

Townsquare Media, Inc.  
Form 4  
July 29, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GENERAL ELECTRIC CAPITAL  
CORP**

(Last) (First) (Middle)

901 MAIN AVENUE

(Street)

NORWALK, CT 06851-1168

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Townsquare Media, Inc. [TSQ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/25/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title a Underlyi (Instr. 3 a
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# Edgar Filing: Townsquare Media, Inc. - Form 4

	Derivative Security		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Class A Common Units <sup>(1)</sup>	<u>(1)</u>	07/25/2014	J			10,958,912.512 <u>(1)</u> <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Class Common Stock
Class A Preferred Units <sup>(1)</sup>	<u>(1)</u>	07/25/2014	J			10,958,912.512 <u>(1)</u> <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Class Common Stock
Class C Common Stock <sup>(1)</sup>	<u>(1)</u>	07/25/2014	J		3,258,139 <u>(1)</u> <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Class Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ELECTRIC CAPITAL CORP 901 MAIN AVENUE NORWALK, CT 06851-1168		X		
GE Capital Equity Holdings, Inc. 201 MERRITT 7 NORWALK, CT 06851		X		
GE Business Financial Services Inc. 201 MERRITT 7 NORWALK, CT 06851		X		
GEI, Inc. 201 HIGH RIDGE ROAD STAMFORD, CT 06927		X		
Antares Capital Corp 201 MERRITT 7 NORWALK, CT 06851		X		
GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828		X		

## Signatures

/s/ Frank Ertl, Attorney-in-fact/General Electric Capital Corporation

07/29/2014

                    \*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In connection with the Issuer's initial public offering, on July 25, 2014, Townsquare Media, LLC (the "LLC") was converted (the "Conversion") into a corporation named Townsquare Media, Inc. (the "Corporation"). As part of the Conversion, the Class A Preferred Units ("PUnits") and the Class A Common Units ("CUnits") of the LLC owned by any Reporting Person were together converted into shares of Class C Common Stock in the Corporation. Each share of the Class C Common Stock has no expiration date and is convertible at the election of the holder into a share of Class A Common Stock, and automatically converts under certain circumstances, subject to certain limitations set forth in the certificate of incorporation of the Issuer.

(2) 10,078,144.597 PUnits and 10,078,144.597 CUnits in the LLC directly owned by GE Capital Equity Holdings, Inc. ("GECEH") were together converted into 2,996,283 shares of Class C Common Stock in the Corporation. 485,308.016 PUnits and 485,308.016 CUnits in the LLC directly owned by GE Business Financial Services Inc. ("GEBFS") (GEBFS is a wholly-owned subsidiary of GEI, Inc. ("GEI")) were together converted into 144,284 shares of Class C Common Stock in the Corporation. 395,459.899 PUnits and 395,459.899 CUnits in the LLC directly owned by Antares Capital Corporation ("Antares") were together converted into 144,284 shares of Class C Common Stock in the Corporation.

(3) Indirectly owned by General Electric Capital Corporation ("GE Capital"). GECEH, GEI and Antares are wholly-owned subsidiaries GE Capital, and GE Capital is a wholly-owned subsidiary of General Electric Company ("GE"). GE disclaims beneficial ownership. See Exhibit 99.1, incorporated by reference herein.

### Remarks:

Exhibit 99.1 - Joint Filer Information, each incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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