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WESTWOOD ONE INC /DE/
Form 10-Q
November 13, 2001

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended September 30, 2001

Commission File Number 0-13020

WESTWOOD ONE, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

95-3980449

(I.R.S. Employer
Identification No.)

40 WEST 57TH STREET, 5TH FLOOR, NEW YORK, NEW YORK 10019
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (310) 204-5000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X

No _____

As of October 31, 2001, 106,578,966 shares of Common Stock, excluding treasury shares, and 703,466 shares of Class B Stock were outstanding.

WESTWOOD ONE, INC.

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PART I. FINANCIAL INFORMATION:

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WESTWOOD ONE, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands)

| | September 30, 2001 ---- |
|------------------------------------------------------------------------------------------------------|--------------------------------------|
| | ASSETS |
| | ----- |
| CURRENT ASSETS: | |
| Cash and cash equivalents | \$ 8,657 |
| Accounts receivable, net of allowance for doubtful accounts of \$10,441 (2001) and \$9,356 (2000) | 113,076 |
| Other current assets | 8,911 |
| | ----- |
| Total Current Assets | 130,644 |
| PROPERTY AND EQUIPMENT, NET | 58,992 |
| INTANGIBLE ASSETS, NET | 1,014,978 |
| OTHER ASSETS | 11,231 |
| | ----- |
| TOTAL ASSETS | \$1,215,845 ===== |
| | LIABILITIES AND SHAREHOLDERS' EQUITY |
| CURRENT LIABILITIES: | |
| Accounts payable | \$42,305 |
| Current maturity of long-term debt | 7,500 |
| Other accrued expenses and liabilities | 75,568 |
| | ----- |
| Total Current Liabilities | 125,373 |
| LONG-TERM DEBT | 151,250 |
| OTHER LIABILITIES | 32,550 |
| | ----- |
| TOTAL LIABILITIES | 309,173 ----- |
| COMMITMENTS AND CONTINGENCIES | - |
| SHAREHOLDERS' EQUITY | - |

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| | |
|-------------------------------------------------------------------------------------------------------------------------|-------------|
| Preferred stock: authorized 10,000 shares, none outstanding | - |
| Common stock, \$.01 par value: authorized, 300,000 shares; issued and outstanding, 131,206 (2001) and 129,300 (2000) | 1,312 |
| Class B stock, \$.01 par value: authorized, 3,000 shares; issued and outstanding, 704 (2001 and 2000) | 7 |
| Additional paid-in capital | 1,206,880 |
| Accumulated earnings | 93,584 |
| Accumulated other comprehensive loss | - |
| | ----- |
| | 1,301,783 |
| Less treasury stock, at cost; 25,045 (2001) and 21,612 (2000) shares | (395,111) |
| | ----- |
| TOTAL SHAREHOLDERS' EQUITY | 906,672 |
| | ----- |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$1,215,845 |
| | ===== |

See accompanying notes to consolidated financial statements.

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WESTWOOD ONE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

| | Three Months Ended September 30, | | Nine Sep |
|-----------------------------------------------|-------------------------------------|-----------|-------------|
| | 2001 | 2000 | 2001 |
| | ----- | ----- | ----- |
| GROSS REVENUES | \$144,215 | \$161,533 | \$439,990 |
| Less Agency Commissions | 20,232 | 22,519 | 60,754 |
| | ----- | ----- | ----- |
| NET REVENUES | 123,983 | 139,014 | 379,236 |
| | ----- | ----- | ----- |
| Operating Costs and Expenses Excluding | | | |
| Depreciation and Amortization | 82,183 | 96,980 | 259,339 |
| Depreciation and Amortization | 17,015 | 15,834 | 51,131 |
| Corporate General and Administrative Expenses | 1,674 | 2,020 | 5,338 |
| | ----- | ----- | ----- |
| | 100,872 | 114,834 | 315,808 |
| | ----- | ----- | ----- |
| OPERATING INCOME | 23,111 | 24,180 | 63,428 |
| Interest Expense | 2,075 | 2,486 | 7,010 |
| Other Income | (75) | (164) | 1,005 |
| | ----- | ----- | ----- |
| INCOME BEFORE INCOME TAXES | 21,111 | 21,858 | 55,413 |
| INCOME TAXES | 10,930 | 11,988 | 28,500 |
| | ----- | ----- | ----- |
| NET INCOME | \$10,181 | \$9,870 | \$26,913 |
| | ===== | ===== | ===== |

