

BEASLEY BROADCAST GROUP INC

Form 424B5

July 23, 2018

Table of Contents

Filed pursuant to Rule 424(b)(5)
Registration Nos. 333-214738 and 333-225893

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectuses are each part of an effective registration statement filed with the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectuses are not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated July 23, 2018.

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus dated December 30, 2016 and Prospectus dated July 11, 2018)

4,431,147 Shares

Beasley Broadcast Group, Inc.

Class A Common Stock

We are offering 1,305,000 shares of our Class A common stock, and the selling stockholders identified in this prospectus supplement are offering 3,126,147 shares of our Class A common stock. We will not receive any proceeds from the sale of any shares by the selling stockholders. Our Class A common stock is listed on the Nasdaq Global Market under the symbol BBGI. On July 20, 2018, the last reported sale price of our Class A common stock on the Nasdaq Global Market was \$10.60 per share.

Investing in our Class A common stock involves risks. See the Risk Factors on page S-12 of this prospectus supplement concerning factors you should consider before investing in our Class A common stock and the similar section contained in the accompanying prospectuses and in the documents we incorporate by reference into this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

	Per share	Total
Public offering price	\$	\$
Underwriting discounts and commissions(1)	\$	\$
Proceeds, before expenses, to us	\$	\$
Proceeds, before expenses, to the selling stockholders	\$	\$

(1) See Underwriting beginning on page S-25 of this prospectus supplement for additional information regarding underwriting compensation

We and the selling stockholders have granted the underwriters an option to purchase up to an additional 663,922 shares of Class A common stock at the public offering price, less the underwriting discounts and commissions, within 30 days from the date of this prospectus supplement.

The underwriters expect to deliver the shares to purchasers on or about _____, 2018.

Sole Book-Running Manager

Guggenheim Securities

Lead Manager

Stephens Inc.

The date of this prospectus supplement is _____, 2018.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-i
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	S-ii
<u>USE OF NON-GAAP FINANCIAL MEASURES</u>	S-iv
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-12
<u>USE OF PROCEEDS</u>	S-17
<u>DIVIDEND POLICY</u>	S-18
<u>MARKET PRICE OF OUR CLASS A COMMON STOCK</u>	S-19
<u>SELLING STOCKHOLDERS</u>	S-20
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS</u>	S-22
<u>UNDERWRITING</u>	S-26
<u>LEGAL MATTERS</u>	S-32
<u>EXPERTS</u>	S-32
<u>WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE</u>	S-33

Prospectus dated July 11, 2018

<u>ABOUT THIS PROSPECTUS</u>	1
<u>WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE</u>	2
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	4
<u>ABOUT THE COMPANY</u>	6
<u>RISK FACTORS</u>	7
<u>USE OF PROCEEDS</u>	8
<u>DESCRIPTION OF CAPITAL STOCK</u>	9
<u>DESCRIPTION OF DEBT SECURITIES</u>	12
<u>DESCRIPTION OF WARRANTS</u>	20
<u>DESCRIPTION OF UNITS</u>	22
<u>GLOBAL SECURITIES</u>	23
<u>PLAN OF DISTRIBUTION</u>	27
<u>LEGAL MATTERS</u>	29
<u>EXPERTS</u>	29

Prospectus dated December 30, 2016

<u>ABOUT THIS PROSPECTUS</u>	1
<u>WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE</u>	2
<u>ABOUT THE COMPANY</u>	4
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	5
<u>RISK FACTORS</u>	6
<u>USE OF PROCEEDS</u>	7

<u>SELLING STOCKHOLDERS</u>	8
<u>PLAN OF DISTRIBUTION</u>	12
<u>LEGAL MATTERS</u>	15
<u>EXPERTS</u>	15

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of three parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectuses and the documents incorporated by reference herein. The second and third parts are the accompanying prospectuses, which describe more general information, some of which may not apply to this offering. Generally, when we refer to the prospectus, we are referring to this prospectus supplement and the accompanying prospectuses combined. You should carefully read both this prospectus supplement and the accompanying prospectuses, together with the documents incorporated by reference herein and therein, before you invest. If information in this prospectus supplement is inconsistent with the information in the accompanying prospectuses, then the information in this prospectus supplement will apply and will supersede the information in the accompanying prospectuses and documents incorporated by reference therein.

This prospectus supplement and (i) the accompanying prospectus dated July 11, 2018 is part of the Registration Statement (Registration No. 333-225893) that we filed with the Securities and Exchange Commission (SEC) on June 26, 2018, and (ii) the accompanying prospectus dated December 30, 2016 are part of the Registration Statement (Registration No. 333-214738) that we filed with the SEC on November 21, 2016 and amended on December 28, 2016, each using a shelf registration process. This prospectus supplement relates to the offering of shares of our Class A common stock by us and the selling stockholders.

Neither we, the selling stockholders nor the underwriters have authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus supplement, the accompanying prospectuses or any free writing prospectuses prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We, the selling stockholders and the underwriters are only offering to sell, and only seeking offers to buy, shares of our Class A common stock in jurisdictions where the offers and sales are permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectuses is accurate only as of the date on its respective cover, that the information appearing in any applicable free writing prospectus is accurate only as of the date of that free writing prospectus, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise, regardless of the time of delivery of this prospectus supplement and the accompanying prospectuses or of any sale of our Class A common stock by us, the selling stockholders or the underwriters. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus supplement and the accompanying prospectuses incorporate by reference, and any free writing prospectus may contain and incorporate by reference, market data and industry statistics and forecasts that are based on independent industry publications and other publicly available information. Although we believe these sources are reliable, we do not guarantee the accuracy or completeness of this information and we have not independently verified this information. In addition, the market and industry data and forecasts that may be included or incorporated by reference in this prospectus supplement, the accompanying prospectuses or any applicable free writing prospectus may involve estimates, assumptions and other risks and uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors contained in this prospectus supplement, the accompanying prospectuses and any applicable free writing prospectus, and under similar headings in other documents that are incorporated by reference into this prospectus supplement and the accompanying prospectuses. Accordingly, investors should not place undue reliance on this information.

When we refer to Beasley, we, our, us and the Company in this prospectus, we mean Beasley Broadcast Group, and its consolidated subsidiaries, unless otherwise specified. When we refer to you, we mean the potential purchasers of our Class A common stock in this offering.

S-i

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectuses and the documents incorporated or deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectuses contain certain forward-looking statements about the Company within the meaning of the Private Securities Litigation Reform Act of 1995, which relate to future, not past, events. All statements other than statements of historical fact included in this document are forward-looking statements. These forward-looking statements are based on the current beliefs and expectations of the Company's management and are subject to known and unknown risks and uncertainties. Forward-looking statements, which address the Company's expected business and financial performance and financial condition, among other matters, contain words such as: expects, anticipates, intends, plans, believes, estimates, will, plans, projects, could, should, would, seek, forecast, or other similar expressions.

Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that the expectations will be attained or that any deviation will not be material. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The Company undertakes no obligation to update or revise any forward-looking statements.

Forward-looking statements involve a number of risks and uncertainties, and actual results or events may differ materially from those projected or implied in those statements. Factors that could cause actual results or events to differ materially from these forward-looking statements include, but are not limited to, those discussed under the caption Risk Factors in the Company's most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, as well as the following additional factors:

external economic forces that could have a material adverse impact on the Company's advertising revenues and results of operations;

the ability of the Company's radio stations to compete effectively in their respective markets for advertising revenues;

the ability of the Company to respond to changes in technology, standards and services that affect the radio industry;

audience acceptance of the Company's content, particularly its radio programs;

the Company's substantial debt levels and the potential effect of restrictive debt covenants on the Company's operational flexibility and ability to pay dividends;

the Company's dependence on federally issued licenses subject to extensive federal regulation;

the risk that the Company's Federal Communications Commission (FCC) broadcasting licenses and/or goodwill could become impaired;

the failure or destruction of the internet, satellite systems and transmitter facilities that the Company depends upon to distribute its programming;

disruptions or security breaches of the Company's information technology infrastructure;

actions by the FCC or new legislation affecting the radio industry;

the loss of key personnel;

the fact that the Company is controlled by the Beasley family, which creates difficulties for any attempt to gain control of the Company;

our ability to integrate acquired businesses and achieve fully the strategic and financial objectives related thereto and their impact on our financial condition and results of operations; and

S-ii

Table of Contents

other economic, business, competitive, and regulatory factors affecting the businesses of the Company, including those set forth in the Company's filings with the SEC.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Additional risk factors that we may disclose in documents that we file with the SEC that are incorporated or deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectuses prior to the completion of this offering could also cause actual results to differ materially from our expectations. We do not intend, and undertake no obligation, to update any forward-looking statement.

