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DELTA REPORT

10-Q

MDIA - MEDIACO HOLDING INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	596
CHANGES	123
DELETIONS	233
ADDITIONS	240

REFINITIV

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2023 March 31, 2024

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

For the transition period from _____ to _____
Commission File Number 001-39029

MEDIACO HOLDING INC.
(Exact name of registrant as specified in its charter)

Indiana
(State of incorporation or organization)

84-2427771
(I.R.S. Employer Identification No.)

395 Hudson 48 West 25th Street, Third Floor 7
New York, New York 10014 10010
(Address of principal executive offices)

(212) 229-9797
(Registrant's Telephone Number, Including Area Code)

Not Applicable 395 Hudson Street, Floor 7
New York, New York 10014
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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	MDIA	Nasdaq Capital Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer	x	Smaller reporting company	x
		Emerging growth company	x

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 pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The number of shares outstanding of each of MediaCo Holding Inc.'s classes of common stock, as of November 2, 2023 May 8, 2024, was:

20,945,694 41,291,540	Shares of Class A Common Stock, $.01 Par Value
5,413,197	Shares of Class B Common Stock, $.01 Par Value
—	Shares of Class C Common Stock, $.01 Par Value

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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MEDIACO HOLDING INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

		Three Months Ended September 30,		Nine Months Ended September 30,				
		Three Months Ended March 31, Three Months Ended March 31, Three Months Ended March 31,						
(in thousands, except per share amounts)	*(in thousands, except per share amounts)*	2023	2022	2023	2022	*(in thousands, except per share amounts)*	2024	2023
NET REVENUES	NET REVENUES	$ 6,447	$ 8,270	$25,862	$ 28,914			
OPERATING EXPENSES:	OPERATING EXPENSES:							
Operating expenses excluding depreciation and amortization expense	Operating expenses excluding depreciation and amortization expense	7,175	6,983	25,458	24,930			

Operating expenses excluding depreciation and amortization expense					
Operating expenses excluding depreciation and amortization expense					
Corporate expenses	Corporate expenses	1,095	1,460	3,981	5,286
Depreciation and amortization	Depreciation and amortization	130	99	437	314
Loss (gain) on disposal of assets		11	—	(28)	—
Gain on disposal of assets					
Total operating expenses	Total operating expenses	8,411	8,542	29,848	30,530
OPERATING LOSS	OPERATING LOSS	(1,964)	(272)	(3,986)	(1,616)
OTHER INCOME (EXPENSE):	OTHER INCOME (EXPENSE):				
Interest expense, net	Interest expense, net	(87)	(1,666)	(306)	(5,672)
Interest expense, net					
Interest expense, net					
Other (expense) income	Other (expense) income	(18)	—	(12)	—
Total other income (expense)		(105)	(1,666)	(318)	(5,672)
Total other (expense) income					
Total other (expense) income					
Total other (expense) income					
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(2,069)	(1,938)	(4,304)	(7,288)
PROVISION FOR INCOME TAXES	PROVISION FOR INCOME TAXES	84	78	234	227
NET LOSS FROM CONTINUING OPERATIONS	NET LOSS FROM CONTINUING OPERATIONS	(2,153)	(2,016)	(4,538)	(7,515)
DISCONTINUED OPERATIONS:	DISCONTINUED OPERATIONS:				
Loss from discontinued operations before income taxes	Loss from discontinued operations before income taxes	(267)	(635)	(410)	(2,332)
Loss from discontinued operations before income taxes					
Loss from discontinued operations before income taxes					
Income tax benefit from discontinued operations					

Income tax benefit from discontinued operations					
Income tax benefit from discontinued operations	Income tax benefit from discontinued operations	104	—	104	—
NET LOSS FROM DISCONTINUED OPERATIONS	NET LOSS FROM DISCONTINUED OPERATIONS	(163)	(635)	(306)	(2,332)
CONSOLIDATED NET LOSS	CONSOLIDATED NET LOSS	(2,316)	(2,651)	(4,844)	(9,847)
PREFERRED STOCK DIVIDENDS	PREFERRED STOCK DIVIDENDS	602	838	1,788	2,456
NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	$(2,918)	$(3,489)	$ (6,632)	$(12,303)
Net loss per share attributable to common shareholders - basic and diluted:	Net loss per share attributable to common shareholders - basic and diluted:				
Net loss per share attributable to common shareholders - basic and diluted:					
Net loss per share attributable to common shareholders - basic and diluted:					
Continuing operations					
Continuing operations					
Continuing operations	Continuing operations	$ (0.11)	$ (0.17)	$ (0.25)	$ (0.92)
Discontinued operations	Discontinued operations	$ (0.01)	$ (0.04)	$ (0.01)	$ (0.22)
Net loss per share attributable to common shareholders - basic and diluted:	Net loss per share attributable to common shareholders - basic and diluted:	$ (0.12)	$ (0.21)	$ (0.26)	$ (1.14)
Weighted average common shares outstanding:	Weighted average common shares outstanding:				
Weighted average common shares outstanding:					
Weighted average common shares outstanding:					
Basic					
Basic					
Basic	Basic	24,713	16,853	25,032	10,778
Diluted	Diluted	24,713	16,853	25,032	10,778