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| | | | |
|--------------------------------------|---------|---------|---------|
| NET INCOME PER SHARE: | | | |
| BASIC | \$.10 | \$.09 | \$.25 |
| | ===== | ===== | ===== |
| DILUTED | \$.09 | \$.09 | \$.24 |
| | ===== | ===== | ===== |
| WEIGHTED AVERAGE SHARES OUTSTANDING: | | | |
| BASIC | 106,852 | 110,057 | 107,698 |
| | ===== | ===== | ===== |
| DILUTED | 111,165 | 114,929 | 112,219 |
| | ===== | ===== | ===== |

See accompanying notes to consolidated financial statements.

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WESTWOOD ONE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

| | Nine Months September ----- 2001 ---- |
|-----------------------------------------------------------------------------------|---------------------------------------------------|
| CASH FLOW FROM OPERATING ACTIVITIES: | |
| Net income | \$26,913 |
| Adjustments to reconcile net income to net cash provided by operating activities: | |
| Depreciation and amortization | 51,131 |
| Deferred taxes and other | 2,885 |
| | ----- |
| | 80,929 |
| Changes in assets and liabilities: | |
| Decrease in accounts receivable | 23,174 |
| Decrease in other assets | 2,034 |
| Increase in accounts payable and accrued liabilities | 18,442 |
| | ----- |
| Net Cash Provided By Operating Activities | 124,579 |
| | ----- |
| CASH FLOW FROM INVESTING ACTIVITIES: | |
| Acquisition of companies and other | (6,211) |
| Capital expenditures | (5,934) |
| | ----- |
| Net Cash Used For Investing Activities | (12,145) |
| | ----- |
| CASH PROVIDED BEFORE FINANCING ACTIVITIES | 112,434 |
| | ----- |
| CASH FLOW FROM FINANCING ACTIVITIES: | |
| Issuance of common stock | 18,471 |
| Debt repayments and payments of capital lease obligations | (21,366) |
| Repurchase of common stock | (107,639) |
| | ----- |
| NET CASH (USED IN) FINANCING ACTIVITIES | (110,534) |
| | ----- |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 1,900 |

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| | |
|--------------------------------------------------|---------|
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 6,757 |
| | ----- |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$8,657 |
| | ===== |

See accompanying notes to consolidated financial statements.

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WESTWOOD ONE, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 (In thousands, except per share data)

NOTE 1 - Basis of Presentation:

The accompanying consolidated balance sheet as of September 30, 2001, the consolidated statements of operations for the three and nine month periods ended September 30, 2001 and 2000 and the consolidated statements of cash flows for the nine months ended September 30, 2001 and 2000 are unaudited, but in the opinion of management include all adjustments necessary for a fair presentation of the financial position and the results of operations for the periods presented.

These consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission.

NOTE 2 - Reclassification:

Certain prior period amounts have been reclassified to conform to the current presentation.

NOTE 3 - Earnings Per Share:

Net income per share is computed in accordance with SFAS No. 128. Basic earnings per share excludes all dilution and is calculated using the weighted average number of shares outstanding in the period. Diluted earnings per share reflects the potential dilution that would occur if all financial instruments which may be exchanged for equity securities were exercised or converted to Common Stock.