S-iii

Table of Contents

USE OF NON-GAAP FINANCIAL MEASURES

To supplement our financial information presented in accordance with GAAP, we use the following non-GAAP financial measures to clarify and enhance an understanding of the historical results of our entire business: pro forma net revenue, station operating income, pro forma station operating income, EBITDA, Adjusted EBITDA, Credit Agreement Adjusted EBITDA and free cash flow (collectively, the Non-GAAP Financial Measures). We believe that the presentation of these Non-GAAP Financial Measures enhances an investor's understanding of our financial performance. We further believe that these Non-GAAP Financial Measures are useful financial metrics to assess our operating performance from period to period by excluding certain items that we believe are not representative of our core business or adjusting for the effect of acquisitions or dispositions. We use these Non-GAAP Financial Measures for business planning purposes and in measuring our performance relative to that of our competitors. We believe these Non-GAAP Financial Measures are commonly used by investors to evaluate our performance and that of our competitors. However, our use of such Non-GAAP Financial Measures may vary from that of others in our industry. These Non-GAAP Financial Measures should not be considered as alternatives to net revenue, operating income (loss), net income (loss), earnings per share, net cash provided by operating activities or any other performance measures derived in accordance with GAAP.

EBITDA consists of net income (loss) attributable to us before interest expense, income tax expense (benefit) and depreciation and amortization. Adjusted EBITDA consists of EBITDA adjusted for non-operating income or expense and the impact of certain non-cash, nonrecurring or other items that are included in net income and EBITDA that we do not consider indicative of our ongoing operating performance. Credit Agreement Adjusted EBITDA consists of Adjusted EBITDA adjusted for the impact of additional items permitted under the definition of Consolidated EBITDA in the credit agreement governing the Company's credit facilities. We believe that making such adjustments provides investors meaningful information to understand our operating results and analyze financial and business trends on a period-to-period basis.

EBITDA, Adjusted EBITDA and Credit Agreement Adjusted EBITDA have important limitations as analytical tools and you should not consider them in isolation or as substitutes for analysis of our results as reported under GAAP. Some of these limitations are:

EBITDA, Adjusted EBITDA and Credit Agreement Adjusted EBITDA (i) do not reflect the significant interest expense on our debt, (ii) exclude impairments and adjustments for step-up amortization, and (iii) do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA, Adjusted EBITDA and Credit Agreement Adjusted EBITDA do not reflect any cash requirements for such replacements; and

other companies in our industry may calculate EBITDA, Adjusted EBITDA and Credit Agreement Adjusted EBITDA differently than we do, limiting their usefulness as comparative measures.

We compensate for these limitations by relying primarily on our GAAP results and using EBITDA, Adjusted EBITDA and Credit Agreement Adjusted EBITDA only supplementally.

In calculating EBITDA, Adjusted EBITDA and Credit Agreement Adjusted EBITDA, we add back certain non-cash, nonrecurring and other items and make certain adjustments that are based on assumptions and estimates. In addition, in evaluating EBITDA, Adjusted EBITDA and Credit Agreement Adjusted EBITDA, you should be aware that in the future we may incur expenses similar to those eliminated in this presentation. Our presentation of EBITDA, Adjusted EBITDA and Credit Agreement Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items.

S-iv

Table of Contents

We define station operating income (SOI) as net revenue less station operating expenses. We define station operating expenses as cost of services and selling, general and administrative expenses. SOI is a measure widely used in the radio broadcast industry.

The Company recognizes that because SOI is not calculated in accordance with GAAP, it is not necessarily comparable to similarly titled measures used by other companies. However, our management believes that SOI provides meaningful information to investors because it is an important measure of how effectively we operate our business (operate radio stations) and assists investors in comparing our operating performance with that of other radio companies.

We define free cash flow (FCF) as SOI less corporate general and administrative expenses, interest expense, current income tax expense and capital expenditures. We add back stock-based compensation expense incurred at the radio stations, amortization of loan fees, and interest income.

The Company recognizes that because FCF is not calculated in accordance with GAAP, it is not necessarily comparable to similarly titled measures used by other companies. However, management believes that FCF provides meaningful information to investors because it is a measure of the amount of cash that is available to the Company after required investments in working capital and property and equipment and assists investors in comparing our operating performance with that of other radio companies.

Pro forma net revenue and pro forma SOI assume that any acquisitions and dispositions completed during the reporting period had occurred on the first day of the reporting period. Therefore, we add net revenue and SOI generated by acquired radio stations to actual net revenue and actual SOI as if those stations had been acquired on the first day of the reporting period, and we deduct net revenue and SOI generated by sold radio stations as if they had been sold on the first day of the reporting period. Pro forma net revenue is disclosure required by GAAP in notes to financial statements for any significant business combination and is considered by the SEC to provide meaningful information to investors. Pro forma revenue and pro forma SOI provide management with relevant information in the current reporting period that can be used for projections and more meaningful comparisons with actual net revenue and actual SOI in future reporting periods.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights certain information contained elsewhere in this prospectus supplement or the prospectuses or in the documents incorporated herein or therein. This summary does not contain all of the information that you should consider in your evaluation of an investment in our Class A common stock. You should read carefully this entire prospectus supplement, the accompanying prospectuses and the documents incorporated by reference, including the information set forth under Risk Factors, before making an investment decision.

Our Company

We are a radio broadcasting company whose primary business is operating radio stations throughout the United States. We own and operate 63 radio stations in the following radio markets: Atlanta, GA, Augusta, GA, Boston, MA, Charlotte, NC, Detroit, MI, Fayetteville, NC, Fort Myers-Naples, FL, Las Vegas, NV, Middlesex, NJ, Monmouth, NJ, Morristown, NJ, Philadelphia, PA, Tampa-Saint Petersburg, FL, West Palm Beach-Boca Raton, FL, and Wilmington, DE.

We seek to secure and maintain a leadership position in the markets we serve by developing market-leading clusters of radio stations in each of our markets. We operate our radio stations in clusters to capture a variety of demographic listener groups, which we believe enhances our radio stations' appeal to a wide range of advertisers. In addition, we have been able to achieve operating efficiencies by consolidating office and studio space where possible to minimize duplicative management positions and reduce overhead expenses. Current FCC rules and regulations do not permit us to add any more radio stations to our existing cluster in the Augusta, GA radio market.

On November 1, 2016 we completed the acquisition of Greater Media, Inc. (Greater Media), pursuant to the merger agreement, dated as of July 19, 2016 by and among the Company, Greater Media, Beasley Media Group 2, Inc., an indirect wholly-owned subsidiary of the Company (Merger Sub), and Peter A. Bordes, Jr., as the Stockholders Representative (the Merger Agreement). On the closing date, Merger Sub was merged with and into Greater Media, with Greater Media surviving the merger as an indirect wholly-owned subsidiary of the Company (the Merger). As a result of the Merger, the Company added 21 radio stations in the Boston, MA, Detroit, MI, Charlotte, NC (later divested), Middlesex, NJ, Monmouth, NJ, Morristown, NJ and Philadelphia, PA markets.

Recent Developments

WXTU-FM Acquisition

We have entered into a definitive agreement to acquire WXTU-FM in Philadelphia, Pennsylvania from Entercom Communications Corp. for \$38.0 million in cash. Excluding one-time transaction costs, the acquisition of WXTU-FM is expected to be immediately accretive to our free cash flow without materially altering our net leverage after accounting for the acquisition and this offering. We intend to fund the acquisition through borrowings under our revolving credit facility and cash generated from operations.

The acquisition of WXTU-FM highlights our focus on premium local programming and content and is complementary to our six other radio stations and digital operations in the Philadelphia market, the ninth largest radio market in the country.

For the twelve months ended March 31, 2018, WXTU-FM generated approximately \$10.2 million of net revenue and approximately \$4.5 million of station operating income. After giving effect to anticipated synergies resulting from the acquisition, we believe that WXTU-FM would have contributed approximately \$5.5 million of incremental station

operating income to the Company over the same period on a pro forma basis.

S-1

Table of Contents***Second Quarter Cash Dividend***

On May 31, 2018, the Company announced that its Board of Directors declared a quarterly cash dividend of \$0.05 per share of its Class A and Class B common stock. The dividend was paid on July 6, 2018 to shareholders of record on June 29, 2018. See [Dividend Policy](#) for more information.

Preliminary Estimated Financial Results for the Three and Six Months Ended June 30, 2018

Our financial results for the three and six months ended June 30, 2018 are not yet complete and will not be available until after the completion of this offering. Accordingly, our estimated results below are forward-looking statements based solely on information available to us as of the date of this prospectus supplement, and we undertake no obligation to update this information, except as may be required by law. Actual results remain subject to the completion of management's and our audit committee's reviews and our other financial closing procedures, as well as the completion of the preparation of our unaudited consolidated financial data for the three and six months ended June 30, 2018. During the course of that process, we may identify items that would require us to make adjustments, which may be material, to the information presented below. Accordingly, you should not place undue reliance on this preliminary data.

