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): February 24, 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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o 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 February 24, 2005, Saga Communications, Inc. issued a press release announcing its financial results for the three months and year ended December 31, 2004. The press release, dated February 24, 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 February 24, 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: February 24, 2005

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

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tion
Release dated February 24, 2005.

Saga Communications, Inc. Reports 4th Quarter and Year End 2004 Results

Contact: Samuel D. Bush 313/886-7070

Grosse Pointe Farms, MI – February 24, 2005 – Saga Communications, Inc. (NYSE-SGA) today reported net income of \$4.1 million (\$.20 per fully diluted share) for the quarter ended December 31, 2004 compared to \$4.5 million (\$.21 per fully diluted share) for 2003. For the same period, net operating revenue increased 9.6% over the comparable period in 2003 to approximately \$36.1 million, operating income increased 1.4% to approximately \$8.7 million and station operating expense increased 9.6% to approximately \$25.0 million (station operating expense includes depreciation and amortization attributable to the stations). On a same station basis for the quarter, net operating revenue increased 4.8% to approximately \$34.5 million, operating income decreased 4.1% to \$8.2 million and station operating expense increased 4.8% to \$23.9 million.

For the year ended December 31, 2004, net income for the twelve month period increased 14.1% to approximately \$15.8 million (\$.75 per fully diluted share) compared to \$13.9 million (\$.65 per fully diluted share) for 2003. For the same period, net operating revenue increased 11.0% over the comparable period in 2003 to approximately \$134.6 million, operating income increased 9.9% to approximately \$31.4 million and station operating expense increased 10.3% to approximately \$94.9 million (station operating expense includes depreciation and amortization attributable to the stations). On a same station basis for the year, net operating revenue increased 5.5% to approximately \$127.1 million, operating income increased 4.9% to \$30.0 million and station operating expense increased 4.2% to \$88.7 million.

The company closed, effective January 1, 2005 on the acquisition of WWWV-FM, WINA-AM and WQMZ-FM serving the Charlottesville, VA radio market for a purchase price of approximately \$22 million.

Capital expenditures in the fourth quarter of 2004 were approximately \$2.9 million with approximately \$0.8 million being spent as a result of acquisitions. For the 2004 fiscal year total capital expenditures were approximately \$10.2 million net of insurance proceeds with approximately \$3.6 million being spent as a result of acquisitions, \$1.6 million on our Victoria television tower project, and \$1.1 million on our Portland tower projects.

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 2004 and 2003 acquisitions and dispositions occurred as of January 1, 2003.

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 25 markets, including 55 FM and 27 AM radio stations, 3 state radio networks, 2 farm radio networks, 5 television stations and 3 low-power television stations. Saga has entered into an agreement to acquire an FM station serving the Asheville, NC radio market, and an agreement to acquire 2 FM stations and 2 AM stations serving the Ithaca, NY radio market. For additional information, contact us at (313) 886-7070 or visit our website at www.sagacommunications.com.

Saga's fourth quarter and year end 2004 results conference call will be on Thursday, February 24 at 2:00PM. The dial in number for domestic calls is 800/553-0358. For international callers the number is 612/332-0802. The call can be replayed for 7 days by

calling domestically 800/475-6701 or internationally 320/365-3844 and referring to access code 768301. 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 Twelve Month Periods Ended December 31, 2004 and 2003 (amounts in 000's except per share data)

