joplin, Missouri and Victoria, Texas television stations. The historical results of operations for the television stations are presented in discontinued operations for all periods presented (see Note 5). As a result of the Company's television stations being classified as held for sale and being reported as discontinued operations the Company only has one reportable segment at June 30, 2017. Unless indicated otherwise, the information in the notes to the accompanying unaudited condensed consolidated financial statements relates to the Company's continuing operations.

We use certain financial measures that are not calculated in accordance with generally accepted accounting principles in the United States of America (GAAP) to assess our financial performance. For example, we evaluate the performance of our markets based on "station operating income" (operating income plus corporate general and administrative expenses, depreciation and amortization, other operating (income) expenses, and impairment of intangible assets). Station operating income is generally recognized by the broadcasting industry as a measure of performance, is used by analysts who report on the performance of the broadcasting industry and it serves as an indicator of the market value of a group of stations. In addition, we use it to evaluate individual stations, market-level performance, overall operations and as a primary measure for incentive based compensation of executives and other members of management. Station operating income is not necessarily indicative of amounts that may be available to us for debt service requirements, other commitments, reinvestment or other discretionary uses. Station operating income is not a measure of liquidity or of performance in accordance with GAAP, and should be viewed as a supplement to, and not a substitute for our results of operations presented on a GAAP basis.

General

We are a broadcast company primarily engaged in acquiring, developing and operating broadcast properties. We actively seek and explore opportunities for expansion through the acquisition of additional broadcast properties. We review acquisition opportunities on an ongoing basis. For additional information with respect to acquisitions, see "Liquidity and Capital Resources" below. We own or operate broadcast properties in 26 markets, including 68 FM and 32 AM radio stations, 4 television stations and 5 low-power television stations.

Continuing Operations – Radio Stations

Our radio stations' primary source of revenue is from the sale of advertising for broadcast on our stations. Depending on the format of a particular radio station, there are a predetermined number of advertisements available to be broadcast each hour. We have twenty-four radio station markets, which include all one hundred of our radio stations. The discussion of our operating performance focuses on operating income because we manage our stations primarily on operating income. Operating performance is evaluated for each individual market.

Most advertising contracts are short-term and generally run for a few weeks only. The majority of our revenue is generated from local advertising, which is sold primarily by each radio markets' sales staff. For the six months ended June 30, 2017 and 2016, approximately 89% and 87%, respectively, of our radio stations' gross revenue was from local advertising. To generate national advertising sales, we engage independent advertising sales representative firms that specialize in national sales for each of our broadcast markets.

Our revenue varies throughout the year. Advertising expenditures, our primary source of revenue, generally have been lowest during the winter months, which include the first quarter of each year. We expect a decrease in political advertising for 2017 due to the decreased number of national, state and local elections in most of our markets as compared to prior year.

Our net operating revenue, station operating expense and operating income varies from market to market based upon the market's rank or size which is based upon population and the available radio advertising revenue in that particular market.

The broadcasting industry, and advertising in general, are influenced by the state of the overall economy, including unemployment rates, inflation, energy prices and consumer interest rates. Our stations primarily broadcast in small to midsize markets. Historically, these markets have been more stable than major metropolitan markets during downturns in advertising spending, but may not experience increases in such spending as significant as those in major metropolitan markets in periods of economic improvement.

Our financial results are dependent on a number of factors, the most significant of which is our ability to generate advertising revenue through rates charged to advertisers. The rates a station is able to charge are, in large part, based on a station's ability to attract audiences in the demographic groups targeted by its advertisers. In a number of our markets this is measured by periodic reports generated by independent national rating services. In the remainder of our markets it is measured by the results advertisers obtain through the actual running of an advertising schedule. Advertisers measure these results based on increased demand for their goods or services and/or actual revenues generated from such demand. Various factors affect the rate a station can charge, including the general strength of the local and national economies, population growth, ability to provide popular programming, local market competition, target marketing capability of radio compared to other advertising media and signal strength.

When we acquire and/or begin to operate a station or group of stations we generally increase programming and advertising and promotion expenses to increase our share of our target demographic audience. Our strategy sometimes requires levels of spending commensurate with the revenue levels we plan on achieving in two to five years. During periods of economic downturns, or when the level of advertising spending is flat or down across the industry, this strategy may result in the appearance that our cost of operations are increasing at a faster rate than our growth in revenues, until such time as we achieve our targeted levels of revenue for the acquired station or group of stations.