The preliminary financial data included in this prospectus supplement has been prepared by and is the responsibility of our management. Our independent registered public accounting firm, Crowe LLP, has not audited, reviewed, compiled, or performed any procedures with respect to the preliminary financial results. Accordingly, Crowe LLP does not express an opinion or any other form of assurance with respect thereto. As a result, we have provided ranges, rather than specific amounts, for the estimated financial results below. Our actual results may vary materially from the estimated preliminary results included herein. Please refer to [Cautionary Note Regarding Forward-Looking Statements](#).

These preliminary results should be read in conjunction with [Management's Discussion and Analysis of Financial Condition and Results of Operations](#) and our consolidated financial statements and the related notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017 and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, which are incorporated by reference in this prospectus supplement. For additional information, please see [Risk Factors](#). The information presented herein should not be considered a substitute for the financial information to be filed with the SEC in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 once it becomes available.

We estimate that for the three months ended June 30, 2018, net revenue will be between \$61.0 million and \$61.65 million, representing either no change or an increase of up to 1.0% compared to net revenue of \$61.0 million for the three months ended June 30, 2017.

We estimate that for the six months ended June 30, 2018, net revenue will be between \$116.0 million and \$116.8 million, representing an increase of 1.1% to 1.8% compared to net revenue of \$114.8 million for the six months ended June 30, 2017.

Three Months Ended June 30,	
2018	2017

	Low	High	
	(estimated)		(actual)
Net revenue	\$ 61,000,000	\$ 61,650,000	\$ 61,013,414

	Six Months Ended June 30,		
	2018		2017
	Low	High	
	(estimated)		(actual)
Net revenue	\$ 116,000,000	\$ 116,800,000	\$ 114,753,965

S-2

Table of Contents

Corporate Information

We filed our certificate of incorporation with the Secretary of State of Delaware on November 12, 1999.

Our principal executive offices are located at 3033 Riviera Drive, Suite 200, Naples, Florida 34103, and our telephone number is (239) 263-5000. Our Internet address is *www.bbg.com*. The information on our Internet website, however, is not, and should not be deemed to be, a part of this prospectus supplement. Our website address is included as an inactive textual reference only.

Table of Contents

THE OFFERING

Issuer	Beasley Broadcast Group, Inc.
Class A common stock offered by us	1,305,000 shares (1,500,000 shares if the underwriters exercise in full their option to purchase additional shares)
Class A common stock offered by the selling stockholders	3,126,147 shares (3,595,069 shares if the underwriters exercise in full their option to purchase additional shares)
Shares of common stock outstanding following this offering	12,149,488 shares of Class A common stock (12,344,488 shares of Class A common stock if the underwriters exercise in full their option to purchase additional shares) 16,662,743 shares of Class B common stock 28,812,231 shares of common stock (29,007,231 shares of common stock if the underwriters exercise in full their option to purchase additional shares of Class A common stock)
Use of proceeds	Our net proceeds, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately \$ million, or \$ million if the underwriters exercise in full their option to purchase additional shares from us. We intend to use the net proceeds we receive from this offering for general corporate purposes, which may include, among other things, working capital, capital expenditures, debt repayment or refinancing or the financing of possible future acquisitions. See Use of Proceeds for more information. We will not receive any proceeds from the sale of any shares of our Class A common stock by the selling stockholders.
Dividend policy	We intend to continue to pay quarterly cash dividends on our Class A and Class B common stock. See Dividend Policy for more information.

Voting rights

Holders of our Class A common stock and Class B common stock generally vote together as a single class on all matters submitted to a vote of stockholders. Each share of Class A common stock is entitled to one vote and each share of Class B common stock is entitled to 10 votes. Holders of our Class A common stock, voting as a single class, are entitled to elect two directors to our board of directors. Immediately following this offering, the Class B common stock will represent approximately 93.2% of the combined voting power of our common stock (approximately 93.1% if the underwriters exercise in full their option to purchase additional shares). As of July 9, 2018, George G. Beasley, our Chairman, and members of his immediate family own all of the outstanding shares of our Class B common stock.

S-4

Table of Contents

Conversion and transferability of Class B common stock Shares of Class B common stock are convertible at the option of the holder at any time into shares of Class A common stock on a one-for-one basis. Shares of Class B common stock convert automatically into shares of Class A common stock upon sale or transfer to persons or entities not related to or affiliated with George G. Beasley or members of his immediate family.

Risk factors Investing in our Class A common stock involves risks. For a discussion of factors you should consider before investing in our Class A common stock, see Risk Factors beginning on page S-11 of this prospectus supplement and other information included in or incorporated by reference in this prospectus supplement and the accompanying prospectuses, including the section titled Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2017.

NASDAQ Global Market symbol BBGI

Except as otherwise indicated, the number of shares of our Class A common stock and Class B common stock to be outstanding immediately after this offering is based on 10,844,488 shares of Class A common stock and 16,662,743 shares of Class B Common stock outstanding as of July 9, 2018. The number of outstanding shares of our Class A common stock includes 3,126,147 shares of Class A common stock to be sold by the selling stockholders (3,595,069 shares if the underwriters exercise in full their option to purchase additional shares), and excludes:

156,786 shares of Class A common stock issuable upon the vesting and settlement of outstanding restricted stock and restricted stock units under our 2007 Equity Incentive Award Plan;

4,812,652 shares of Class A common stock reserved for issuance under our 2007 Equity Incentive Award Plan; and

4,377,227 shares of Class A common stock recorded as treasury stock.

Except as otherwise indicated, this prospectus supplement reflects and assumes no exercise by the underwriters of their option to purchase additional shares of our Class A common stock.

Table of Contents**SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following tables set forth summary historical consolidated financial data for the periods and dates indicated.

The summary historical consolidated financial data as of and for the year ended December 31, 2015 are derived from our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016, which is not incorporated by reference in this prospectus supplement. The summary historical consolidated financial data as of and for the years ended December 31, 2016 and December 31, 2017 are derived from our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference in this prospectus supplement. The summary historical interim consolidated financial data as of and for the three months ended March 31, 2017 and March 31, 2018 are derived from our unaudited consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, which is incorporated by reference in this prospectus supplement.

You should read the summary history consolidated financial data below together with the sections titled *Management's Discussion and Analysis of Financial Condition and Results of Operations* and our consolidated financial statements and the related notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, which are incorporated by reference in this prospectus supplement.

	Year Ended December 31,			Three Months Ended March 31,	
	2015	2016	2017	2017	2018
Statements of Comprehensive Income					
Net revenue	\$ 105,946,670	\$ 136,665,344	\$ 232,179,463	\$ 53,740,551	\$ 55,153,627
Operating expenses:					
Station operating expenses ⁽¹⁾	75,609,147	96,705,989	174,822,164	43,949,594	45,512,847
Corporate general and administrative expenses ⁽²⁾	8,983,860	10,303,503	15,832,406	3,230,097	3,282,473
Transaction expenses	349,917	6,381,198	963,979	450,833	
Other operating expenses			968,603	328,247	
Depreciation and amortization	3,834,992	6,232,572	6,133,812	1,502,837	1,546,734
Change in fair value of contingent consideration ⁽³⁾		(1,266,394)	(10,053,754)	(7,533,292)	4,415,925
Gain (loss) on dispositions, net	3,520,933		(3,707,993)	269,456	
Gain on exchange			(11,803,585)		
Termination of postretirement benefits plan			(1,812,448)		
Gain on merger		(44,281,066)			
Total operating expenses	92,298,849	74,075,802	171,343,184	42,197,772	54,757,979
Operating income	13,647,821	62,589,542	60,836,279	11,542,779	395,648
Non-operating income (expense):					

Edgar Filing: BEASLEY BROADCAST GROUP INC - Form 424B5

Interest expense	(3,967,794)	(6,597,738)	(18,430,072)	(4,827,339)	(3,625,240)
Loss on modification of long-term debt	(558,856)	(769,819)	(3,954,035)		
Other income (expense), net	881,938	564,230	450,707	356,198	448,901
Income (loss) before income taxes	10,003,109	55,786,215	38,902,879	7,071,638	(2,780,691)
Income tax expense (benefit)	3,640,787	8,297,802	(48,228,290)	(414,858)	380,501
Net income (loss)	6,362,322	47,488,413	87,131,169	7,486,496	(3,161,192)
Other comprehensive income					
Unrealized losses on securities ⁽⁴⁾	53,226	(39,983)	(31,521)	(14,174)	
Unrecognized actuarial gains (losses) on postretirement plans ⁽⁵⁾		(756,998)	1,177,917		(731,265)
Comprehensive income	\$ 6,415,548	\$ 46,691,432	\$ 88,277,565	\$ 7,472,322	\$ (3,892,457)
Net income per Class A and Class B common share:					
Basic	\$ 0.28	\$ 2.00	\$ 3.15	\$ 0.27	\$ (0.11)
Diluted	\$ 0.28	\$ 1.98	\$ 3.14	\$ 0.27	\$ (0.11)

