
Section 1: 8-K (FORM 8-K)

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 14, 2018**

SAGA COMMUNICATIONS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-11588
(Commission File Number)

38-3042953
(IRS Employer
Identification No.)

73 Kercheval Avenue
Grosse Pointe Farms, MI
Address of Principal Executive Offices)

48236
(Zip Code)

Registrant's telephone number, including area code: **(313) 886-7070**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Saga Communications, Inc. (“Annual Meeting”) was held on May 14, 2018.

At the Annual Meeting, the stockholders voted on the following matters:

(1) The six nominees for election as directors for the ensuing year, and until their successors are elected and qualified, received the following votes:

Name	For	Withheld	Broker Non-Votes
Clarke R. Brown, Jr.	11,620,620	2,119,557	185,057
Edward K. Christian	12,920,119	820,058	185,057
Timothy J. Clarke*	3,942,585	811,262	185,057
Roy F. Coppedge, III*	3,942,627	811,220	185,057
G. Dean Pearce	11,249,037	2,491,140	185,057
Gary Stevens	10,855,358	2,884,819	185,057

* Elected by the holders of Class A Common Stock.

(2) The proposal to approve the Amendment of the Second Amended and Restated Saga Communications, Inc. 2005 Incentive Compensation plan was approved 10,822,676 votes cast for, 2,914,585 votes cast against and 2,916 abstentions.

(3) The proposal to ratify the appointment by the Board of Directors of UHY LLP as independent auditors to audit our consolidated financial statements for the fiscal year ending December 31, 2018 was approved with 13,905,169 votes cast for, 15,998 votes cast against and 4,067 abstentions.

Item 8.01 Other Events

On May 15, 2018, Saga Communications, Inc. announced that its Board of Directors declared a quarterly cash dividend of \$0.30 per share on its Classes A and B Common Stock to be paid on June 22, 2018 to shareholders of record on May 31, 2018, as set forth in the press release included as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------

<u>99.1</u>	<u>Press Release dated May 15, 2018.</u>
-------------	--

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SAGA COMMUNICATIONS, INC.

Dated: May 15, 2018

By: /s/ Samuel D. Bush

Samuel D. Bush
Senior Vice President and
Chief Financial Officer

INDEX OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 15, 2018.

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)

Saga Communications, Inc. Declares Quarterly Cash Dividend of \$0.30 per Share

GROSSE POINTE FARMS, Mich., May 15, 2018 /PRNewswire/ -- Saga Communications, Inc. (NYSE American: SGA) today announced that its Board of Directors declared a quarterly cash dividend of \$0.30 per share. The dividend will be paid on June 22, 2018 to shareholders of record on May 31, 2018. The aggregate amount of the payment to be made in connection with the quarterly dividend will be approximately \$1.8 million. The quarterly cash dividend will be funded by cash on the Company's balance sheet. The Company, including this dividend, will have paid \$57.2 million in dividends to shareholders since the first special dividend was paid in 2012.

The Company intends to pay regular quarterly cash dividends in the future as declared by the Board of Directors. Consistent with returning value to our shareholders, the Board of Directors will also consider declaring special cash dividends, stock dividends, and stock buybacks in the future.

Saga is a broadcasting company whose business is devoted to acquiring, developing and operating broadcast properties. Saga owns or operates broadcast properties in 26 markets, including 75 FM, 33 AM radio stations and 74 metro signals. For additional information, contact us at (313) 886-7070 or visit our website at www.sagacom.com.

This press release contains certain forward-looking statements that are based upon current expectations and involve certain risks and uncertainties within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Words such as "believes," "expects," "anticipates," "guidance," "intent" and similar expressions are intended to identify forward-looking statements. Key risks, including risks associated with Saga's ability to effectively integrate the stations it acquires and the impact of federal regulation on Saga's business, are described in the reports Saga periodically files with the U.S. Securities and Exchange Commission, including Item 1A of our Annual Report on Form 10-K. Readers should note that these statements may be impacted by several factors, including national and local economic changes and changes in the radio broadcast industry in general, as well as Saga's actual performance. Results may vary from those stated herein and Saga undertakes no obligation to update the information contained here.



CONTACT Samuel D. Bush, 313/886-7070

[\(Back To Top\)](#)