The number of advertisements that can be broadcast without jeopardizing listening levels (and the resulting ratings) is limited in part by the format of a particular radio station. Our stations strive to maximize revenue by constantly managing the number of commercials available for sale and adjusting prices based upon local market conditions and ratings. While there may be shifts from time to time in the number of advertisements broadcast during a particular time of day, the total number of advertisements broadcast on a particular station generally does not vary significantly from year to year. Any change in our revenue, with the exception of those instances where stations are acquired or sold, is generally the result of inventory sell out ratios and pricing adjustments, which are made to ensure that the station efficiently utilizes available inventory.

Our radio stations employ a variety of programming formats. We periodically perform market research, including music evaluations, focus groups and strategic vulnerability studies. Because reaching a large and demographically attractive audience is crucial to a station's financial success, we endeavor to develop strong listener loyalty. Our stations also employ audience promotions to further develop and secure a loyal following. We believe that the diversification of formats on our radio stations helps to insulate us from the effects of changes in musical tastes of the public on any particular format.

The primary operating expenses involved in owning and operating radio stations are employee salaries, sales commissions, programming expenses, depreciation, and advertising and promotion expenses.

The radio broadcasting industry is subject to rapid technological change, evolving industry standards and the emergence of new media technologies and services. These new technologies and media are gaining advertising share against radio and other traditional media.

We are continuing to expand our digital initiative to provide a seamless experience across numerous platforms to allow our listeners and viewers to connect with our products where and when they want. We continue to create opportunities through targeted digital advertising and an array of digital services that include online promotions, mobile messaging, and email marketing.

In addition, we continue the rollout of HD radio™. HD radio™ utilizes digital technology that provides improved sound quality over standard analog broadcasts and also allows for the delivery of additional channels of diversified programming or data streaming in each radio market.

During the six months ended June 30, 2017 and 2016 and the years ended December 31, 2016 and 2015, our Columbus, Ohio; Des Moines, Iowa; Manchester, New Hampshire; Milwaukee, Wisconsin; and Norfolk, Virginia markets, when combined, represented approximately 43%, 42%, 43%, and 41%, respectively, of our consolidated net operating revenue from continuing operations. An adverse change in any of these radio markets or our relative market position in those markets could have a significant impact on our operating results as a whole.

The following tables describe the percentage of our consolidated net operating revenue represented by each of these markets:

	Percentage of Consolidated Net Operating Revenue for the Six Months Ended June 30,		Percentage of Consolidated Net Operating Revenue for the Years Ended December 31,	
	2017	**2016**	**2016**	**2015**
Market:				
Columbus, Ohio	11%	11%	12%	9%
Des Moines, Iowa	8%	8%	8%	8%
Manchester, New Hampshire	5%	6%	6%	6%
Milwaukee, Wisconsin	13%	12%	12%	12%
Norfolk, Virginia	6%	5%	5%	6%

During the six months ended June 30, 2017 and 2016 and the years ended December 31, 2016 and 2015, the radio stations in our five largest markets when combined, represented approximately 49%, 48%, 49%, and 44%, respectively, of our consolidated station operating income from continuing operations. The following tables describe the percentage of our consolidated station operating income represented by each of these markets:

	Percentage of Consolidated Station Operating Income (*) for the Six Months Ended June 30,		Percentage of Consolidated Station Operating Income (*) for the Years Ended December 31,	
	2017	**2016**	**2016**	**2015**
Market:				
Columbus, Ohio	15%	14%	15%	10%
Des Moines, Iowa	8%	7%	7%	8%
Manchester, New Hampshire	6%	8%	9%	8%
Milwaukee, Wisconsin	15%	14%	14%	13%
Norfolk, Virginia	5%	5%	4%	5%

* Operating income plus corporate general and administrative expenses, depreciation and amortization, other operating (income) expenses, and impairment of intangible assets.

Discontinued Operations - Television Stations

Our television station’s primary source of revenue is from the sale of advertising for broadcast on our stations. The number of advertisements available for broadcast on our television stations is limited by network affiliation and syndicated programming agreements and, with respect to children’s programs, federal regulation. Our television stations’ local market managers determine the number of advertisements to be broadcast in locally produced programs only, which are primarily news programming and occasionally local sports or information shows.