		nths Ended ober 31,	Twelve Mor Decem	,	
	2004	2003	2004	2003	
Operating Results					
Net operating revenue	\$ 36,082	\$ 32,933	\$134,644	\$121,297	
Station operating expense	24,990	22,802	94,914	86,083	
Corporate general and administrative	2,405	1,565	8,343	6,649	
Operating income	8,687	8,566	31,387	28,565	
Interest expense	1,306	1,006	4,522	4,779	
Other (income) expense, net	(251)	281	32	1,131	
Income before income tax	7,632	7,279	26,833	22,655	
Income tax expense	3,500	2,740	10,991	8,771	
Net income	\$ 4,132	\$ 4,539	\$ 15,842	\$ 13,884	
Earnings per share:					
Basic	\$ 0.20	\$ 0.22	\$ 0.76	\$ 0.67	
Diluted	\$ 0.20	\$ 0.21	\$ 0.75	\$ 0.65	
Weighted average common shares	20,635	20,839	20,752	20,817	
Weighted average common shares and common equivalents	20,983	21,293	21,167	21,301	
Free Cash Flow					
Net Income	\$ 4,132	\$ 4,539	\$ 15,842	\$ 13,884	
Plus: Depreciation and amortization:	Ψ 4,102	Ψ 4,505	Ψ 10,042	Ψ 10,004	
Station	1,878	1,670	7.054	6,803	
Corporate	50	50	198	199	
Deferred tax provision	1,063	1,466	4,137	3,594	
Less: Capital expenditures	(2,849)	(1,708)	(11,098)	(8,118)	
Free cash flow	\$ 4,274	\$ 6,017	\$ 16,133	\$ 16,362	
Balance Sheet Data					
Working capital			\$ 21,779	\$ 25,353	
Net fixed assets			66,364	62,369	
Net intangible and other assets			176,166	161,112	
Total assets			280,154	262,343	
Long term debt (including current portion of \$0 and \$45, respectively)			121,161	121,205	
Stockholders' equity			117,225	107,244	

Saga Communications, Inc. Selected Supplemental Financial Data For the Three Months Ended December 31, 2004 and 2003 (amounts in 000's except per share data) (Unaudited)

Consolidated

	Decem	ths Ended ber 31,	Three Mon Decem	Station oths Ended ober 31,	Three Mon Decem	rma (1) iths Ended iber 31,
	2004	2003	2004	2003	2004	2003
Net operating revenue	\$ 36,082	\$ 32,933	\$ 34,513	\$ 32,933	\$ 36,082	\$ 34,218
Station operating expense	24,990	22,802	23,894	22,802	24,990	23,954
Corporate general and administrative	2,405	1,565	2,405	1,565	2,405	1,565
Operating income	8,687	8,566	\$ 8,214	\$ 8,566	8,687	8,699
Interest expense	1,306	1,006			1,306	1,006
Other (income) expense, net	(251)	281			(251)	281
Income tax expense	3,500	2,740			3,500	2,787
Net income	\$ 4,132	\$ 4,539			\$ 4,132	\$ 4,625
Earnings per share:						
Basic	\$ 0.20	\$ 0.22			\$ 0.20	\$ 0.22
Diluted	\$ 0.20	\$ 0.21			\$ 0.20	\$ 0.22

Radio Segment

	Three Mor	ported oths Ended ober 31,	Three Mor	Station oths Ended ober 31,	Pro Forma (1) Three Months Ended December 31,		
	2004	2003	2004	2003	2004	2003	
Net operating revenue	\$ 32,194	\$ 29,495	\$ 30,625	\$ 29,495	\$ 32,194	\$ 30,780	
Station operating expense	21,654	19,794	20,558	19,794	21,654	20,946	
Operating income	\$ 10,540	\$ 9,701	\$ 10,067	\$ 9,701	\$ 10,540	\$ 9,834	

Television Segment

	Three M	Reported onths Ended ember 31,	Same Station Three Months Ended December 31,	Pro Forma (1) Three Months Ended December 31,		
	2004	2003	2004 2003	2004	2003	
Net operating revenue	\$ 3,888	\$ 3,438	\$ 3,888 \$ 3,438	\$ 3,888	\$ 3,438	
Station operating expense	3,336	3,008	3,336 3,008	3,336	3,008	
Operating income	\$ 552	\$ 430	\$ 552 \$ 430	\$ 552	\$ 430	

Depreciation and amortization by segment

	Three Mor	ported oths Ended ober 31,	Same S Three Mont Decemb	hs Ended	Pro Forma (1) Three Months Ended December 31,			
	2004	2003	2004	2003	2004	2003		
Radio Segment	\$ 1,424	\$ 1,232	\$ 1,327	\$ 1,232	\$ 1,424	\$ 1,257		
Television Segment	454	438	454	438	454	438		
Corporate and Other	50	50	50	50	50	50		
	\$ 1,928	\$ 1,720	\$ 1,831	\$ 1,720	\$ 1,928	\$ 1,745		

⁽¹⁾ Pro Forma results assume all acquisitions and dispositions in 2003 and 2004 occurred as of January 1, 2003.

