
Section 1: 8-K (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 24, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 24, 2018, Saga Communications, Inc. (the “Company”) issued a press release announcing an increase to its number of Board members to seven and the appointment of Warren Lada to its Board of Directors, effective immediately. As was previously announced, Mr. Lada is retiring from his position as Chief Operating Officer at the end of June, 2018.

Mr. Lada will serve until the Company’s 2019 Annual Meeting of Stockholders, when he is expected to stand for re-election to the Board by a vote of the Company’s stockholders. At this time it is not expected that Mr. Lada will be a member of the Company’s compensation or audit committees.

Mr. Lada will be compensated under the Company’s standard compensatory arrangement for non-employee directors, as described in the Company’s most recent proxy statement. In addition, Mr. Lada, as a non-employee director, is eligible, as a participant in the Company’s Second Amended and Restated 2005 Incentive Compensation Plan, as amended (the “Plan”), to receive grants of awards, as determined in the discretion of the Company’s Compensation Committee, pursuant to the terms of the Plan.

There are no arrangements or understandings between Mr. Lada and any other persons pursuant to which Mr. Lada was appointed to the Company’s Board, and Mr. Lada does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The full text of the press release announcing Mr. Lada’s appointment and the increase in size of the Company’s Board of Directors is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On May 24, 2018, the Company also issued a press release announcing the promotion of Chris Forgy (age 57) to the new position of Senior Vice President/Operations. Mr. Forgy has assumed this new position effective May 28, 2018.

Mr. Forgy joined the Company in 1995 and served as Director of Sales for the Company’s radio stations in Columbus, OH until 2006. He left the Company from 2006 to 2011 to serve as General Manager of radio clusters for other broadcast companies. Mr. Forgy rejoined the Company as President and General Manager of our Columbus market where he has served until being promoted to his new position.

In connection with his promotion, Mr. Forgy entered into a Letter of Employment that sets forth Mr. Forgy’s annual base salary of \$285,000. Mr. Forgy is also eligible for an annual discretionary bonus of up to \$35,000, as determined by the Company’s Compensation Committee. In addition, Mr. Forgy, as an executive officer, is eligible, as a participant in the Plan, to receive grants of awards, as determined in the discretion of the Company’s Compensation Committee, pursuant to the terms of the Plan.

There are no arrangements or understandings between Mr. Forgy and any other persons pursuant to which Mr. Forgy was appointed as Senior Vice President/Operations of the Company. There are no family relationships between Mr. Forgy and any of the Company’s directors or executive officers. Mr. Forgy has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The full text of the press release announcing Mr. Forgy's promotion is attached hereto as Exhibit 99.2 and incorporated herein by reference.

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 24, 2018.</u>
<u>99.2</u>	<u>Press Release dated May 24, 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 30, 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 24, 2018.
99.2	Press Release dated May 24, 2018

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Saga Communications, Inc. Names Warren Lada to Board of Directors

GROSSE POINTE FARMS, Mich., May 24, 2018 /PRNewswire/ -- Saga Communications, Inc. (NYSE American: SGA) announced today the increase of its number of Board members to seven and the appointment of Warren Lada to its Board of Directors, effective immediately. As was previously announced Mr. Lada is retiring from his position as Chief Operating Officer at the end of June, 2018.

Mr. Lada began his broadcast career in 1976 and served in various capacities for several broadcast companies before joining Saga in 1991 where he initially served as General Manager of WAQY, Rock 102 in Springfield, MA. Mr. Lada held several positions during his 27 years with the Company, ultimately serving as Chief Operating Officer until his retirement.

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 radio stations, 33 AM radio stations and 75 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.



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Saga Communications, Inc. Announces that Chris Forgy is Appointed Senior Vice President/Operations

GROSSE POINTE FARMS, Mich., May 24, 2018 /PRNewswire/ -- Saga Communications, Inc. (NYSE American: SGA) today reported that Chris Forgy is being promoted to the new position of Senior Vice President/Operations. Mr. Forgy joined the Company in 1995 and served as Director of Sales for the Company's radio stations in Columbus, OH until 2006. He left the Company from 2006 to 2011 to serve as General Manager of radio clusters for other broadcast companies. Mr. Forgy rejoined the Company as President and General Manager of our Columbus market where he has served until being promoted to his new position.

Edward K. Christian, President and Chief Executive Officer of Saga Communications, Inc. said, "Chris is a world class broadcaster whose contributions to Saga will be very important and strategic as he joins us in the corporate office."

Chris Forgy said, "I have always dreamed of having this opportunity and am looking forward to working directly with Ed as well as with Saga's great team of broadcasters who I have had the honor to work with and alongside of for the past 20 years."

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