Our net operating revenue, station operating expense and operating income vary from market to market based upon the market’s rank or size, which is based upon population, available television advertising revenue in that particular market, and the popularity of programming being broadcast.

Our financial results are dependent on a number of factors, the most significant of which is our ability to generate advertising revenue through rates charged to advertisers. The rates a station is able to charge are, in large part, based on a station's ability to attract audiences in the demographic groups targeted by its advertisers, as measured principally by periodic reports by independent national rating services. Various factors affect the rate a station can charge, including the general strength of the local and national economies, population growth, ability to provide popular programming through locally produced news, sports and weather and as a result of syndication and network affiliation agreements, local market competition, the ability of television broadcasting to reach a mass appeal market compared to other advertising media, and signal strength including cable/satellite coverage, and government regulation and policies.

Our stations strive to maximize revenue by constantly adjusting prices for our commercial spots based upon local market conditions, advertising demands and ratings. While there may be shifts from time to time in the number of advertisements broadcast during a particular time of day, the total number of advertisements broadcast on a particular station generally does not vary significantly from year to year. Any change in our revenue, with the exception of those instances where stations are acquired or sold, is generally the result of pricing adjustments, which are made to ensure that the station efficiently utilizes available inventory.

Because audience ratings in the local market are crucial to a station's financial success, we endeavor to develop strong viewer loyalty by providing locally produced news, weather and sports programming. We believe that this emphasis on the local market provides us with the viewer loyalty we are trying to achieve.

Most of our revenue is generated from local advertising, which is sold primarily by each television markets' sales staff. For the six months ended June 30, 2017 and 2016, approximately 83% and 82%, respectively, of our television stations' gross revenue was from local advertising. To generate national advertising sales, we engage independent advertising sales representatives that specialize in national sales for each of our television markets.

Our revenue varies throughout the year. Advertising expenditures, our primary source of revenue, generally have been lowest during the winter months, which include the first quarter of each year. We expect a decrease in political advertising for 2017 due to the decreased number of national, state and local elections in most of our markets as compared to prior year.

The primary operating expenses involved in owning and operating television stations are employee salaries, sales commissions, programming expenses, including news production and the cost of acquiring certain syndicated programming, depreciation and advertising and promotion expenses.

Three Months Ended June 30, 2017 Compared to Three Months Ended June 30, 2016

Results of Operations

The following tables summarize our results of operations for the three months ended June 30, 2017 and 2016.

Consolidated Results of Operations

	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	$ Increase (Decrease)	% Increase (Decrease)
	(In thousands, except percentages and per share information)			
Net operating revenue	$ 30,261	$ 30,866	$ (605)	(2.0)%
Station operating expense	21,426	21,842	(416)	(1.9)%
Corporate general and administrative	2,880	2,620	260	9.9%
Other operating expense	79	8	71	N/M
Operating income from continuing operations	5,876	6,396	(520)	(8.1)%
Interest expense	229	182	47	25.8%
Income from continuing operations before taxes	5,647	6,214	(567)	(9.1)%
Income tax expense	2,272	2,569	(297)	(11.6)%
Income from continuing operations, net of tax	3,375	3,645	(270)	(7.4)%
Income from discontinued operations, net of tax	1,159	1,166	(7)	(0.6)%
Net income	$ 4,534	$ 4,811	$ (277)	5.8%
Earnings per share:				
From continuing operations	$ .57	$ .61	$ (.04)	(6.6)%
From discontinued operations	.20	.20	—	—
Earnings per share (diluted)	$ .77	$ .81	$ (.04)	(4.9)%

Results of Discontinued Operations

	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	$ Increase (Decrease)	% Increase (Decrease)
		(In thousands, except percentages)		
Net operating revenue	$ 5,688	$ 5,572	$ 116	2.1%
Station operating expense	3,643	3,578	65	1.8%
Operating income from discontinued operations	2,045	1,994	51	2.6%
Interest expense	8	7	1	14.3%
Incomes before income taxes from discontinued operations	2,037	1,987	50	2.5%
Income tax expense	878	821	57	6.9%
Income from discontinued operations	$ 1,159	$ 1,166	$ (7)	(0.6)%