Saga Communications, Inc. Selected Supplemental Financial Data For the Twelve Months Ended December 31, 2004 and 2003 (amounts in 000's except per share data) (Unaudited)

Consolidated

	Twelve Mo Decem	eported inths Ended inber 31,	Twelve Mo Decem	Station nths Ended nber 31,	Twelve Mo Decem	orma (1) nths Ended nber 31,
No.	2004	2003	2004	2003	2004	2003
Net operating revenue	\$134,644	\$121,297	\$127,072	\$120,450	\$135,499	\$128,269
Station operating expense	94,914	86,083	88,699	85,160	95,668	92,237
Corporate general and administrative	8,343	6,649	8,343	6,649	8,343	6,649
Operating income	\$ 31,387	\$ 28,565	\$ 30,030	\$ 28,641	\$ 31,488	\$ 29,383
Interest expense	4,522	4,779			4,522	4,996
Other expense, net	32	1,131			32	1,131
Income tax expense	10,991	8,771			11,036	9,008
Net income	\$ 15,842	\$ 13,884			\$ 15,898	\$ 14,248
Earnings per share:						
Basic	\$ 0.76	\$ 0.67			\$ 0.77	\$ 0.68
Diluted	\$ 0.75	\$ 0.65			\$ 0.75	\$ 0.67

Radio Segment

	Twelve Mo	ported nths Ended nber 31,	Twelve Mo	Station nths Ended lber 31,	Pro Forma (1) Twelve Months Ende December 31,		
	2004	2003	2004	2003	2004	2003	
Net operating revenue	\$120,191	\$109,065	\$113,764	\$108,317	\$121,046	\$116,037	
Station operating expense	82,053	74,914	76,830	74,330	82,807	81,068	
Operating income	\$ 38,138	\$ 34,151	\$ 36,934	\$ 33,987	\$ 38,239	\$ 34,969	

Television Segment

	Twelve Mo	eported onths Ended onber 31,	Twelve Mo	Station Inths Ended Inber 31,	Pro Forma (1) Twelve Months Ended December 31,		
	2004	2003	2004	2003	2004	2003	
Net operating revenue	\$ 14,453	\$ 12,232	\$ 13,308	\$ 12,133	\$ 14,453	\$ 12,232	
Station operating expense	12,861	11,169	11,869	10,830	12,861	11,169	
Operating income	\$ 1,592	\$ 1,063	\$ 1,439	\$ 1,303	\$ 1,592	\$ 1,063	

Depreciation and amortization by segment

	As-Reported Twelve Months Ended December 31,			Twelve Mo	Statio onths E nber 3	nded	Pro Forma (1) Twelve Months Ender December 31,			nded	
		2004		2003	2004		2003		2004		2003
Radio Segment	\$	5,337	\$	5,229	\$ 4,957	\$	5,204	\$	5,466	\$	5,572
Television Segment		1,717		1,574	1,655		1,530		1,717		1,574
Corporate and Other		198		199	198		199	_	198		199
	\$	7,252	\$	7,002	\$ 6,810	\$	6,933	\$	7,381	\$	7,345

⁽¹⁾ Pro Forma results assume all acquisitions and dispositions in 2003 and 2004 occurred as of January 1, 2003.

