

ENTERCOM COMMUNICATIONS CORP
Form SC 13G/A
March 22, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 3 – Exit Filing)*
Entercom Communications Corp.
(Name of Issuer)
Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)
293639100
(CUSIP Number)
March 16, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. – 293639100

1 NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Edwin R. Boynton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

311,689 Shares (1)

6 SHARED VOTING POWER

1,973,598 Shares (2)

7 SOLE DISPOSITIVE POWER

311,689 Shares (1)

8 SHARED DISPOSITIVE POWER

1,973,598 Shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,285,287 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.66%*

12 TYPE OF REPORTING PERSON

IN

Explanatory Notes:

(1) All shares reported on this line are held by two trusts, of which the reporting person is sole trustee.

(2) All shares reported on this line are held by four trusts, of which the reporting person is co-trustee.

* This Amendment is being filed to amend and supplement the Schedule 13G filed by Edwin R. Boynton (as amended to date, the "Schedule 13G"). This Amendment is being filed to update the percent of the Class A common stock owned by the reporting person based on the number of shares of Class A common stock outstanding as of March 6, 2018, as disclosed in the Issuer's Form 10-K for the year ended December 31, 2017, filed by the Issuer on March 16, 2018. As a result, the Reporting Person beneficially owns less than 5% of the outstanding shares of Class A Common Stock of the Issuer.

Item 1.

(a) Name of Issuer: Entercom Communications Corp.

(b) Address of Issuer's Principal Executive Office:

Entercom Communications Corp.

401 E. City Avenue, Suite 809

Bala Cynwyd, Pennsylvania 19004

Item 2.

(a) Name of Person Filing: Edwin R. Boynton

(b) Address of Principal Business Office or, if none, Residence:

Stradley Ronon Stevens & Young, LLP

Attention: Edwin R. Boynton

Great Valley Corporate Center

30 Valley Stream Parkway

Malvern, PA 19355-1481

(c) Citizenship: United States of America

(d) Title of the Class of Securities: Class A Common Stock, par value \$0.01 per share

(e) CUSIP number: 293639100

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

See Item Nos. 5 through 11 of the cover sheet, which information is incorporated into this Item 4 by reference.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Shares beneficially owned by the reporting person include: (i) 1,973,598 shares of Class A common stock held by the reporting person as a co-trustee of four trusts; and (ii) 311,689 shares of Class A common stock held by the reporting person as the sole trustee of two trusts.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 22, 2018

Date

/s/ Edwin R. Boynton

Signature

Edwin R. Boynton

Name/Title