N/M = Not Meaningful

For the three months ended June 30, 2017, consolidated net operating revenue was $30,261,000 compared with $30,866,000 for the three months ended June 30, 2016, a decrease of $605,000 or 2.0%. We had an increase of approximately $106,000 that was attributable to stations that we did not own or operate for the entire comparable period, offset by a decrease of approximately $711,000 generated by stations we owned or operated for the comparable period in 2016 ("same station"). On a same station basis gross local revenue and gross national revenue decreased $609,000 and $366,000 respectively from the second quarter of 2016. These decreases were partially offset by an increase in gross political revenue of $100,000 at our Milwaukee, Wisconsin market and a decrease in agency commissions of $153,000. The decrease in gross local revenue was due to decreases in our Charlottesville, Virginia; Columbus, Ohio; and Springfield, Illinois markets. The decrease in gross national revenue was due to decreases in our Bellingham, Washington and our Milwaukee, Wisconsin markets. The decrease in agency commissions was due to lower national revenues.

Station operating expense was $21,426,000 for the three months ended June 30, 2017, compared with $21,842,000 for the three months ended June 30, 2016, a decrease of $416,000 or 1.9%. We had an increase of approximately $54,000 that was attributable to stations that we did not own or operate for the entire comparable period, offset by a decrease of approximately $470,000 generated by stations we owned or operated for the comparable period in 2016. The decrease is primarily attributable to a decrease of $353,000 in healthcare costs and a decrease of $184,000 in licensing agreements partially offset by an increase in music licensing fees of $126,000.

Operating income for the three months ended June 30, 2017 was $5,876,000 compared to $6,396,000 for the three months ended June 30, 2016, a decrease of $520,000 or 8.1%. The decrease was a result of the decrease in net operating revenue partially offset by a decrease in station operating expense, described above, an increase in our corporate general and administrative expenses of $260,000 or 9.9%, and an increase in other operating expense of $71,000 from the second quarter of 2016. The increase in corporate expenses is due to an increase in legal expenses of $116,000, an increase in key man life insurance of $88,000 and an increase in non-cash compensation related to the amortization of restricted stock grants of $44,000.

Income from continuing operations, net of tax for the three months ended June 30, 2017 was $3,375,000 compared to $3,645,000 for the three months ended June 30, 2016, a decrease of $270,000 or 7.4%. The decrease in income from continuing operations, net of tax is due to the decrease of operating income, described above, an increase in interest expense of $47,000 due to an increase in our interest rates partially offset by a decrease in income taxes of $297,000.

Income from discontinued operations, net of tax for the three months ended June 30, 2017 was $1,159,000 compared to $1,166,000 for the three months ended June 30, 2016, a decrease of $7,000 or 0.6%. The decrease was a direct result of an increase in station operating expenses and an increase in income tax expense, partially offset by an increase in net operating revenue. For the three months ended June 30, 2017, net operating revenue of our television stations was $5,688,000 compared with $5,572,000 for the three months ended June 30, 2016, an increase of $116,000 or 2.1% primarily due to an increase in gross national revenue at our Victoria, Texas market. Station operating expense in the television stations for the three months ended June 30, 2017 was $3,643,000, compared with $3,578,000 for the three months ended June 30, 2016, an increase of $65,000 or 1.8%. The increase is primarily related to increases in legal expenses of $160,000 and network affiliate fees of $131,000 partially offset by a decrease in depreciation expense of $202,000.

We generated net income of $4,534,000 ($.77 per share on a fully diluted basis) during the three months ended June 30, 2017, compared to $4,811,000 ($.81 per share on a fully diluted basis) for the three months ended June 30, 2016, a decrease of $277,000 or 5.8%. This is a direct result of the decrease in income from continuing operations of $270,000, and a decrease of $7,000 in income from discontinued operations.

Six Months Ended June 30, 2017 Compared to Six Months Ended June 30, 2016

Results of Operations

The following tables summarize our results of operations for the six months ended June 30, 2017 and 2016.