S-6

Table of Contents

	Year Ended December 31,			Three Months Ended March 31,	
	2015	2016	2017	2017	2018
Dividends declared per common share	\$ 0.18	\$ 0.18	\$ 0.18	\$ 0.045	\$ 0.05
Weighted average shares outstanding:					
Basic	22,911,727	23,787,485	27,696,790	27,663,114	27,717,394
Diluted	23,025,720	23,950,958	27,792,702	27,766,662	27,717,394

	As of December 31,			As of March 31,	
	2015	2016	2017	2017	2018
Balance sheet data					
Cash and cash equivalents	\$ 14,318,494	\$ 20,325,415	\$ 13,922,390	\$ 18,870,720	\$ 13,169,964
Total assets	311,401,895	661,670,048	654,718,781	638,160,569	636,202,501
Total liabilities	177,864,820	459,178,425	368,552,581	429,740,423	368,218,356
Total stockholders equity	133,537,075	202,491,623	286,166,200	208,420,146	267,984,145

	Year Ended December 31,			Three Months Ended March 31,	
	2015	2016	2017	2017	2018
Cash flows data:					
Net cash provided by (used in):					
Operating activities	\$ 14,371,755	\$ 17,151,100	\$ 28,021,057	\$ 6,146,698	\$ 4,800,998
Investing activities	55,471	(89,619,502)	17,523,283	22,150,413	(1,225,996)
Financing activities	(14,368,173)	78,475,323	(51,947,365)	(29,751,806)	(4,327,428)

Other financial data (unaudited):

Pro forma net revenue ⁽⁶⁾	\$ 105,949,818	\$ 259,680,532	\$ 250,610,142	\$ 57,097,999	\$ 55,227,234
Station operating income ⁽⁷⁾	\$ 30,337,523	\$ 39,959,355	\$ 57,357,299	\$ 9,790,957	\$ 9,640,780
Pro forma station operating income ⁽⁷⁾	\$ 30,199,564	\$ 59,061,955	\$ 61,073,690	\$ 10,608,542	\$ 9,614,392
Credit Agreement Adjusted EBITDA ⁽⁸⁾	\$ 23,707,124	\$ 62,639,470	\$ 52,111,654	\$ 8,829,678	\$ 6,660,469
Free cash flow ⁽⁹⁾	\$ 14,920,243	\$ 20,575,879	\$ 22,635,498	\$ 1,486,010	\$ 2,673,905

(1) Includes stock-based compensation of \$110,781 for the year ended December 31, 2015, \$112,327 for the year ended December 31, 2016, \$54,163 for the year ended December 31, 2017, \$79,047 for the three months ended March 31, 2017 and \$152,418 for the three months ended March 31, 2018, and excluding depreciation and amortization shown separately.

(2) Includes stock-based compensation of \$1,002,110 for the year ended December 31, 2015, \$697,044 for the year ended December 31, 2016, \$1,690,971 for the year ended December 31, 2017, \$118,692 for the three months ended March 31, 2017 and \$465,354 for the three months ended March 31, 2018.

- (3) The \$11.9 million increase in the fair value of contingent consideration during the three months ended March 31, 2018 as compared to the three months ended March 31, 2017 is primarily due to changes in our stock price affecting the value of shares of our Class A common stock (i) forfeited to the Company in settlement of the working capital adjustment in connection with the acquisition of Greater Media and (ii) returned to us by the former stockholders of Greater Media based on certain proceeds from the sale of Greater Media's tower assets.
- (4) Net of income tax expense of \$32,494 for the year ended December 31, 2015, \$23,214 for the year ended December 31, 2016, \$21,527 for the year ended December 31, 2017 and \$9,200 for the three months ended March 31, 2017.
- (5) Net of income tax benefit of \$491,248 for the year ended December 31, 2016, income tax expense of \$641,789 for the year ended December 31, 2017 and income tax benefit of \$261,358 for the three months ended March 31, 2018.
- (6) The following table reconciles net revenue to pro forma net revenue. See Use of Non-GAAP Financial Measures for more information.

	Year Ended December 31,			Three Months Ended	
	2015	2016	2017	2017	2018
Net revenue	\$ 105,946,670	\$ 136,636,803	\$ 232,179,463	\$ 53,740,551	\$ 55,153,627
Acquired stations ^(a)		150,102,278	35,863,012	8,407,463	
Sold stations ^(b)	3,148	(27,058,549)	(17,432,333)	(5,050,015)	73,607
Pro forma net revenue	\$ 105,949,818	\$ 259,680,532	\$ 250,610,142	\$ 57,097,999	\$ 55,227,234

S-7

Table of Contents

- (a) For the year ended December 31, 2016, reflects net revenue from (i) the radio stations acquired from Greater Media in Boston, Detroit, New Jersey and Philadelphia radio markets from January 1, 2016 through the acquisition date (November 1, 2016) and (ii) net revenue from WBZ-FM in Boston (which was acquired on December 19, 2017) from January 1, 2016 to December 31, 2016. For the year ended December 31, 2017, reflects net revenue from WBZ-FM in Boston from January 1, 2017 through the acquisition date (December 19, 2017). For the three months ended March 31, 2017, reflects net revenue from WBZ-FM in Boston (which was acquired on December 19, 2017) from January 1, 2017 through March 31, 2017.
- (b) For the year ended December 31, 2015, reflects net revenue from radio stations in the Miami radio market and the Philadelphia radio market (which were both sold in December of 2014). For the year ended December 31, 2016, reflects net revenue from (i) WFNZ-AM in Charlotte (which was sold on January 6, 2017) from January 1, 2016 through December 31, 2016, (ii) radio stations in the New Bern radio market (which were sold on May 1, 2017) from January 1, 2016 through December 31, 2016 and (iii) WMJX-FM in Boston (which was sold on December 19, 2017) from January 1, 2016 through December 31, 2016. For the year ended December 31, 2017, reflects net revenue from (i) WFNZ-AM in Charlotte from January 1, 2017 through the disposition date (January 6, 2017), (ii) radio stations in the New Bern radio market from January 1, 2017 through the disposition date (May 1, 2017) and (iii) WMJX-FM in Boston from January 1, 2017 through the disposition date (December 19, 2017). For the three months ended March 31, 2017, reflects net revenue from (i) WFNZ-AM in Charlotte from January 1, 2017 through the disposition date (January 6, 2017), (ii) radio stations in the New Bern radio market (which were sold on May 1, 2017) from January 1, 2017 through March 31, 2017 and (iii) WMJX-FM in Boston (which was sold on December 19, 2017) from January 1, 2017 through March 31, 2017. For the three months ended March 31, 2018, reflects net revenue from (i) radio stations in the New Bern radio market (which were sold on May 1, 2017) from January 1, 2018 through March 31, 2018 and (ii) WMJX-FM in Boston (which was sold on December 19, 2017) from January 1, 2018 through March 31, 2018.
- (7) The following table reconciles net income to SOI and pro forma SOI. See Use of Non-GAAP Financial Measures for more information.

	Year Ended December 31,			Three Months Ended	
	2015	2016	2017	March 31, 2017	2018
Net income (loss)	\$ 6,362,322	\$ 47,488,413	\$ 87,131,169	\$ 7,486,496	\$ (3,161,192)
Depreciation and amortization	3,834,992	6,232,572	6,133,812	1,502,837	1,546,734
Interest expense	3,967,794	6,597,738	18,430,072	4,827,339	3,625,240
Income tax expense (benefit)	3,640,787	8,297,802	(48,228,290)	(414,858)	380,501
EBITDA	\$ 17,805,895	\$ 68,616,525	\$ 63,466,763	\$ 13,401,814	\$ 2,391,283
Transaction expenses	349,917	6,381,198	963,979	450,833	
Other operating expenses			968,603	328,247	
Change in fair value of contingent consideration		(1,266,394)	(10,053,754)	(7,533,292)	4,415,925
Gain on dispositions			(3,707,993)		

