

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): August 3, 2005

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))
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Item 2.02. Results of Operations and Financial Condition.

On August 3, 2005, Saga Communications, Inc. issued a press release announcing its financial results for the three and six months ended June 30, 2005. The press release, dated August 3, 2005, is attached as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release dated August 3, 2005.

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: August 3, 2005

By: /s/ SAMUEL D. BUSH

Samuel D. Bush
Senior Vice President,
Chief Financial Officer and Treasurer

INDEX OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 3, 2005.

Saga Communications, Inc.
Reports 2nd Quarter 2005 Results

Contact:
Samuel D. Bush
313/886-7070

Grosse Pointe Farms, MI — August 3, 2005 — Saga Communications, Inc. (NYSE-SGA) today reported that 2nd quarter 2005 net operating revenue increased 6.9% over the comparable period in 2004 to approximately \$37.6 million and operating income decreased 6.2% to approximately \$8.6 million. Net income decreased approximately \$1.8 million to approximately \$3.1 million (\$.15 per fully diluted share) for the quarter ended June 30, 2005 compared to \$4.9 million (\$.23 per fully diluted share) for the comparable period in 2004. Net of taxes, approximately \$767 thousand of this decrease in net income during the quarter was due to the disposition of a tower made obsolete by our DTV conversion project in Victoria, TX. Increased interest and healthcare expenses, net of taxes, decreased net income by approximately \$425 thousand and \$355 thousand, respectively, for the quarter. For the same period, station operating expense increased 12.3% to approximately \$26.7 million (station operating expense includes depreciation and amortization attributable to the stations). On a same station basis for the quarter, net operating revenue increased 2.4% to approximately \$36.0 million, operating income decreased 8.0% to \$8.4 million and station operating expense increased 6.4% to \$25.2 million.

For the six month period ended June 30, 2005, net operating revenue increased 7.9% over the comparable period in 2004 to approximately \$69.4 million, operating income decreased 3.3% to approximately \$13.9 million and net income was approximately \$5.2 million (\$.25 per fully diluted share) compared to \$7.4 million (\$.35 per fully diluted share) for the comparable period in 2004 primarily attributable to the 2nd quarter expense increases referenced above. For the same period, station operating expense increased 11.8% to approximately \$51.4 million (station operating expense includes depreciation and amortization attributable to the stations). On a same station basis for the six months, net operating revenue increased 2.3% to approximately \$64.7 million, operating income decreased 5.7% to \$13.3 million and station operating expense increased 4.7% to \$47.3 million.

Saga has been subjected to increased format competition in the Milwaukee, Columbus, Norfolk and Portland markets. To date, this increased competitive pressure has not materially impacted the Milwaukee or Columbus market's financial performance. The financial results in the Norfolk and Portland markets, however, have been materially impacted due to the increased competition. Net revenue in these markets decreased approximately 15% compared to the 2nd quarter 2004. Combined, operating income for these two markets decreased \$837 thousand from the comparable quarter in 2004. We believe that the financial impact on these markets will not be long term as rating data indicates that the impacted stations are beginning to return to previous levels of audience share. Excluding the results for the Norfolk and Portland markets, net revenue and operating income on a historical basis for the quarter increased approximately 11% and 4% respectively.

Capital expenditures in the second quarter of 2005 were approximately \$3.5 million of which approximately \$2.2 million was routine capital expenditures and \$1.3 million resulted from other activities including \$1.1 million as a result of acquisitions and our DTV related television projects. Future capital expenditures on DTV related projects are expected to be minimal. Previously, Saga estimated capital expenditures for the year to be approximately \$9 million. Currently, we expect capital expenditures for the year to be approximately \$10.5 million.

The attached Selected Supplemental Financial Data table discloses "as reported," "same station" and "pro forma" information by segment. The "as reported" amounts reflect our historical financial results and include the results of operations for stations that we did not own for the entire comparable period. The "same station" amounts reflect only the results of operations for stations that we owned for the entire comparable period. The "pro forma" amounts assume the 2005 and 2004 acquisitions and dispositions occurred as of January 1, 2004.