Consolidated Results of Operations

	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016	$ Increase (Decrease)	% Increase (Decrease)
	(In thousands, except percentages and per share information)			
Net operating revenue	$ 56,416	$ 58,330	$ (1,914)	(3.3)%
Station operating expense	42,766	42,982	(216)	(0.5)%
Corporate general and administrative	5,743	5,337	406	7.6%
Other operating expense	58	5	53	N/M
Operating income	7,849	10,006	(2,157)	(21.6)%
Interest expense	437	361	76	21.1%
Income from continuing operations before taxes	7,412	9,645	(2,233)	(23.2)%
Income tax provision	2,990	3,987	(997)	(25.0)%
Income from continuing operations, net of tax	4,422	5,658	(1,236)	(21.8)%
Income from discontinued operations, net of tax	2,050	2,177	(127)	(5.8)%
Net income	$ 6,472	$ 7,835	$ (1,363)	(17.4)%
Earnings per share:				
From continuing operations	$ .75	$ .96	$ (.21)	(21.9)%
From discontinued operations	.35	.37	(.02)	(5.4)%
Earnings per share (diluted)	$ 1.10	$ 1.33	$ (.23)	(17.3)%

Results of Discontinued Operations

	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016	$ Increase (Decrease)	% Increase (Decrease)
		(In thousands, except percentages)		
Net operating revenue	$ 10,942	$ 10,853	$ 89	0.8%
Station operating expense	7,355	7,123	232	3.3%
Other operating	31	3	28	N/M
Operating income from discontinued operations	3,556	3,727	(171)	(4.6)%
Interest expense	16	17	(1)	(5.9)%
Incomes before income taxes from discontinued operations	3,540	3,710	(170)	(4.6)%
Income tax expense	1,490	1,533	(43)	(2.8)%
Income from discontinued operations	$ 2,050	$ 2,177	$ (127)	(5.8)%

N/M = Not Meaningful

For the six months ended June 30, 2017, consolidated net operating revenue was $56,416,000 compared with $58,330,000 for the six months ended June 30, 2016, a decrease of $1,914,000 or 3.3%. We had an increase of approximately $151,000 that was attributable to stations that we did not own or operate for the entire comparable period, offset by a decrease of approximately $2,065,000 generated by stations we owned or operated for the comparable period in 2016 ("same station"). On a same station basis gross political revenue, gross local revenue and gross national revenue decreased $1,090,000, $786,000 and $422,000 respectively from 2016. These decreases were partially offset by a decrease in agency commissions. The decrease in gross political revenue was due to the decreased number of national, state and local elections in most of our markets as compared to prior year. The decrease in gross local revenue was due to decreases in our Bellingham, Washington; Charlottesville, Virginia; Columbus, Ohio; Ithaca, New York; Springfield, Illinois and Springfield, Massachusetts markets. The decrease in gross national revenue is due to decreases in our Champaign, Illinois and Yankton, South Dakota markets. The decrease in agency commissions is due to lower national revenues.

Station operating expense was $42,766,000 for the six months ended June 30, 2017, compared with $42,982,000 for the six months ended June 30, 2016, a decrease of $216,000 or 0.5%. We had an increase of approximately $111,000 that was attributable to stations that we did not own or operate for the entire comparable period, offset by a decrease of approximately $327,000 generated by stations we owned or operated for the comparable period in 2016. The decrease is primarily attributable to a $377,000 decrease in licensing agreements and a $126,000 decrease in sales commission expense, partially offset by an increase in music licensing fees of $245,000.

Operating income for the six months ended June 30, 2017 was $7,849,000 compared to $10,006,000 for the six months ended June 30, 2016, a decrease of $2,157,000 or 21.6%. The decrease was a result of the decrease in net operating revenue partially offset by a decrease in station operating expense, described above, an increase in our corporate general and administrative expenses of $406,000 or 7.6%, and an increase in other operating expense of $53,000 from 2016. The increase in corporate expenses is due to an increase in key man life insurance of $183,000, and increase in legal expenses of $87,000 and an increase in non-cash compensation related to the amortization of restricted stock grants of $74,000.

Income from continuing operations, net of tax for the six months ended June 30, 2017 was $4,422,000 compared to $5,658,000 for the six months ended June 30, 2016, a decrease of $1,236,000 or 21.8%. The decrease in income from continuing operations, net of tax is due to the decrease of operating income, described above, an increase in interest expense of $76,000 due to an increase in our interest rates partially offset by a decrease in income taxes of $997,000.