Edgar Filing: BEASLEY BROADCAST GROUP INC - Form 424B5

Gain on exchange			(11,803,585)	269,456	
Termination of postretirement benefits plan			(1,812,448)		
Gain on merger		(44,281,066)			
Impairment loss	3,520,933				
Loss on modification of long-term debt	558,856	769,819	3,954,035		
Other income (expense), net	881,938	564,230	450,707	356,198	448,901
Adjusted EBITDA	\$ 21,353,663	\$ 29,655,852	\$ 41,524,893	\$ 6,560,860	\$ 6,358,307
Corporate general and administrative expenses	8,983,860	10,303,503	15,832,406	3,230,097	3,282,473
SOI	\$ 30,337,523	\$ 39,959,355	\$ 57,357,299	\$ 9,790,957	\$ 9,640,780
Pro forma net revenue for acquisitions and dispositions ^(a)	(3,148)	123,043,730	18,430,679	3,357,448	73,607
Pro forma station operating expenses for acquisitions and dispositions ^(b)	(134,811)	(103,941,130)	(14,714,288)	(2,539,863)	(99,995)
Pro forma SOI	\$ 30,199,564	\$ 59,061,955	\$ 61,073,690	\$ 10,608,542	\$ 9,614,392

S-8

Table of Contents

- (a) For the year ended December 31, 2015, reflects net revenue from radio stations in the Miami radio market and the Philadelphia radio market (which were both sold in December of 2014). For the year ended December 31, 2016, reflects (a) the addition of net revenue from (i) the radio stations acquired from Greater Media in Boston, Detroit, New Jersey and Philadelphia radio markets on November 1, 2016 and (ii) net revenue from WBZ-FM in Boston (which was acquired on December 19, 2017), less (b) net revenue from (i) WFNZ-AM in Charlotte (which was sold on January 6, 2017), (ii) radio stations in the New Bern radio market (which were sold on May 1, 2017) and (iii) WMJX-FM in Boston (which was sold on December 19, 2017). Net revenue was included for acquisitions or excluded for dispositions from January 1, 2016 through the acquisition or disposition date in 2016, or through December 31, 2016 if the acquisition or disposition occurred in 2017.

For the year ended December 31, 2017, reflects net revenue from WBZ-FM in Boston (which was acquired on December 19, 2017), less net revenue from (i) WFNZ-AM in Charlotte (which was sold on January 6, 2017), (ii) radio stations in the New Bern radio market (which were sold on May 1, 2017) and (iii) WMJX-FM in Boston (which was sold on December 19, 2017). Net revenue was included for acquisitions or excluded for dispositions from January 1, 2017 through the acquisition or disposition date in 2017.

For the three months ended March 31, 2017, reflects net revenue from WBZ-FM in Boston (which was acquired on December 19, 2017), less net revenue from (i) WFNZ-AM in Charlotte (which was sold on January 6, 2017), (ii) radio stations in the New Bern radio market (which were sold on May 1, 2017) and (iii) WMJX-FM in Boston (which was sold on December 19, 2017). Net revenue was included for acquisitions or excluded for dispositions from January 1, 2017 through the acquisition or disposition date during the three months ended March 31, 2017, or through March 31, 2017 if the acquisition or disposition occurred later in 2017.

For the three months ended March 31, 2018, reflects net revenue adjustments from (i) radio stations in the New Bern radio market (which were sold on May 1, 2017) from January 1, 2018 through March 31, 2018 and (ii) WMJX-FM in Boston (which was sold on December 19, 2017) from January 1, 2018 through March 31, 2018.

- (b) For the year ended December 31, 2015, reflects station operating expenses from radio stations in the Miami radio market and the Philadelphia radio market (which were sold in December of 2014). For the year ended December 31, 2016, reflects (a) the addition of station operating expenses from (i) the radio stations acquired from Greater Media in Boston, Detroit, New Jersey and Philadelphia radio markets on November 1, 2016 and (ii) WBZ-FM in Boston (which was acquired on December 19, 2017), less (b) station operating expenses from (i) WFNZ-AM in Charlotte (which was sold on January 6, 2017), (ii) radio stations in the New Bern radio market (which were sold on May 1, 2017) and (iii) WMJX-FM in Boston (which was sold on December 19, 2017). Station operating expenses were included for acquisitions or excluded for dispositions from January 1, 2016 through the acquisition or disposition date in 2016, or through December 31, 2016 if the acquisition or disposition occurred in 2017.

For the year ended December 31, 2017, reflects station operating expenses from WBZ-FM in Boston (which was acquired on December 19, 2017), less station operating expenses from (i) WFNZ-AM in Charlotte (which was sold on January 6, 2017), (ii) radio stations in the New Bern radio market (which were sold on May 1, 2017) and (iii) WMJX-FM in Boston (which was sold on December 19, 2017). Station operating expenses were included for acquisitions or excluded for dispositions from January 1, 2017 through the acquisition or disposition date in 2017.

For the three months ended March 31, 2017, reflects station operating expenses from WBZ-FM in Boston (which was acquired on December 19, 2017), less station operating expenses from (i) WFNZ-AM in Charlotte (which was sold on January 6, 2017), (ii) radio stations in the New Bern radio market (which were sold on May 1, 2017) and (iii)

WMJX-FM in Boston (which was sold on December 19, 2017). Station operating expenses were included for acquisitions or excluded for dispositions from January 1, 2017 through the acquisition or disposition date during the three months ended, March 31, 2017, or through March 31, 2017 if the acquisition or disposition occurred later in 2017.

S-9

Table of Contents

For the three months ended March 31, 2018, reflects station operating expense adjustments from (i) radio stations in the New Bern radio market (which were sold on May 1, 2017) from January 1, 2018 through March 31, 2018 and (ii) WMJX-FM in Boston (which was sold on December 19, 2017) from January 1, 2018 through March 31, 2018.

(8) The following table reconciles net income to Credit Agreement Adjusted EBITDA. See Use of Non-GAAP Financial Measures for more information.

	Year Ended December 31,			Three Months Ended March 31,	
	2015	2016	2017	2017	2018
Net income (loss)	\$ 6,362,322	\$ 47,488,413	\$ 87,131,169	\$ 7,486,496	\$ (3,161,192)
Depreciation and amortization	3,834,992	6,232,572	6,133,812	1,502,837	1,546,734
Income tax expense (benefit)	3,967,794	6,597,738	18,430,072	4,827,339	3,625,240
EBITDA	\$ 17,805,895	\$ 68,616,525	\$ 63,466,763	\$ 13,401,814	\$ 2,391,283
Transaction expense	349,917	6,381,198	963,979	450,833	
Other operating expenses			968,603	328,247	
Change in fair value of contingent consideration		(1,266,394)	(10,053,754)	(7,533,292)	4,415,925
Gain on dispositions			(3,707,993)		
Gain on exchange			(11,803,585)	269,456	
Termination of postretirement benefits plan			(1,812,448)		
Gain on merger		(44,281,066)			
Impairment loss	3,520,933				
Loss on modification of long-term debt	558,856	769,819	3,954,035		
Other income (expense), net	881,938	564,230	450,707	356,198	448,901
Adjusted EBITDA	\$ 21,353,663	\$ 29,655,852	\$ 41,524,893	\$ 6,560,860	\$ 6,358,307
Pro forma net revenue for acquisitions and dispositions ^(a)	(3,148)	123,043,730	18,430,679	3,357,448	73,607
Pro forma station operating expenses for acquisitions and dispositions ^(b)	(134,811)	(103,941,130)	(14,714,288)	(2,539,863)	(99,995)
GMI synergies/pension adjustments ^(c)		5,613,769			
Stock-based compensation	1,112,891	809,371	1,745,134	197,739	617,772
	184,259	(168,308)	16,996	(60,122)	(66,737)

Other adjustments (including trade) ^(d)					
Tax add back	1,003,879	1,562,660	1,371,148	329,903	377,523
Other expenses (corporate pro forma) ^(e)					
	190,391	(453,621)			(1,001,647)
Format change addback ^(f)		3,338,067	1,759,508	983,713	521,274
Severance addback		3,179,080	1,977,584		(119,635)
Credit Agreement Adjusted					
EBITDA	\$ 23,707,124	\$ 62,639,470	\$ 52,111,654	\$ 8,829,678	\$ 6,660,469

- (a) See note (a) to the reconciliation of net income (loss) to pro forma SOI for a description of this adjustment.
- (b) See note (b) to the reconciliation of net income (loss) to pro forma SOI for a description of this adjustment.
- (c) Represents pro forma adjustments in respect of cost savings, operating expense reductions and synergies in connection with the Greater Media transaction, as well as a valuation correction in conjunction with a pension plan that was excluded from Credit Agreement Adjusted EBITDA as a non-operating item.
- (d) Represents deferred or non-cash expenses relating to trade.
- (e) For the year ended December 31, 2015, represents positive adjustments to non-operating expenses previously included in net income. For the year ended December 31, 2016, represents prior year expense adjustments, one-time expenses related to the acquisition of Greater Media, non-operating expenses offset by an increase in Greater Media corporate employees on a pro forma basis and a non-operating pension adjustment. For the three months ended March 31, 2018, represents an adjustment for pension plan benefit previously included in net income.
- (f) Represents losses and charges incurred in connection with the reformatting of two of our stations.