Saga Communications, Inc. Selected Supplemental Financial Data Quarterly Proforma Information December 31, 2004 and 2003 (amounts in 000's except per share data) (Unaudited)

Consolidated

	Three Mor	Pro Forma (1) Three Months Ended March 31,		orma (1) nths Ended e 30,	Three Mor	orma (1) nths Ended nber 30,	Pro Forma (1) Three Months Ended December 31,		
	2004	2003	2004	2003	2004	2003	2004	2003	
Net operating revenue	\$ 29,954	\$ 27,811	\$35,201	\$ 34,048	\$ 34,262	\$ 32,192	\$36,082	\$ 34,218	
Station operating expense	22,802	22,295	23,871	23,879	24,005	22,109	24,990	23,954	
Corporate general and administrative	1,732	1,295	2,279	1,945	1,927	1,844	2,405	1,565	
Operating income	5,420	4,221	9,051	8,224	8,330	8,239	8,687	8,699	
Interest expense	1,095	1,607	1,085	1,229	1,036	1,154	1,306	1,006	
Other (income) expense, net	8	(8)	65	(357)	210	1,215	(251)	281	
Income tax expense	1,691	1,044	3,080	2,807	2,765	2,370	3,500	2,787	
Net income	\$ 2,626	\$ 1,578	\$ 4,821	\$ 4,545	\$ 4,319	\$ 3,500	\$ 4,132	\$ 4,625	
Earnings per share:									
Basic	\$ 0.13	\$ 0.08	\$ 0.23	\$ 0.22	\$ 0.21	\$ 0.17	\$ 0.20	\$ 0.22	
Diluted	\$ 0.12	\$ 0.07	\$ 0.23	\$ 0.21	\$ 0.20	\$ 0.16	\$ 0.20	\$ 0.22	

Radio Segment

	Three Mor	Pro Forma (1) Three Months Ended March 31,		orma (1) nths Ended e 30,	Three Mor	orma (1) nths Ended nber 30,	Pro Forma (1) Three Months Ended December 31,		
	2004	2003	2004	2003	2004	2003	2004	2003	
Net operating revenue	\$26,800	\$ 25,195	\$31,436	\$ 30,933	\$30,616	\$ 29,129	\$32,194	\$ 30,780	
Station operating expense	19,766	19,619	20,607	21,068	20,780	19,435	21,654	20,946	
Operating income	\$ 7,034	\$ 5,576	\$10,829	\$ 9,865	\$ 9,836	\$ 9,694	\$ 10,540	\$ 9,834	

Television Segment

	Three Mon	rma (1) hths Ended ch 31,	Three Mon	rma (1) iths Ended e 30,	Pro For Three Mon Septem	ths Ènded	Pro Forma (1) Three Months Ended December 31,			
	2004	2003	2004	2003	2004	2003	2004	2003		
Net operating revenue	\$ 3,154	\$ 2,616	\$ 3,765	\$ 3,115	\$ 3,646	\$ 3,063	\$ 3,888	\$ 3,438		
Station operating expense	3,036	2,676	3,264	2,811	3,225	2,674	3,336	3,008		
Operating income (loss)	\$ 118	\$ (60)	\$ 501	\$ 304	\$ 421	\$ 389	\$ 552	\$ 430		

Depreciation and amortization by segment

	Pro Forma (1) Three Months Ended March 31,		Three Mor	orma (1) nths Ended e 30,	Three Mor	orma (1) nths Ended nber 30,	Pro Forma (1) Three Months Ended December 31,			
	2004	2003	2004	2003	2004	2003	2004	2003		
Radio Segment	\$ 1,325	\$ 1,488	\$ 1,357	\$ 1,475	\$ 1,360	\$ 1,352	\$ 1,424	\$ 1,257		
Television Segment	415	392	426	391	422	353	454	438		
Corporate and Other	49	50	50	49	49	50	50	50		
	\$ 1,789	\$ 1,930	\$ 1,833	\$ 1,915	\$ 1,831	\$ 1,755	\$ 1,928	\$ 1,745		

⁽¹⁾ Pro Forma results assume all acquisitions and dispositions in 2003 and 2004 occurred as of January 1, 2003.