The Company has issued options and warrants which may have a dilutive effect on reported earnings if they were exercised or converted to Common Stock. The following numbers of shares related to options and warrants that were added to the basic weighted average shares outstanding to arrive at the diluted weighted average shares outstanding for each period:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|----------|-------------------------------------|-------|------------------------------------|-------|
| | ----- | | ----- | |
| | 2001 | 2000 | 2001 | 2000 |
| | ---- | ---- | ---- | ---- |
| Warrants | 1,083 | 1,379 | 1,345 | 1,530 |
| Options | 3,230 | 3,493 | 3,176 | 4,238 |

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NOTE 4 - Debt:

At September 30, 2001 the Company had outstanding borrowings of \$158,750 under its bank revolving credit facility and available borrowings of \$156,000.

In April 2001, the Company entered into a one year interest rate swap agreement covering \$25,000 principal value of its outstanding borrowing to effectively fix the interest rate at 4.27% plus the Applicable Margin (typically the Company borrows at a variable interest rate of three-month LIBOR plus the Applicable Margin).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In thousands, except per share amounts)

RESULTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2001 COMPARED
WITH THREE MONTHS ENDED SEPTEMBER 30, 2000

Westwood One derives substantially all of its revenue from the sale of advertising time to advertisers. Net revenue decreased \$15,031, or 11%, to \$123,983 in the third quarter of 2001 from \$139,014 in the comparable prior year quarter. The decrease in net revenue was primarily attributable to the non-recurrence of revenues from the 2000 Summer Olympics, a reduction of spending by internet companies, and a slowdown in the advertising market generally. The Company's third quarter 2001 revenues were also adversely affected by lost revenue from the cancellation and rescheduling of programming and advertiser commitments due to the events of September 11.

Operating costs and expenses excluding depreciation and amortization decreased \$14,797 or 15%, to \$82,183 in the third quarter of 2001 from \$96,980 in the third quarter of 2000. The decrease was due principally to the non-recurrence of broadcast rights fees and other related costs associated with the 2000 Summer Olympics, tight cost controls and reductions in affiliate and personnel costs, partially offset by additional operating costs associated with the operations of SmartRoute Systems, Inc. ("SmartRoute"), whose assets were acquired in mid-November 2000.

Depreciation and amortization expense increased \$1,181, or 7%, to \$17,015 in the third quarter of 2001 as compared with \$15,834 in the third quarter of 2000. The increase is principally attributable to the amortization of goodwill resulting from the acquisition of the operating assets of SmartRoute.

Corporate general and administrative expenses decreased \$346, or 17%, to \$1,674 in the third quarter of 2001 from \$2,020 in the comparable 2000 quarter. The decrease is principally attributable to lower management compensation.

Operating income decreased \$1,069, or 4%, to \$23,111 in the third quarter of 2001 from \$24,180 in the third quarter of 2000 due to higher depreciation and amortization.

Interest expense decreased 17% to \$2,075 in the third quarter of 2001 from \$2,486 in 2000. The decrease is principally attributable to lower interest rates.

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Income taxes decreased \$1,058, or 9%, to \$10,930 in the third quarter of 2001 from \$11,988 in the third quarter of 2000. The Company's effective income tax rate in the first nine months of 2001 was approximately 51% due principally to non-deductible goodwill and lower state taxes.

Net income increased \$311, or 3%, to \$10,181 (\$.10 per basic share and \$.09 per diluted share) in the third quarter of 2001 from \$9,870 (\$.09 per basic and diluted share) in the third quarter of 2000.

Weighted average shares outstanding for the third quarter of 2001 were 106,852 basic shares and 111,165 diluted shares as compared to 110,057 basic shares and 114,929 diluted shares in the third quarter of 2000, a decrease of 3% for both basic and diluted shares. The decrease is attributable to the Company's stock repurchase program.