Table of Contents

(9) The following table reconciles net income to free cash flow. See Use of Non-GAAP Financial Measures for more information.

	Year Ended December 31,			Three Months Ended March 31,	
	2015	2016	2017	2017	2018
Net income (loss)	\$ 6,362,322	\$ 47,488,413	\$ 87,131,169	\$ 7,486,496	\$ (3,161,192)
Non-cash stock based compensation	1,112,891	809,371	1,745,134	197,739	617,772
Transaction expenses	349,917	6,381,198	963,979	450,833	
Other operating expenses			968,603	328,247	
Depreciation and amortization	3,834,992	6,232,572	6,133,812	1,502,837	1,546,734
Change in fair value of contingent consideration		(1,266,394)	(10,053,754)	(7,533,292)	4,415,925
Gain on dispositions			(3,707,993)		
Impairment loss	3,520,933				
Gain on exchange			(11,803,585)	269,456	
Termination of postretirement benefits plan			(1,812,448)		
Gain on merger		(44,281,066)			
Loss of modification of long-term debt	558,856	769,819	3,954,035		
Other income (expense), net	(881,938)	(564,230)	(450,707)	(356,198)	(448,901)
Income tax expense (benefit)	3,640,787	8,297,802	(48,228,290)	(414,858)	380,501
Amortization of loan fees	339,924	670,369	2,150,450	546,808	470,376
Interest income	61,319	32,639	127,270	21,263	31,483
Current income tax expense	(1,850,676)	(1,053,857)	(289,563)	(13,734)	(5,297)
Capital expenditures	(2,129,084)	(2,940,757)	(4,192,614)	(999,587)	(1,173,496)
Free cash flow	\$ 14,920,243	\$ 20,575,879	\$ 22,635,498	\$ 1,486,010	\$ 2,673,905

Table of Contents

RISK FACTORS

An investment in our Class A common stock involves risks. You should carefully consider all of the information contained or incorporated by reference in this prospectus supplement before deciding whether to invest in our Class A common stock. In particular, you should carefully consider the risks and uncertainties described below as well as those described in our most recent Annual Report on Form 10-K, our most recent Quarterly Report on Form 10-Q, and any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K we file after the date of this prospectus supplement and before the termination of this offering. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.

Risks Related to Our Class A Common Stock and this Offering

The trading price of our Class A common stock may be volatile or may decline regardless of our operating performance and you may not be able to resell your shares at or above the offering price.

The market price of our Class A common stock may fluctuate significantly in response to a number of factors, most of which we cannot control, including:

our operating and financial performance and prospects;

our quarterly or annual earnings or those of other companies in our industry;

the public's reaction to our press releases, our other public announcements and our filings with the SEC;

quarterly variations in our operating results compared to market expectations;

changes in, or failure to meet, earnings estimates or recommendations by research analysts who track our common shares or the stock of other companies in our industry;

adverse publicity about us, the industries we participate in or individual scandals;

announcements of new offerings by us or our competitors;

stock price performance of our competitors;

the limited trading market for our Class A common stock;

the failure of research analysts to cover our Class A common stock;

fluctuations in stock market prices and volumes;

default on our indebtedness;

actions by competitors;

changes in senior management or key personnel;

changes in financial estimates by securities analysts;

negative earnings or other announcements by us or other companies in our industry;

downgrades in our credit ratings or the credit ratings of our competitors;

incurrence of indebtedness or issuances of capital stock;

our ability to consummate acquisitions and successfully integrate and operate acquired businesses;

the potential adverse impact of recent U.S. tax legislation on our financial condition, results of operations and cash flows;

global economic, legal and regulatory factors unrelated to our performance;

our dependence on federally issued licenses subject to extensive federal regulation;

S-12

Table of Contents

the risk that our FCC broadcasting licenses and/or goodwill could become impaired;

the failure or destruction of the internet, satellite systems and transmitter facilities that we depend upon to distribute its programming;

disruptions or security breaches of our information technology infrastructure; and

actions by the FCC or legislation affecting the radio industry.

Volatility in the market price of our common stock may prevent investors from being able to sell their Class A common stock at or above the offering price.

As a result, you may suffer a loss on your investment. In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies in our industry. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were involved in securities litigation, we could incur substantial costs and our resources and the attention of management could be diverted from our business.

There may not be an active market for our Class A common stock, making it difficult for you to sell your stock.

Historically, our stock has not been actively traded, and it may not be actively traded in the future. An illiquid market for our stock may result in price volatility and poor execution of buy and sell orders for investors. Our stock price and trading volume have fluctuated widely for a number of reasons, including some reasons that may be unrelated to our business or results of operations. This market volatility could depress the price of our Class A common stock without regard to our operating performance. In addition, our operating results may be below expectations of public market analysts and investors. If this were to occur, the market price of our Class A common stock could decrease, perhaps significantly.

Our share price may decline due to the large number of shares eligible for future sale.

The market price of our Class A common stock could decline as a result of sales of a large number of shares of Class A common stock in the market after this offering or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

Shares of common stock held by our executive officers, directors and certain other holders of our Class A common stock are subject to lock-up agreements that restrict their ability to transfer shares of our Class A common stock to sell or transfer any of our Class A common stock or securities convertible into, exchangeable for, exercisable for or repayable with our Class A common stock, for 90 days after the date of this prospectus supplement without first obtaining the written consent of the representative for the underwriters, subject to customary exceptions. See

Underwriting No Sales of Similar Securities for more information. After this period, shares of our Class A common stock held by such executive officers, directors and other holders will become freely transferable, subject to the restrictions under the Securities Act. Stockholders who are subject to any of the lock-up agreements described above may be permitted to sell shares prior to the expiration of the applicable lock-up agreement in certain circumstances, including as the result of the waiver or termination of such lock-up agreement.

As of July 9, 2018, subject to the restrictions under the Securities Act and under the lock-up agreements described above, the 16,662,743 shares of our Class A common stock issuable upon conversion of outstanding Class B common stock are eligible for sale.

In connection with the Merger, we entered into a registration rights agreement pursuant to which we registered 5,422,993 shares of our Class A common stock issued pursuant to the Merger Agreement to the former

S-13

Table of Contents

stockholders of Greater Media. Of those registered shares, 4,084,834 remain available for sale and 3,126,147 are being offered pursuant to this prospectus supplement (3,595,069 if the underwriters exercise in full their option to purchase additional shares).

While we currently pay a quarterly cash dividend to our stockholders, we may change our dividend policy at any time and we may not continue to declare cash dividends.

Although we currently pay a quarterly cash dividend to our stockholders, we have no obligation to do so, and our dividend policy may change at any time. Returns on stockholders' investments will primarily depend on the appreciation, if any, in the price of our Class A common stock. The amount and timing of dividends, if any, are subject to capital availability and periodic determinations by our board of directors that cash dividends are in the best interest of our stockholders and are in compliance with all applicable laws and any other contractual agreements limiting our ability to pay dividends.

Under the credit agreement governing our revolving credit facility and term loan, we are restricted from paying cash dividends in certain circumstances, and we expect these restrictions to continue in the future. Our ability to pay dividends may also be restricted by the terms of any future credit agreement or any future debt or preferred equity securities of ours or of our subsidiaries. Future dividends, including their timing and amount, may be affected by, among other factors: general economic and business conditions; our financial condition and operating results; our available cash and current anticipated cash needs; capital requirements; contractual, legal, tax and regulatory restrictions and implications on the payment of dividends by us to our stockholders; and such other factors as our board of directors may deem relevant.

Our dividend payments may change from time to time, and we may not continue to declare dividends in any particular amounts or at all. The reduction in or elimination of our dividend payments could have a negative effect on our stock price.

If securities analysts do not publish research or reports about our business or if they downgrade our Company or our sector, the price of our Class A common stock could decline.

The trading market for our Class A common stock depends in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. Furthermore, if one or more of the analysts who do cover us downgrades our Company or our industry, or the stock of any of our competitors, the price of our Class A common stock could decline. If one or more of these analysts ceases coverage of our Company, we could lose visibility in the market, which in turn could cause the price of our Class A common stock to decline.

If we raise additional capital through the issuance of new Class A common stock at a price lower than the offering price, you will incur dilution.

If we raise additional capital through the issuance of new Class A common stock at a lower price than the offering price, you will be subject to dilution, which could cause you to lose all or a portion of your investment. If we are unable to access the public markets in the future, or if our performance or prospects decrease, we may need to consummate a private placement or public offering of our Class A common stock at a lower price than the offering price.

We may issue shares of preferred stock in the future, which could make it difficult for another company to acquire us or could otherwise adversely affect holders of our Class A common stock, which could depress the price of our Class A common stock.

