



**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8****REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933****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 Number)**Saga Communications, Inc.**  
73 Kercheval Avenue  
Grosse Pointe Farms, Michigan 48236  
(313) 886-7070

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Saga Communications, Inc. 2005 Incentive Compensation Plan**  
(Full title of the plan)**Fred B. Green, Esq.**  
Bodman LLP  
34<sup>th</sup> Floor, 100 Renaissance Center  
Detroit, Michigan 48243  
(313) 259-7777

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Class A Common Stock	1,500,000 shs.	\$ 13.92	\$ 20,880,000	\$ 2,458
Class B Common Stock	500,000 shs.	13.92	6,960,000	819
Class A Common Stock issuable upon conversion of Class B Common Stock (1)	500,000 shs.	-0-	-0-	-0-
<b>TOTAL</b>				<b>\$ 3,277</b>

(1) The Class B Common Stock is convertible, at the option of the holder, into an equal number of shares of Class A Common Stock.

(2) This calculation is made solely for the purpose of determining the amount of the Registration Fee pursuant to the Rules 457(h) and 457(i) based on the average of the high and low prices for the Common Stock on the American Stock Exchange on May 24, 2005.

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### **Part I — Information Required in the Section 10(a) Prospectus**

This Registration Statement (the “Registration Statement”) relates to the issuance of shares of Class A Common Stock, Class B Common Stock, and Class A Common Stock issuable upon conversion of the Class B Common Stock (collectively, the “Common Stock”), of Saga Communications, Inc., a Delaware corporation (the “Company”), to persons who participate in the Saga Communications, Inc. 2005 Incentive Compensation Plan (the “Plan”).

The documents containing the information specified in Part I of this Form S-8 (Plan information, Company information and employee plan annual information) will be sent or given to participants as specified by Securities and Exchange Commission Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of this Form S-8 (Part II hereof) taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

### **Part II — Information Required in Registration Statement**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Company with the Securities and Exchange Commission (the “Commission”) are incorporated in this Registration Statement by reference:

- (a) The Company’s Annual Report on Form 10-K for the year ended December 31, 2004.
- (b) The Company’s Current Report on Form 8-K filed March 16, 2005.
- (c) The Company’s 2005 definitive Proxy Statement filed on April 15, 2005.
- (d) The Company’s Current Report on Form 8-K filed on May 3, 2005.
- (e) The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.
- (f) The Company’s Current Report on Form 8-K filed May 13, 2005.
- (g) The description of the Company’s Common Stock contained in the Company’s Registration Statements on Form 8-A, No. 001-11588, filed on December 4, 1992 and January 6, 2004, filed under the Securities Exchange Act of 1934.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of each such document.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel.**

None.

**Item 6. Indemnification of Directors and Officers.**

The Restated Certificate of Incorporation of the Company provides for indemnification to the full extent permitted by the General Corporation Law of the State of Delaware (the “Delaware Code”), as amended from time to time. Such section makes mandatory the indemnification by the Company of directors, officers, employees or agents from and against any and all expenses and liabilities that may be imposed upon or incurred by him in connection with, or as a result of, any proceeding in which he may become involved, as a party or otherwise, by reason of the fact that he is or was such a director, officer, employee or agent of the Company or any subsidiary or parent of the Company, whether or not he continues to be such at the time such expenses and liabilities have been imposed or incurred. Section 145 of the Delaware Code also provides that such indemnification is not exclusive of any other indemnification rights granted by the Company to directors, officers, employees or agents.

The By-Laws of the Company mandate that each person who at any time is, or shall have been, a director or officer of the Company, and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is, or was, a director, officer, employee or agent of the Company, or is or has served at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any action, suit or proceeding to the full extent permitted under subsections (a) through (e) of Section 145 of the Delaware Code, as from time to time amended. The By-Laws further provide that the foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such director, officer, employee or agent may be entitled, under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Restated Certificate of Incorporation of the Company also contains a provision eliminating the liability of a director to the Company or its stockholders for breach of fiduciary duty as a director, other than liability (a) for breach of the director’s duty of loyalty to the Company or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware Code or (d) for any transaction from which the director derived an improper personal benefit.

**Item 7. Exemption From Registration.**

Not applicable.