Saga Communications utilizes certain financial measures that are not calculated in accordance with generally accepted accounting principles (GAAP) to assess its financial performance. Such non-GAAP measures include same station financial information and free cash flow. These non-GAAP measures are generally recognized by the broadcasting industry as measures of performance and are used by Saga to assess its financial performance including but not limited to evaluating individual station and market-level performance, evaluating overall operations and as a primary measure for incentive based compensation of executives and other members of management. Saga's management believes these non-GAAP measures are used by analysts who report on the industry and by investors to provide meaningful comparisons between broadcasting groups, as well as an indicator of their market value. These measures are not measures of liquidity or of performance in accordance with GAAP, and should be viewed as a supplement to and not as a substitute for the results of operations presented on a GAAP basis including net operating revenue, operating income, and net income. Reconciliations for all of the non-GAAP financial measures to the most directly comparable GAAP measure are attached in the Selected Financial Data Non-GAAP Disclosures tables.

Saga Communications, Inc. is a broadcasting company whose business is devoted to acquiring, developing and operating broadcast properties. The company owns or operates broadcast properties in 26 markets, including 57 FM and 29 AM radio stations, 3 state radio networks, 2 farm radio networks, 5 television stations and 4 low-power television stations. As previously disclosed, Saga has entered into an agreement to acquire an FM station serving the Asheville, NC radio market. For additional information, contact us at (313) 886-7070 or visit our website at www.sagacommunications.com.

Saga's second quarter 2005 results conference call will be on Wednesday, August 3 at 2:00 PM. The dial in number for domestic calls is 800/230-1059. For international callers the number is 612/288-0318. The call can be replayed for 7 days by calling domestically 800/475-6701 or internationally 320/365-3844 and referring to access code 789870. Thereafter, a transcript of the call will be available on our website.

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" 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 Communications, Inc. periodically files with the U.S. Securities and Exchange Commission. Readers should note that these statements may be impacted by several factors, including national and local economic changes and changes in the radio and television 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.

Saga Communications, Inc.
Selected Consolidated Financial Data
For The Three and Six Month Periods
Ended June 30, 2005 and 2004
(amounts in 000's except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Operating Results				
Net operating revenue	\$37,554	\$35,127	\$ 69,384	\$ 64,300
Station operating expense	26,656	23,733	51,354	45,918
Corporate general and administrative	2,348	2,279	4,126	4,011
Operating income	8,550	9,115	13,904	14,371
Interest expense	1,806	1,085	3,429	2,180
Other expense, net	1,471	65	1,538	73
Income before income tax	5,273	7,965	8,937	12,118
Income tax expense	2,201	3,104	3,700	4,726
Net income	<u>\$ 3,072</u>	<u>\$ 4,861</u>	<u>\$ 5,237</u>	<u>\$ 7,392</u>
Earnings per share:				
Basic	<u>\$ 0.15</u>	<u>\$ 0.23</u>	<u>\$ 0.26</u>	<u>\$ 0.36</u>
Diluted	<u>\$ 0.15</u>	<u>\$ 0.23</u>	<u>\$ 0.25</u>	<u>\$ 0.35</u>
Weighted average common shares	20,388	20,816	20,508	20,813
Weighted average common shares and common equivalents	20,596	21,285	20,771	21,283
Free Cash Flow				
Net Income	\$ 3,072	\$ 4,861	\$ 5,237	\$ 7,392
Plus: Depreciation and amortization:				
Station	2,138	1,726	4,233	3,393
Corporate	49	50	99	99
Deferred tax provision	1,029	1,274	1,590	1,939
Less: Capital expenditures	(3,534)	(1,732)	(7,801)	(4,263)
Free cash flow	<u>\$ 2,754</u>	<u>\$ 6,179</u>	<u>\$ 3,358</u>	<u>\$ 8,560</u>
Balance Sheet Data				
Working capital			\$ 23,673	\$ 18,561
Net fixed assets			73,301	63,718
Net intangible and other assets			205,654	174,421
Total assets			317,868	270,918
Long term debt (including current portion of \$1,061 and \$0, respectively)			155,911	121,161
Stockholders' equity			120,223	113,522