Our amended and restated certificate of incorporation authorizes us to issue one or more series of preferred stock. Our board of directors has the authority to determine the preferences, limitations and relative rights of the

S-14

Table of Contents

shares of preferred stock and to fix the number of shares constituting any series and the designation of such series, without any further vote or action by our stockholders. Our preferred stock could be issued with voting, liquidation, dividend and other rights superior to the rights of our Class A common stock. The potential issuance of preferred stock may delay or prevent a change in control of us, discourage bids for our Class A common stock at a premium to the market price, and materially and adversely affect the market price and the voting and other rights of the holders of our Class A common stock.

Our Chairman of the Board controls Beasley Broadcast Group, Inc. and members of his immediate family own a substantial equity interest in Beasley Broadcast Group, Inc. Their interests may conflict with yours.

George G. Beasley is generally able to control the vote on all matters submitted to a vote of stockholders. Without the approval of Mr. Beasley, we will be unable to consummate transactions involving an actual or potential change in control, including transactions in which you might otherwise receive a premium for your shares over then current market prices. As of July 9, 2018, shares of our Class A and Class B common stock that Mr. Beasley beneficially owns represent 60.9% of the total voting power of all classes of our common stock. Members of his immediate family also own significant amounts of Class B common stock. Mr. Beasley will be able to direct our management and policies, except with respect to those matters requiring a class vote under the provisions of our amended certificate of incorporation, third amended and restated bylaws or applicable law.

Historically, we have entered into certain transactions with George G. Beasley, members of his immediate family and affiliated entities that may conflict with the interests of our stockholders now or in the future. See Item 7 Management Discussion and Analysis of Financial Condition and Results of Operation Related Party Transactions and Note 15 to the accompanying financial statements in our most recent Annual Report on Form 10-K.

Future sales by George G. Beasley or members of his family of our Class A common stock could adversely affect its market price.

George G. Beasley and members of his family beneficially own the majority of all outstanding shares of Class B common stock, which is convertible to Class A common stock on a one-for-one basis. The market for our Class A common stock could change substantially if George G. Beasley and members of his family convert their shares of Class B common stock to shares of Class A common stock and then sell large amounts of shares of Class A common stock in the public market.

These sales, or the possibility that these sales may occur, could make it more difficult for us to raise capital by selling equity or equity-related securities in the future.

Future sales of our Class A common stock by the former stockholders of Greater Media could adversely affect its market price.

In connection with the Merger, after post-closing adjustments, we issued 4,084,834 shares of Class A common stock to the former stockholders of Greater Media. As of July 9, 2018, the former stockholders of Greater Media own approximately 14.9% of the outstanding shares of our common stock and approximately 37.7% of the outstanding shares of our Class A common stock. After giving effect to this offering, including the sale of 3,126,147 shares being offered by the selling stockholders pursuant to this prospectus supplement (3,595,069 if the underwriters exercise in full their option to purchase additional shares), the former stockholders of Greater Media will own approximately 3.3% of the outstanding shares of our common stock and approximately 7.9% of the outstanding shares of our Class A common stock (or approximately 1.7% of the outstanding shares of our common stock and approximately 4.0% of the outstanding shares of our Class A common stock if the underwriters exercise in full their option to purchase additional

shares).

These sales, or the possibility that these sales may occur, could make it more difficult for us to raise capital by selling equity or equity-related securities in the future.

S-15

Table of Contents

The difficulties associated with any attempt to gain control of our Company may adversely affect the price of our Class A common stock.

Due to his large holdings of our common stock, George G. Beasley and members of his family control whether any change of control of the Company will occur. Moreover, some provisions of our amended certificate of incorporation, fourth amended and restated bylaws and Delaware law could make it more difficult for a third party to acquire control of us, even if a change of control could be beneficial to you. In addition, the Communications Act of 1934, as amended, and FCC rules and policies limit the number of stations that one individual or entity can own, directly or by attribution, in a market. FCC approval for transfers of control of FCC licensees and assignments of FCC licenses are also required. Because of the limitations and restrictions imposed on us by these provisions and regulations, the trading price of our Class A common stock may be adversely affected.

S-16

Table of Contents

USE OF PROCEEDS

We estimate that, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, we will receive approximately \$ million of net proceeds from this offering, or \$ million if the underwriters exercise in full their option to purchase additional shares of Class A common stock from us.

We intend to use the net proceeds we receive from this offering for general corporate purposes, which may include, among other things, working capital, capital expenditures, debt repayment or refinancing or the financing of possible future acquisitions.

While we have identified the expected uses for the net proceeds from this offering, we have not fully determined the specific amounts we plan to spend on any of the particular uses listed above or the timing of these expenditures. As a result, our management will have broad discretion to allocate the net proceeds from this offering, and investors will be relying on the judgment of our management with regard to the use of these net proceeds.

We will not receive any proceeds from the sale of shares of Class A common stock by the selling stockholders.

Table of Contents

DIVIDEND POLICY

We intend to continue to pay quarterly cash dividends on our Class A and Class B common stock. We paid quarterly cash dividends in an aggregate annual amount of \$4.1 million in 2016 and \$5.1 million in 2017. We paid cash dividends of \$1.3 million during the three months ended March 31, 2018, \$1.4 million during the three months ended June 30, 2018 and \$1.4 million on July 6, 2018. The declaration and payment of any future dividends will be at the sole discretion of our board of directors and will depend on many factors, including our financial condition, earnings, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends and other considerations that our board of directors deems relevant.

In addition, the credit agreement governing our revolving credit facility and term loan restricts our ability to pay cash dividends to holders of our common stock. For more details, see the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, which is incorporated by reference in this prospectus supplement.

S-18

Table of Contents**MARKET PRICE OF OUR CLASS A COMMON STOCK**

Our Class A common stock is listed on the Nasdaq Global Market under the symbol BBGI. The following table sets forth, for each of the quarterly periods indicated, the high and low intraday sales prices for our Class A common stock.

	High	Low
Year ended December 31, 2015		
First Quarter	\$ 5.54	\$ 4.79
Second Quarter	5.18	4.23
Third Quarter	5.00	3.80
Fourth Quarter	4.47	2.75
Year ended December 31, 2016		
First Quarter	\$ 4.01	\$ 3.05
Second Quarter	5.00	3.64
Third Quarter	6.05	4.19
Fourth Quarter	7.70	4.75
Year ended December 31, 2017		
First Quarter	\$ 14.25	\$ 5.70
Second Quarter	18.19	8.15
Third Quarter	12.25	8.55
Fourth Quarter	14.40	8.83
Year ending December 31, 2018		
First Quarter	\$ 14.10	\$ 9.90
Second Quarter	12.32	9.70
Third Quarter (through July 20, 2018)	12.00	10.15

On July 20, 2018, the last reported sale price of shares of our Class A common stock was \$10.60 per share. As of July 9, 2018, there were approximately 119 shareholders of record of our Class A common stock. A substantially greater number of holders of shares of our common stock are street name or beneficial holders, where shares are held of record by banks, brokers and other financial institutions.

Table of Contents**SELLING STOCKHOLDERS**

The following table sets forth certain information regarding the current beneficial ownership of our Class A common stock by each selling stockholder, the number of shares that are being offered by each selling stockholder pursuant to this prospectus supplement and the beneficial ownership of our Class A common stock by each selling stockholder after completion of this offering.

The number of shares and percentages of beneficial ownership set forth below are based on 10,844,488 shares of our Class A common stock issued and outstanding as of July 9, 2018 and 12,149,488 shares of our Class A common stock issued and outstanding upon consummation of this offering (12,344,488 shares of Class A common stock if the underwriters exercise in full their option to purchase additional shares). Beneficial ownership is determined in accordance with Rule 13d-3(d) of the Exchange Act of 1934, as amended (the Exchange Act) and includes voting or investment power with respect to our securities.

The information in the table below with respect to each selling stockholder has been obtained from such selling stockholder. When we refer to the selling stockholders in this prospectus supplement, we mean the selling stockholders listed in the table below, as well as their respective pledgees, donees, assignees, transferees and successors and others who may hold any of such selling stockholder's interest. The business address for each of the selling stockholders is c/o Carter Ledyard & Milburn LLP, Two Wall Street, New York, NY 10005.