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**Item 8. Exhibits.**

The following documents are attached hereto or incorporated herein by reference as exhibits to this Registration Statement:

<u>Exhibit Number</u>	<u>Description of Document</u>
4.1	Second Restated Certificate of Incorporation, restated as of December 12, 2003, filed as an exhibit to the Company's registration statement on Form 8-A (File No. 001-11588) filed on January 6, 2004 and incorporated herein by reference.
4.2	Bylaws, as amended March 12, 2004, filed as an exhibit to the Company's Form 10-K (File No. 001-11588) for the year ended December 31, 2003 and incorporated herein by reference.
5.1	Opinion of Bodman LLP as to the legality of the securities being registered.*
23.1	Consent of Ernst & Young LLP*
23.2	Consent of Bodman LLP (contained in Exhibit 5.1)*
24.1	Power of Attorney (contained on signature page).*

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\*Filed herewith

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however that paragraphs A(1)(i) and A(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing of Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grosse Pointe Farms, State of Michigan on this 31<sup>st</sup> day of May, 2005.

SAGA COMMUNICATIONS, INC.

By: /s/ Samuel D. Bush  
Samuel D. Bush  
Senior Vice President, Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on May 31, 2005, by the following persons in the capacities indicated below. By so signing, each of the undersigned, in his capacity as a director or officer, or both, as the case may be, of the Registrant, does hereby appoint Samuel D. Bush and Catherine A. Bobinski, and each of them severally, his or her true and lawful attorney to execute in his or her name, place and stead, in his or her capacity as a director or officer, or both, as the case may be, of the Registrant, any and all amendments to this Registration Statement and post-effective amendments thereto (including prospectus supplements) and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission. Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of each of the undersigned, in any and all capacities, every act whatsoever requisite or necessary to be done in the premises as fully, and for all intents and purposes, as each of the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts of said attorneys and each of them.

/s/ Edward D. Christian  
Edward D. Christian  
President, Chief Executive Officer and Chairman of the Board

/s/ Catherine A. Bobinski  
Catherine A. Bobinski  
Vice President, Corporate Controller and Chief Accounting Officer

/s/ Samuel D. Bush  
Samuel D. Bush  
Senior Vice President, Chief Financial Officer

/s/ Jonathan Firestone  
Jonathan Firestone  
Director

/s/ Donald Alt  
Donald Alt  
Director

/s/Robert J. Maccini  
Robert J. Maccini  
Director

/s/ Brian Brady  
Brian Brady  
Director

/s/ Gary Stevens  
Gary Stevens  
Director

/s/ Clarke R. Brown, Jr.  
Clarke R. Brown, Jr.  
Director

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24.1	Power of Attorney (contained on signature page).*

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\*Filed herewith

May 31, 2005

Saga Communications, Inc.  
73 Kercheval Avenue  
Grosse Pointe, Michigan 48236

Dear Sir/Madam:

We have served as counsel to Saga Communications, Inc. (the "Company") in connection with the preparation of the Registration Statement (Form S-8) to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, representing the issuance in the manner described in the Registration Statement of up to 1,500,000 shares of the Company's Class A Common Stock and 500,000 shares of the Company's Class B Common Stock, and 500,000 shares of the Company's Class A Common Stock issuable upon conversion of the Class B Common Stock pursuant to the Company's 2005 Incentive Compensation Plan (the "Plan").

We have examined such certificates, instruments and documents and reviewed such questions of law as we have considered necessary or appropriate for the purposes of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Our opinion expressed below is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the Delaware General Corporation Law.

Based upon such examination and review, we are of the opinion that the Class A Common Stock and the Class B Common Stock registered by the Registration Statement, when issued and paid for as contemplated in the Plan, assuming due execution of the certificates therefor, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of person whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no

Saga Communications, Inc.  
May 31, 2005  
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obligation to revise or supplement this opinion should the current Delaware General Corporation Law be changed by legislative action, judicial decision or other.

This opinion is furnished to you solely for your benefit to be used by you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon by any other person or by you for any other purpose.

Very truly yours,

BODMAN LLP

By: /s/ Fred B. Green

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Fred B. Green, a partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Saga Communications, Inc. 2005 Incentive Compensation Plan of our reports dated March 7, 2005, with respect to the consolidated financial statements of Saga Communications, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2004, and Saga Communications, Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Saga Communications, Inc., filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan  
May 26, 2005