

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 10, 2024 (May 9, 2024)**

**Townsquare Media, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-36558  
(Commission file number)

27-1996555  
(I.R.S. Employer Identification No.)

One Manhattanville Road, Suite 202  
Purchase, New York 10577  
(Address of Principal Executive Offices, including Zip Code)

(203) 861-0900  
(Registrant's telephone number, including area code)

Not applicable  
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ? Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ? Soliciting material pursuant to Rule 14a - 12 under the Exchange Act (17 CFR 240.14a-12)
- ? Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
- ? Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	TSQ	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ?

If an emerging growth company indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ?



## Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 9, 2024, Townsquare Media, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). As of the record date of March 12, 2024, there were 15,818,046 shares of Class A common stock (each entitled to one vote per share) and 815,296 shares of Class B common stock (each entitled to ten votes per share) outstanding and entitled to notice of and to vote at the Annual Meeting. The matters voted upon at the Annual Meeting and the results of the voting are set forth below (expressed in number of votes).

### *Proposal 1 - Election of Directors*

Stockholders approved the election of B. James Ford, David Lebow, and Gary D. Way, each to serve as a director for a three-year term expiring at the 2027 Annual Meeting of Stockholders (and until his successor is duly elected and qualified). The voting results for this proposal were as follows:

	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
B. James Ford	18,647,473	1,828,505	1,634,380
David Lebow	15,961,558	4,514,420	1,634,380
Gary D. Way	19,774,286	701,692	1,634,380

### *Proposal 2 - Ratification of Appointment of Independent Registered Public Accounting Firm*

Stockholders ratified the appointment of BDO USA, P.C. to serve as the Company's independent registered public accounting firm for the year ending December 31, 2024. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
22,023,106	65,168	22,084

### *Proposal 3 – Approval of the Amended and Restated Townsquare Media, Inc. 2014 Omnibus Incentive Plan*

Stockholders approved the Amended and Restated Townsquare Media, Inc. 2014 Omnibus Incentive Plan. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
16,431,199	4,033,258	11,521	1,634,380

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 10, 2024

**TOWNSQUARE MEDIA, INC.**

By: /s/ Stuart Rosenstein

Name: Stuart Rosenstein

Title: Executive Vice President and Chief Financial Officer