

**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 19, 2022**

SAGA COMMUNICATIONS, INC.

(Exact Name of Registrant as Specified in its Charter)

Florida (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01 per share	SGA	NASDAQ Global Market

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 Principal Officers; Election of Directors; Appointment of Principal Officers.

Passing of Chairman, President and Chief Executive Officer Edward K. Christian

On Monday, August 22, 2022, Saga Communications, Inc. (the “Company” or “Saga”) issued a press release announcing that President, Chief Executive Officer and Chairman of the Board, Edward K. Christian passed away on Friday, August 19, 2022. A copy of the press release is attached as Exhibit 99.1 and incorporated by reference.

Appointment of Interim President and Chief Executive Officer Warren S. Lada

On August 21, 2022, the Board appointed Warren S. Lada, a current member of the Board, as Interim President and Chief Executive Officer, to serve while the Board conducts a formal search for a permanent successor to Mr. Christian. In addition to his new role as Interim President and Chief Executive Officer, Mr. Lada will continue to serve as a member of the Company’s Board.

Warren S. Lada, 67, joined the Board in May of 2018. Mr. Lada served as Chief Operating Officer of the Company from March 2016 to June 30, 2018. Mr. Lada began his broadcast career in 1976 and served in various capacities for several broadcast companies before joining Saga in 1991. He initially served as General Manager of WAQY, Rock 102 in Springfield, MA and Regional Vice President for Saga Communications of New England. Mr. Lada held several positions during his twenty-seven years with the Company

There are no arrangements or understandings between Mr. Lada and any other persons pursuant to which Mr. Lada was selected as an officer of the Company, and Mr. Lada has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K of the Securities Act.

Board Committee Assignments

In light of Mr. Lada’s appointment as Interim President and CEO, he has stepped down from the Finance and Audit Committee. Independent director Roy F. Coppedge III has been appointed into the Committee in his stead. Thus the membership of the Finance and Audit Committee now consist of Messrs. Bergner, Clarke and Coppedge. Mr. Clarke is the Chairman of the Finance and Audit Committee. The Board designated Mr. Clarke as an “audit committee financial expert” as that term is defined in the SEC rules. The Board has determined that all members of the Finance and Audit Committee are independent under the rules of the SEC and under NASDAQ’s listing requirements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) [Press Release dated August 22, 2022.](#)

104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

INDEX OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release dated August 22, 2022.</u>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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 22, 2022

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



Saga Communications, Inc. Announces the Passing of its CEO and Founder

Contact:
Samuel D. Bush
(313) 886-7070

Grosse Pointe Farms, MI – August 22, 2022 – Saga Communications, Inc. (Nasdaq - SGA) (the “Company” or “Saga”) announces today with great respect and sorrow the passing of our founder, Chairman, President and CEO, Ed Christian. Ed passed away on Friday, August 19th after a short illness.

Warren Lada, a member of Saga’s Board of Directors and former Chief Operating Officer, has been appointed by the Board to serve as the Interim CEO. The Board is confident that Warren’s vast experience in the broadcast industry as a sales representative, sales manager, general manager, Vice President of Operations and ultimately as Chief Operating Officer of the Company will fill the void that Ed leaves as the Company prepares for the next chapter in “Saga’s ongoing adventure.”

Ed founded the Company in 1986 and has fostered its growth to owning 79 FM radio stations, 35 AM radio stations and 80 translator stations in 27 markets. Under Ed’s leadership the Company became a publicly traded company in 1992 and continues to be traded under the ticker symbol “SGA” on the Nasdaq stock exchange.

The broadcast industry has lost a pioneer and giant. Saga expresses its heartfelt condolences to the Christian family and Ed’s friends and colleagues. Ed will be missed but not forgotten. He is and was a true radio broadcaster that never lost sight of his “true north” in an industry he loved.

This press release contains certain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 that are based upon current expectations and involve certain risks and uncertainties. Words such as “will,” “may,” “believes,” “expects,” “anticipates,” “guidance,” and similar expressions are intended to identify forward-looking statements. The material risks facing our business are described in the reports Saga periodically files with the U.S. Securities and Exchange Commission, including in particular Item 1A of our Annual Report on Form 10-K. Readers should note that forward-looking statements may be impacted by several factors, including global, national and local economic changes and changes in the radio broadcast industry in general, as well as Saga’s actual performance. Actual results may vary materially from those described herein and Saga undertakes no obligation to update any information contained herein that constitutes a forward-looking statement.

Saga is a broadcasting company whose business is devoted to acquiring, developing and operating broadcast properties. Saga owns or operates broadcast properties in 27 markets, including 79 FM radio stations, 35 AM radio stations and 80 metro signals. For additional information, contact Samuel D. Bush at (313) 886-7070 or visit our website at www.sagacom.com.