Income from discontinued operations, net of tax for the six months ended June 30, 2017 was $2,050,000 compared to $2,177,000 for the six months ended June 30, 2016, a decrease of $127,000 or 5.8%. The decrease was a direct result of the increase in station operating expenses and an increase in other operating expenses partially offset by an increase in net operating revenue, and a decrease in income tax expenses of $43,000. For the six months ended June 30, 2017, net operating revenue of our television stations was $10,942,000 compared with $10,853,000 for the six months ended June 30, 2016, an increase of $89,000 or 0.8% primarily due to an increase in gross retransmission revenue at our Joplin, Missouri market and gross national revenue at our Victoria, Texas market of $206,000 and $125,000 respectively, partially offset by a decrease in gross political revenue of $273,000. The decrease in gross political revenue was due to the decreased number of national, state and local elections in most of our markets as compared to prior year. Station operating expense in the television stations for the six months ended June 30, 2017 was $7,355,000, compared with $7,123,000 for the six months ended June 30, 2016, an increase of $232,000 or 3.3%. The increase is primarily related to increases of $188,000 in network affiliate fees, an increase in legal expenses of $160,000 related to the divestiture and $66,000 in retransmission fees, partially offset by a decrease in depreciation expense of $208,000.

We generated net income of $6,472,000 ($1.10 per share on a fully diluted basis) during the six months ended June 30, 2017, compared to $7,835,000 ($1.33 per share on a fully diluted basis) for the six months ended June 30, 2016, a decrease of $1,363,000 or 17.4%. This is a direct result of the decrease in income from continuing operations of $1,236,000, and a decrease of $127,000 in income from discontinued operations.

Forward-Looking Statements

Statements contained in this Form 10-Q that are not historical facts are forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In addition, words such as “believes,” “anticipates,” “estimates,” “plans,” “expects,” and similar expressions are intended to identify forward-looking statements. These statements are made as of the date of this report or as otherwise indicated, based on current expectations. We undertake no obligation to update this information. A number of important factors could cause our actual results for 2017 and beyond to differ materially from those expressed in any forward-looking statements made by or on our behalf. Forward-looking statements are not guarantees of future performance as they involve a number of risks, uncertainties and assumptions that may prove to be incorrect and that may cause our actual results and experiences to differ materially from the anticipated results or other expectations expressed in such forward-looking statements. The risks, uncertainties and assumptions that may affect our performance include our financial leverage and debt service requirements, dependence on key personnel, dependence on key stations, U.S. and local economic conditions, our ability to successfully integrate acquired stations, regulatory requirements, new technologies, natural disasters and terrorist attacks. We cannot be sure that we will be able to anticipate or respond timely to changes in any of these factors, which could adversely affect the operating results in one or more fiscal quarters. Results of operations in any past period should not be considered, in and of itself, indicative of the results to be expected for future periods. Fluctuations in operating results may also result in fluctuations in the price of our stock.

For a more complete description of the prominent risks and uncertainties inherent in our business, see Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016.

Liquidity and Capital Resources

Debt Arrangements and Debt Service Requirements

On August 18, 2015, we entered into a new credit facility (the “Credit Facility”) with JPMorgan Chase Bank, N.A., The Huntington National Bank, Citizens Bank, National Association and J.P. Morgan Securities LLC. In connection with the execution of the Credit Facility, the credit agreement in place at June 30, 2015 (the “Old Credit Agreement”) was terminated, and all outstanding amounts were paid in full. The Credit Facility consists of a $100 million five-year revolving facility (the “Revolving Credit Facility”) and matures on August 18, 2020.

We have pledged substantially all of our assets (excluding our FCC licenses and certain other assets) in support of the Credit Facility and each of our subsidiaries has guaranteed the Credit Facility and has pledged substantially all of their assets (excluding their FCC licenses and certain other assets) in support of the Credit Facility.

Approximately $266,000 of transaction fees related to the Credit Facility were capitalized and are being amortized over the life of the Credit Facility. Those deferred debt costs are included in other assets, net in the condensed consolidated balance sheets.

Interest rates under the Credit Facility are payable, at our option, at alternatives equal to LIBOR (1.25% at June 30, 2017), plus 1% to 2% or the base rate plus 0% to 1%. The spread over LIBOR and the base rate vary from time to time, depending upon our financial leverage. Letters of credit issued under the Credit Facility will be subject to a participation fee (which is equal to the interest rate applicable to Eurocurrency Loans, as defined in the Credit Agreement) payable to each of the Lenders and a fronting fee equal to 0.25% per annum payable to the issuing bank. We also pay quarterly commitment fees of 0.2% to 0.3% per annum on the unused portion of the Revolving Credit Facility.