Saga Communications, Inc.
Selected Supplemental Financial Data
Quarterly Proforma Information
As of June 30, 2005
(amounts in 000's except per share data)
(Unaudited)

Consolidated	Pro Forma (1) Three Months Ended March 31,		Pro Forma (1) Three Months Ended June 30,		Pro Forma (1) Three Months Ended September 30,	Pro Forma (1) Three Months Ended December 31,
	2005	2004	2005	2004	2004	2004
Net operating revenue	\$32,397	\$31,605	\$38,000	\$37,022	\$36,071	\$38,045
Station operating expense	25,281	24,308	27,030	25,401	25,506	26,526
Corporate general and administrative	1,778	1,732	2,348	2,279	1,927	2,405
Operating income	5,338	5,565	8,622	9,342	8,638	9,114
Interest expense	1,755	1,428	1,894	1,418	1,369	1,639
Other (income) expense, net	57	(1)	1,466	57	202	(259)
Income tax expense	1,447	1,623	2,196	3,067	2,759	3,539
Net income	<u>\$ 2,079</u>	<u>\$ 2,515</u>	<u>\$ 3,066</u>	<u>\$ 4,800</u>	<u>\$ 4,308</u>	<u>\$ 4,195</u>
Earnings per share:						
Basic	<u>\$ 0.10</u>	<u>\$ 0.12</u>	<u>\$ 0.15</u>	<u>\$ 0.23</u>	<u>\$ 0.20</u>	<u>\$ 0.20</u>
Diluted	<u>\$ 0.10</u>	<u>\$ 0.12</u>	<u>\$ 0.15</u>	<u>\$ 0.22</u>	<u>\$ 0.20</u>	<u>\$ 0.20</u>
Radio Segment						
	Pro Forma (1) Three Months Ended March 31,		Pro Forma (1) Three Months Ended June 30,		Pro Forma (1) Three Months Ended September 30,	Pro Forma (1) Three Months Ended December 31,
	2005	2004	2005	2004	2004	2004
Net operating revenue	\$28,939	\$28,451	\$34,051	\$33,257	\$32,425	\$34,157
Station operating expense	21,992	21,272	23,690	22,137	22,281	23,190
Operating income	<u>\$ 6,947</u>	<u>\$ 7,179</u>	<u>\$10,361</u>	<u>\$11,120</u>	<u>\$10,144</u>	<u>\$10,967</u>
Television Segment						
	Pro Forma (1) Three Months Ended March 31,		Pro Forma (1) Three Months Ended June 30,		Pro Forma (1) Three Months Ended September 30,	Pro Forma (1) Three Months Ended December 31,
	2005	2004	2005	2004	2004	2004
Net operating revenue	\$ 3,458	\$ 3,154	\$ 3,949	\$ 3,765	\$ 3,646	\$ 3,888
Station operating expense	3,289	3,036	3,340	3,264	3,225	3,336
Operating income	<u>\$ 169</u>	<u>\$ 118</u>	<u>\$ 609</u>	<u>\$ 501</u>	<u>\$ 421</u>	<u>\$ 552</u>
Depreciation and amortization by segment						
	Pro Forma (1) Three Months Ended March 31,		Pro Forma (1) Three Months Ended June 30,		Pro Forma (1) Three Months Ended September 30,	Pro Forma (1) Three Months Ended December 31,
	2005	2004	2005	2004	2004	2004
Radio Segment	\$ 1,791	\$ 1,749	\$ 1,808	\$ 1,781	\$ 1,785	\$ 1,837
Television Segment	442	415	422	426	422	454
Corporate and Other	50	49	49	50	49	50
	<u>\$ 2,283</u>	<u>\$ 2,213</u>	<u>\$ 2,279</u>	<u>\$ 2,257</u>	<u>\$ 2,256</u>	<u>\$ 2,341</u>

(1) Pro Forma results assume all acquisitions and dispositions in 2004 and 2005 occurred as of January 1, 2004.