NINE MONTHS ENDED SEPTEMBER 30, 2001 COMPARED
WITH NINE MONTHS ENDED SEPTEMBER 30, 2000

Net revenue for the first nine months of 2001 decreased 5% to \$379,236 from \$397,617 in the first nine months of 2000. The decrease in net revenue was due to the non-recurrence of revenues from the 2000 Summer Olympics, a reduction of spending by internet companies, the cancellation of programming and advertising commitments due to the events of September 11 and a slowdown in the advertising market generally.

Operating costs and expenses excluding depreciation and amortization decreased 8% to \$259,339 in the first nine months of 2001 from \$280,635 in the comparable 2000 period. The decrease was primarily attributable to the non-recurrence of broadcast rights fees and related costs associated with the 2000 Summer Olympics, tight cost controls and reductions in affiliate and personnel costs, partially offset by operating costs associated with the operations of SmartRoute.

Depreciation and amortization expense increased 9% to \$51,131 in the first nine months of 2001 as compared with \$46,957 in the first nine months of 2000. The increase is principally attributable to depreciation and amortization related to the acquisition of the operating assets of SmartRoute.

Corporate general and administrative expenses decreased 13% to \$5,338 in the first nine months of 2001 from \$6,104 in the comparable 2000 period. The decrease is principally attributable to lower management compensation.

Interest expense decreased 8% to \$7,010 in the first nine months of 2001 from \$7,612 in the comparable 2000 period. The decrease results from lower average debt levels and higher interest rates.

Net income increased 10% to \$26,913 (\$.25 per basic share and \$.24 per diluted share) in the first nine months of 2001 from \$24,470 (\$.22 per basic share and \$.21 per diluted share) in the comparable 2000 period.

Weighted average shares outstanding for the first nine months of 2001 were 107,698 basic shares and 112,219 diluted shares as compared with 111,397 basic shares and 117,165 diluted shares in the first nine months of 2000. The decrease in shares was primarily attributable to the Company's stock repurchase program.

LIQUIDITY AND CAPITAL RESOURCES

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At September 30, 2001, the Company's cash and cash equivalents were \$8,657, an increase of \$1,900 from December 31, 2000.

For the nine months ended September 30, 2001, net cash provided by operating activities was \$124,579 as compared with \$127,752 for the nine months ended September 30, 2000, a decrease of \$3,173. The cash flow from operations was principally used to fund the Company's stock buy-back program and to reduce debt.

At September 30, 2001, the Company had available borrowings of \$156,000 on its revolving credit facility. The Company has used its available cash to repurchase its Common Stock. In the nine month period ended September 30, 2001, the Company repurchased approximately 4,433 shares of Common Stock and warrants at a cost of approximately \$107,639. In October 2001, the Company repurchased an additional 430 shares of Common Stock at a cost of \$10,119.

Recently Issued Accounting Standards

In July 2001, the Financial Standards Board (FASB) issued FASB Statement No. 142 (FAS 142), "Goodwill and Other Intangible Assets." FAS 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. Upon adoption of FAS 142, goodwill will be tested at the reporting unit annually and whenever events or circumstances occur indicating that goodwill might be impaired. Amortization of goodwill, including goodwill recorded in past business combinations, will cease. The adoption date for the Company will be January 1, 2002. The Company has not yet determined what the impact of FAS 142 will be on the Company's results of operations and financial position.

In August 2001, the FASB issued Statement No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets." This statement establishes a single accounting model for the impairment of long-lived assets. The Company does not expect adoption of this standard to have a material effect on its results of operations and financial position. The Company will adopt this statement on January 1, 2002.

PART II OTHER INFORMATION

Items 1 through 5

These items are not applicable.

Item 6 - Exhibits and Reports on Form 8-K

- (a) Exhibits
None

- (b) Reports on Form 8-K
None

SIGNATURES

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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 thereunto duly authorized.

WESTWOOD ONE, INC.

By: /S/ FARID SULEMAN

FARID SULEMAN

Chief Financial Officer

Dated: November 12, 2001