The Credit Facility contains a number of financial covenants (all of which we were in compliance with at June 30, 2017) which, among other things, require us to maintain specified financial ratios and impose certain limitations on us with respect to investments, additional indebtedness, dividends, distributions, guarantees, liens and encumbrances.

We had approximately $65 million of unused borrowing capacity under the Revolving Credit Facility at June 30, 2017.

In 2003, we entered into an agreement of understanding with Surtsey Media whereby we have guaranteed up to $1,250,000 of the debt incurred in closing the acquisition of a construction permit for KFJX-TV station in Pittsburg, Kansas, a full power Fox affiliate serving Joplin, Missouri. At June 30, 2016, there was $1,078,000 of debt outstanding under this agreement. The loan agreement was amended in April, 2017 to extend the due date of the loan for three years to mature on May 1, 2020. We do not have any recourse provision in connection with our guarantee that would enable us to recover any amounts paid under the guarantee. Our affiliate plans to repay the loan when we complete the Television Sale in the third quarter of 2017. As a result, at June 30, 2017, we have recorded $1,078,000 in debt and $1,000,000 in intangible assets, primarily broadcast licenses included in our assets and liabilities of discontinued operations. In consideration for the guarantee, Surtsey Media entered into various agreements with us relating to the stations.

Sources and Uses of Cash

During the six months ended June 30, 2017 and 2016, we had net cash flows from operating activities of $13,203,000 and $12,740,000, respectively. We believe that cash flow from operations will be sufficient to meet quarterly debt service requirements for interest and payments of principal under our Credit Facility. However, if such cash flow is not sufficient we may be required to sell additional equity securities, refinance our obligations or dispose of one or more of our properties in order to make such scheduled payments. There can be no assurance that we would be able to effect any such transactions on favorable terms, if at all.

Our capital expenditures, exclusive of acquisitions, for the six months ended June 30, 2017 were $3,425,000 ($2,250,000 in 2016). We anticipate capital expenditures in 2017 to be approximately $5 – $5.5 million, which we expect to finance through funds generated from operations.

On May 3, 2017, the Company’s Board of Directors declared a regular quarterly cash dividend of $0.30 per share on its Classes A and B Common Stock. This dividend, totaling $1.8 million was paid on June 9, 2017 to shareholders of record on May 22, 2017and funded by cash on the Company’s balance sheet.

On March 3, 2017, the Company’s Board of Directors declared a regular quarterly cash dividend of $0.30 per share on its Classes A and B Common Stock. This dividend, totaling $1.8 million, was paid on April 14, 2017 to shareholders of record on March 28, 2017 and funded by cash on the Company’s balance sheet.

On January 16, 2017, we entered into an asset purchase agreement to purchase an FM radio station (WCVL) from WUVA, Incorporated, serving the Charlottesville, Virginia market for approximately $1,650,000. Simultaneously, we entered into a TBA to begin operating the station on February 1, 2017. We completed this acquisition on April 18, 2017. This acquisition was financed through funds generated from operations.

On May 9, 2017 we entered into a definitive agreement to sell our Joplin, Missouri and Victoria, Texas television stations for approximately $66.6 million, subject to certain adjustments, to Evening Telegram Company d/b/a Morgan Murphy Media. We plan to complete this transaction in the third quarter of 2017.

On May 9, 2017, the Company entered into an Asset Purchase Agreement with Apex Media Corporation and Pearce Development, LLC f/k/a Apex Real Property, LLC to purchase, for approximately $23 million (subject to certain purchase price adjustments) plus the right to air certain radio commercials, substantially all the assets related to the operation of the following radio stations principally serving the South Carolina area: WCKN (FM), WMXF(FM), WXST(FM), WAVF(FM), WSPO(AM), W261DG, W257BQ, WVSC(FM), WLHH(FM), WALI(FM), W256CB, W293BZ. The Company expects this transaction to close in the third quarter of 2017, simultaneously with the closing of the Television Sale, upon fulfilment of certain conditions precedent to closing, including, without limitation, receipt of FCC consent to the assignment of the FCC licenses to the Company. This acquisition will be financed through funds generated from the Television Sale.