Name of Selling Stockholders	Shares Beneficially Owned Prior to the Offering		Assuming No Exercise of the Underwriters' Option to Purchase Additional Shares		Assuming Full Exercise of the Underwriters' Option to Purchase Additional Shares		Shares Beneficially Owned After the Offering	
	Number	Percent	Shares to be Sold in this Offering	Number	Percent	Shares to be Sold in this Offering	Number	Percent
Cristina Bordes 2009 Gift Trust ⁽¹⁾	489,762	4.5%	489,762	0		489,762	0	
Peter A. Bordes Marital Trust ⁽²⁾	171,361	1.6%	171,361	0		171,361	0	
Lee Bordes 2015 GRAT #7 ⁽³⁾	70,851	*	70,851	0		70,851	0	
Lee Bordes 2017 GRAT #1 ⁽⁴⁾	966,954	8.9%	732,493	234,461	1.9%	966,954	0	
Lee Bordes 2017 GRAT #2 ⁽⁵⁾	966,954	8.9%	732,493	234,461	1.9%	966,954	0	
Stephanie Bordes 2009 Gift Trust ⁽⁶⁾	439,425	4.1%	439,425	0		439,425	0	
Stephen Bordes 2009 Gift Trust ⁽⁷⁾	489,762	4.5%	489,762	0		489,762	0	

* Denotes less than 1.0% of beneficial ownership.

(1) Cristina Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares of Class A common stock held by the Cristina Bordes 2009 Gift Trust. Each trustee may be deemed to share beneficial ownership of the shares shown as beneficially owned by the trust, and such persons expressly disclaim such beneficial ownership.

(2)

Peter A. Bordes, Jr., Cristina Bordes, Stephanie L. Bordes, Stephen M. Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares of Class A common stock held by the Peter A. Bordes Martial Trust. Each trustee may be deemed to share beneficial ownership of the shares shown as beneficially owned by the trust, and such persons expressly disclaim such beneficial ownership.

- (3) Cristina Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares of Class A common stock held by the Lee Bordes 2015 GRAT #7. Each trustee may be deemed to share beneficial ownership of the shares shown as beneficially owned by the trust, and such persons expressly disclaim such beneficial ownership.

Table of Contents

- (4) Cristina Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares of Class A common stock held by the Lee Bordes 2017 GRAT #1. Each trustee may be deemed to share beneficial ownership of the shares shown as beneficially owned by the trust, and such persons expressly disclaim such beneficial ownership.
- (5) Cristina Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares of Class A common stock held by the Lee Bordes 2017 GRAT #2. Each trustee may be deemed to share beneficial ownership of the shares shown as beneficially owned by the trust, and such persons expressly disclaim such beneficial ownership.
- (6) Stephanie L. Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares of Class A common stock held by the Stephanie Bordes 2009 Gift Trust. Each trustee may be deemed to share beneficial ownership of the shares shown as beneficially owned by the trust, and such persons expressly disclaim such beneficial ownership.
- (7) Stephen M. Bordes and Stephen F. Lappert are the trustees and have the shared power to vote and dispose of the shares of Class A common stock held by the Stephen Bordes 2009 Gift Trust. Each trustee may be deemed to share beneficial ownership of the shares shown as beneficially owned by the trust, and such persons expressly disclaim such beneficial ownership.

Table of Contents

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS

The following discussion is a summary of the material U.S. federal income tax consequences to Non-U.S. Holders (as defined below) of the purchase, ownership and disposition of our Class A common stock issued or acquired pursuant to this offering, but does not purport to be a complete analysis of all potential tax effects. The effects of other U.S. federal tax laws, such as estate and gift tax laws, and any applicable state, local or non-U.S. tax laws are not discussed. This discussion is based on the U.S. Internal Revenue Code of 1986, as amended (the Code), Treasury Regulations promulgated thereunder, judicial decisions, and published rulings and administrative pronouncements of the U.S. Internal Revenue Service (the IRS), in each case in effect as of the date hereof. These authorities may change or be subject to differing interpretations. Any such change or differing interpretation may be applied retroactively in a manner that could adversely affect a Non-U.S. Holder of our Class A common stock. We have not sought and will not seek any rulings from the IRS regarding the matters discussed below. There can be no assurance that the IRS or a court will not take a contrary position to that discussed below regarding the tax consequences of the purchase, ownership and disposition of our Class A common stock.

This discussion is limited to Non-U.S. Holders that hold our Class A common stock as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion does not address all U.S. federal income tax consequences relevant to a Non-U.S. Holder's particular circumstances, including the impact of the Medicare contribution tax on net investment income. In addition, it does not address consequences relevant to Non-U.S. Holders subject to special rules, including, without limitation:

U.S. expatriates and former citizens or long-term residents of the United States;

persons subject to the alternative minimum tax;

persons holding our Class A common stock as part of a hedge, straddle or other risk reduction strategy or as part of a conversion transaction or other integrated investment;

banks, insurance companies, and other financial institutions;

real estate investment trusts or regulated investment companies;

brokers, dealers or traders in securities;

controlled foreign corporations, passive foreign investment companies, and corporations that accumulate earnings to avoid U.S. federal income tax;

partnerships or other entities or arrangements treated as partnerships for U.S. federal income tax purposes (and investors therein);

tax-exempt organizations or governmental organizations;

persons deemed to sell our Class A common stock under the constructive sale provisions of the Code;

persons who hold or receive our Class A common stock pursuant to the exercise of any employee stock option or otherwise as compensation;

tax-qualified retirement plans; and

qualified foreign pension funds as defined in Section 897(1)(2) of the Code and entities all of the interests of which are held by qualified foreign pension funds.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes holds our Class A common stock, the tax treatment of such entity or arrangement and an owner in such entity or arrangement will depend on the status of the owner, the activities of such entity or arrangement and certain determinations made at the owner level. Accordingly, entities or arrangements treated as partnerships for U.S. federal income tax purposes holding our Class A common stock and the owners in such entities or arrangements should consult their own tax advisors regarding the U.S. federal income tax consequences to them of purchasing, owning and disposing of our Class A common stock.

Table of Contents

THIS DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT TAX ADVICE. INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR CLASS A COMMON STOCK ARISING UNDER THE U.S. FEDERAL ESTATE OR GIFT TAX LAWS OR UNDER THE LAWS OF ANY STATE, LOCAL OR NON-U.S. TAXING JURISDICTION OR UNDER ANY APPLICABLE INCOME TAX TREATY.

Definition of a Non-U.S. Holder

For purposes of this discussion, a Non-U.S. Holder is any beneficial owner of our Class A common stock that is neither a U.S. person nor an entity treated as a partnership for U.S. federal income tax purposes. A U.S. person is any person that, for U.S. federal income tax purposes, is or is treated as any of the following:

an individual who is a citizen or resident of the United States;

a corporation created or organized under the laws of the United States, any state thereof, or the District of Columbia;

an estate, the income of which is subject to U.S. federal income tax regardless of its source; or

a trust that (1) is subject to the primary supervision of a U.S. court and the control of one or more United States persons (within the meaning of Section 7701(a)(30) of the Code), or (2) has a valid election in effect to be treated as a United States person for U.S. federal income tax purposes.

Distributions

As described in the section entitled Dividend Policy, we intend to continue to pay quarterly cash dividends on our Class A and Class B common stock. If we make distributions of cash or property on our Class A common stock, such distributions will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Amounts not treated as dividends for U.S. federal income tax purposes will constitute a return of capital and first be applied against and reduce a Non-U.S. Holder's adjusted tax basis in its Class A common stock, but not below zero. Any excess will be treated as capital gain and will be treated as described below under Sale or Other Taxable Disposition.

Subject to the discussion below on effectively connected income, dividends paid to a Non-U.S. Holder of our Class A common stock will be subject to U.S. federal withholding tax at a rate of 30% of the gross amount of the dividends (or such lower rate specified by an applicable income tax treaty, provided the Non-U.S. Holder furnishes to the applicable withholding agent a valid IRS Form W-8BEN or W-8BEN-E (or other applicable documentation) certifying qualification for the lower treaty rate). A Non-U.S. Holder that does not timely furnish the required documentation, but that qualifies for a reduced treaty rate, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. Holders should consult their own tax advisors regarding their entitlement to benefits under any applicable income tax treaty.

If dividends paid to a Non-U.S. Holder are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the Non-U.S. Holder maintains a permanent establishment in the United States to which such dividends are attributable), the Non-U.S. Holder will be exempt from the U.S. federal withholding tax described above. To claim the exemption, the Non-U.S. Holder must furnish to the applicable withholding agent a valid IRS Form W-8ECI, certifying that the dividends are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States.

Any such effectively connected dividends will be subject to U.S. federal income tax on a net income basis at regular graduated U.S. federal income tax rates. A Non-U.S. Holder that is or is treated as a corporation for U.S.

Table of Contents

federal income tax purposes also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected dividends, as adjusted for certain items. Non-U.S. Holders should consult their own tax advisors regarding any applicable tax treaties that may provide for different rules.

Sale or Other Taxable Disposition

A Non-U.S. Holder will not be subject to U.S. federal income tax on any gain realized upon the sale or other taxable disposition of our Class A common stock unless:

the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the Non-U.S. Holder maintains a permanent establishment in the United States to which such gain is attributable);

the Non-U.S. H