Saga Communications, Inc.
Selected Financial Data Non-GAAP Disclosures
For the Three Months Ended
June 30, 2005 and 2004
(amounts in 000's except per share data)
(Unaudited)

Reconciliation of As-Reported (historical) information to Same Station Operating Income

Consolidated	As-Reported Three Months Ended June 30, 2005	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended June 30, 2005	As-Reported Three Months Ended June 30, 2004	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended June 30, 2004
Net operating revenue	\$37,554	(\$ 1,583)	\$35,971	\$35,127	\$ —	\$35,127
Station operating expense	26,656	(1,415)	25,241	23,733	—	23,733
Corporate general and administrative	2,348	—	2,348	2,279	—	2,279
Operating income	<u>\$ 8,550</u>	<u>(\$ 168)</u>	<u>\$ 8,382</u>	<u>\$ 9,115</u>	<u>\$ —</u>	<u>\$ 9,115</u>
Radio Segment	As-Reported Three Months Ended June 30, 2005	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended June 30, 2005	As-Reported Three Months Ended June 30, 2004	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended June 30, 2004
Net operating revenue	\$33,605	(\$ 1,583)	\$32,022	\$31,362	\$ —	\$31,362
Station operating expense	23,316	(1,415)	21,901	20,469	—	20,469
Operating income	<u>\$10,289</u>	<u>(\$ 168)</u>	<u>\$10,121</u>	<u>\$10,893</u>	<u>\$ —</u>	<u>\$10,893</u>
Television Segment	As-Reported Three Months Ended June 30, 2005	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended June 30, 2005	As-Reported Three Months Ended June 30, 2004	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended June 30, 2004
Net operating revenue	\$ 3,949	\$ —	\$ 3,949	\$ 3,765	\$ —	\$ 3,765
Station operating expense	\$ 3,340	—	\$ 3,340	\$ 3,264	—	\$ 3,264
Operating income	<u>\$ 609</u>	<u>\$ —</u>	<u>\$ 609</u>	<u>\$ 501</u>	<u>\$ —</u>	<u>\$ 501</u>

Saga Communications, Inc.
Selected Financial Data Non-GAAP Disclosures
For the Six Months Ended
June 30, 2005 and 2004
(amounts in 000's except per share data)
(Unaudited)

Reconciliation of As-Reported (historical) information to Same Station Operating Income

Consolidated	As-Reported Six Months Ended June 30, 2005	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Six Months Ended June 30, 2005	As-Reported Six Months Ended June 30, 2004	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Six Months Ended June 30, 2004
Net operating revenue	\$69,384	(\$ 4,687)	\$64,697	\$64,300	(\$1,047)	\$63,253
Station operating expense	51,354	(4,084)	47,270	45,918	(786)	45,132
Corporate general and administrative	4,126	—	4,126	4,011	—	4,011
Operating income	<u>\$13,904</u>	<u>(\$ 603)</u>	<u>\$13,301</u>	<u>\$14,371</u>	<u>(\$ 261)</u>	<u>\$14,110</u>
Radio Segment	As-Reported Six Months Ended June 30, 2005	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Six Months Ended June 30, 2005	As-Reported Six Months Ended June 30, 2004	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Six Months Ended June 30, 2004
Net operating revenue	\$61,977	(\$ 4,687)	\$57,290	\$57,381	(\$1,047)	\$56,334
Station operating expense	44,725	(4,084)	40,641	39,618	(786)	38,832
Operating income	<u>\$17,252</u>	<u>(\$ 603)</u>	<u>\$16,649</u>	<u>\$17,763</u>	<u>(\$ 261)</u>	<u>\$17,502</u>
Television Segment	As-Reported Six Months Ended June 30, 2005	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Six Months Ended June 30, 2005	As-Reported Six Months Ended June 30, 2004	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Six Months Ended June 30, 2004
Net operating revenue	\$ 7,407	\$ —	\$ 7,407	\$ 6,919	\$ —	\$ 6,919
Station operating expense	6,629	—	6,629	6,300	—	6,300
Operating income	<u>\$ 778</u>	<u>\$ —</u>	<u>\$ 778</u>	<u>\$ 619</u>	<u>\$ —</u>	<u>\$ 619</u>