We continue to actively seek and explore opportunities for expansion through the acquisitions of additional broadcast properties.

We anticipate that any future acquisitions of radio and television stations and dividend payments will be financed through funds generated from operations, borrowings under the Credit Agreement, the Television Sale, additional debt or equity financing, or a combination thereof. However, there can be no assurances that any such financing will be available on acceptable terms, if at all.

Summary Disclosures About Contractual Obligations and Commercial Commitments

We have future cash obligations under various types of contracts, including the terms of our Credit Facility, operating leases, programming contracts, employment agreements, and other operating contracts. For additional information concerning our future cash obligations see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation — Summary Disclosures About Contractual Obligations" in our Annual Report on Form 10-K for the year ended December 31, 2016.

We anticipate that our contractual cash obligations will be financed through funds generated from operations or additional borrowings under the Credit Facility, or a combination thereof.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which require us to make estimates, judgments and assumptions that affect the reported amounts of certain assets, liabilities, revenues, expenses and related disclosures and contingencies. We evaluate estimates used in preparation of our financial statements on a continual basis. There have been no significant changes to our critical accounting policies that are described in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates" in our Annual Report on Form 10-K for the year ended December 31, 2016.

Recent Accounting Pronouncements

Recent accounting pronouncements are described in Note 2 to the accompanying financial statements.

Inflation

The impact of inflation on our operations has not been significant to date. There can be no assurance that a high rate of inflation in the future would not have an adverse effect on our operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Refer to "Item 7A. Quantitative and Qualitative Disclosures about Market Risk" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Market Risk and Risk Management Policies" in our Annual Report on Form 10-K for the year ended December 31, 2016 for a complete discussion of our market risk. There have been no material changes to the market risk information included in our 2016 Annual Report on Form 10-K.

Item 4. Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to cause the material information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 to be recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. There were no changes in the Company's internal controls over financial reporting during the quarter ended June 30, 2017, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

The Company is subject to various outstanding claims which arise in the ordinary course of business and to other legal proceedings. Management anticipates that any potential liability of the Company, which may arise out of or with respect to these matters, will not materially affect the Company's financial statements.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes our repurchases of our Class A Common Stock during the three months ended June 30, 2017. Shares repurchased during the quarter were from the retention of shares for cashless exercise of stock options.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet be Purchased Under the Program(a)
April 1 – April 30, 2017	16,091	$ 51.35	—	$ 23,352,857
May 1 – May 31, 2017	—	$ —	—	$ 23,352,857
June 1 – June 30, 2017	—	$ —	—	$ 23,352,857
Total	16,091	$ 51.35	—	$ 23,352,857

(a) We have a Stock Buy-Back Program which allows us to purchase our Class A Common Stock. In February 2013, our Board of Directors authorized an increase in the amount committed to the Buy-Back Program from $60 million to approximately $75.8 million.

Item 6. Exhibits

31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 and Rule 13-14(b) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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 thereunto duly authorized.

SAGA COMMUNICATIONS, INC.

Date: August 9, 2017

/s/ SAMUEL D. BUSH
Samuel D. Bush
Senior Vice President and Chief Financial Officer (Principal Financial Officer)

Date: August 9, 2017

/s/ CATHERINE A. BOBINSKI
Catherine A. Bobinski
Senior Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)

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Section 2: EX-31.1 (EXHIBIT 31.1)

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT, AS AMENDED

I, Edward K. Christian, Chief Executive Officer of Saga Communications, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Saga Communications, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)), and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2017

/s/ Edward K. Christian
Edward K. Christian
Chief Executive Officer

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Section 3: EX-31.2 (EXHIBIT 31.2)

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT, AS AMENDED

I, Samuel D. Bush, Chief Financial Officer of Saga Communications, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Saga Communications, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)), and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2017

/s/ Samuel D. Bush
Samuel D. Bush
Chief Financial Officer

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Section 4: EX-32 (EXHIBIT 32)

EXHIBIT 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Saga Communications, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Edward K. Christian, Chief Executive Officer of the Company, and Samuel D. Bush, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of our knowledge, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 9, 2017	/s/ Edward K. Christian Edward K. Christian Chief Executive Officer
Dated: August 9, 2017	/s/ Samuel D. Bush Samuel D. Bush Chief Financial Officer

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