Saga Communications, Inc. Selected Financial Data Non-GAAP Disclosures For the Three Months Ended December 31, 2004 and 2003 (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 December 31, 2004	ree Months and Dispositions Three Months Three Mon Ended Not Included in Ended Ended ecember 31, Entire Comparable December 31, December		December 31,	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended December 31, 2003	
Net operating revenue	\$ 36,082	\$ (1,569)	\$ 34,513	\$ 32,933	_	\$ 32,933	
Station operating expense	24,990	(1,096)	23,894	22,802	_	22,802	
Corporate general and administrative	2,405		2,405	1,565		1,565	
Operating income	\$ 8,687	<u>\$ (473)</u>	\$ 8,214	\$ 8,566		\$ 8,566	
Radio Segment							
	As-Reported Three Months Ended December 31, 2004	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended December 31, 2004	As-Reported Three Months Ended December 31, 2003	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended December 31, 2003	
Net operating revenue	\$ 32,194	\$ (1,569)	\$ 30,625	\$ 29,495	_	\$ 29,495	
Station operating expense	21,654	(1,096)	20,558	19,794		19,794	
Operating income	\$ 10,540	\$ (473)	\$ 10,067	\$ 9,701		\$ 9,701	
Television Segment							
	As-Reported Three Months Ended December 31, 2004	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended December 31, 2004	As-Reported Three Months Ended December 31, 2003	Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period	Same Station Three Months Ended December 31, 2003	
Net operating revenue	\$ 3,888	_	\$ 3,888	\$ 3,438	_	\$ 3,438	
Station operating expense	\$ 3,336		\$ 3,336	\$ 3,008		\$ 3,008	
Operating income	\$ 552		\$ 552	\$ 430		\$ 430	

Saga Communications, Inc. Selected Financial Data Non-GAAP Disclosures For the Twelve Months Ended December 31, 2004 and 2003 (amounts in 000's except per share data) (Unaudited)

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

Consolidated

	Twe	s-Reported elve Months Ended cember 31, 2004	nths and Dispositions Not Included in		Same Station Twelve Months Ended December 31, 2004		As-Reported Twelve Months Ended December 31, 2003		Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period		Same Station Twelve Months Ended December 31, 2003	
Net operating revenue	\$	134,644	\$	(7,572)	\$	127,072	\$	121,297	\$	(847)	\$	120,450
Station operating expense		94,914		(6,215)		88,699		86,083		(923)		85,160
Corporate general and administrative		8,343				8,343		6,649		<u> </u>		6,649
Operating income	\$	31,387	\$	(1,357)	\$	30,030	\$	28,565	\$	76	\$	28,641

Radio Segment

		As-Reported Twelve Months Ended December 31, 2004		Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period		Same Station Twelve Months Ended December 31, 2004		As-Reported Twelve Months Ended December 31, 2003		Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period		Same Station Twelve Months Ended December 31, 2003	
Net operating revenue	\$	120,191	\$	(6,427)	\$	113,764	\$	109,065	\$	(748)	\$	108,317	
Station operating expense		82,053		(5,223)		76,830		74,914		(584)		74,330	
Operating income	\$	38,138	\$	(1,204)	\$	36,934	\$	34,151	\$	(164)	\$	33,987	

Television Segment

		As-Reported Twelve Months Ended December 31, 2004		Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period		Same Station Twelve Months Ended December 31, 2004		As-Reported Twelve Months Ended December 31, 2003		Adjustment For Acquisitions and Dispositions Not Included in Entire Comparable Period		Same Station Twelve Months Ended December 31, 2003	
Net operating revenue	\$	14,453	\$	(1,145)	\$	13,308	\$	12,232	\$	(99)	\$	12,133	
Station operating expense		12,861		(992)		11,869		11,169		(339)		10,830	
Operating income	\$	1,592	\$	(153)	\$	1,439	\$	1,063	\$	240	\$	1,303	