The accompanying notes are an integral part of these unaudited condensed consolidated statements.

MEDIACO HOLDING INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

		September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
March 31, 2024					
(in thousands, except share data)	*(in thousands, except share data)*	(Unaudited)			
ASSETS	**ASSETS**				
ASSETS					
ASSETS					
CURRENT ASSETS:					
CURRENT ASSETS:					
CURRENT ASSETS:	CURRENT ASSETS:				
Cash and cash equivalents	Cash and cash equivalents	$ 6,413	$10,925		
Cash and cash equivalents					
Cash and cash equivalents					
Restricted cash	Restricted cash	1,321	2,500		
Accounts receivable, net of allowance for credit losses of $99 and $122, respectively		7,041	8,568		
Accounts receivable, net of allowance for credit losses of $378 and $353, respectively					
Prepaid expenses	Prepaid expenses	1,341	979		
Other current assets	Other current assets	1,139	341		
Current assets of discontinued operations		22	1,066		
Total current assets					
Total current assets					
Total current assets	Total current assets	17,277	24,379		
PROPERTY AND EQUIPMENT, NET	PROPERTY AND EQUIPMENT, NET	1,357	581		
INTANGIBLE ASSETS, NET	INTANGIBLE ASSETS, NET	64,708	64,703		
OTHER ASSETS:	OTHER ASSETS:				
OTHER ASSETS:					
Operating lease right of use assets	Operating lease right of use assets	13,800	5,088		
Restricted cash		1,906	1,876		
Deposits and other					
Deposits and other					
Deposits and other	Deposits and other	78	78		

Total other assets	Total other assets	15,784	7,042	
Total assets	Total assets	$ 99,126	$96,705	
Total assets				
Total assets				
LIABILITIES AND EQUITY	**LIABILITIES AND EQUITY**			**LIABILITIES AND EQUITY**
CURRENT LIABILITIES:	CURRENT LIABILITIES:			CURRENT LIABILITIES:
Accounts payable and accrued expenses	Accounts payable and accrued expenses	$ 3,857	$ 3,880	
Current maturities of long-term debt				
Accrued salaries and commissions	Accrued salaries and commissions	670	875	
Deferred revenue	Deferred revenue	646	825	
Operating lease liabilities	Operating lease liabilities	1,180	1,816	
Income taxes payable	Income taxes payable	42	3,008	
Other current liabilities	Other current liabilities	422	35	
Current liabilities of discontinued operations		142	659	
Total current liabilities				
Total current liabilities				
Total current liabilities	Total current liabilities	6,959	11,098	
LONG TERM DEBT, NET OF CURRENT	LONG TERM DEBT, NET OF CURRENT	5,950	5,950	
OPERATING LEASE LIABILITIES, NET OF CURRENT	OPERATING LEASE LIABILITIES, NET OF CURRENT	14,302	3,808	
DEFERRED INCOME TAXES	DEFERRED INCOME TAXES	2,707	2,483	
DEFERRED INCOME TAXES				
DEFERRED INCOME TAXES				
OTHER NONCURRENT LIABILITIES	OTHER NONCURRENT LIABILITIES	474	51	
Total liabilities	Total liabilities	30,392	23,390	
Total liabilities				
Total liabilities				
COMMITMENTS AND CONTINGENCIES	COMMITMENTS AND CONTINGENCIES			COMMITMENTS AND CONTINGENCIES

SERIES A CUMULATIVE CONVERTIBLE PARTICIPATING PREFERRED STOCK, $0.01 PAR VALUE, 10,000,000 SHARES AUTHORIZED; 260,000 SHARES ISSUED AND OUTSTANDING	28,127	26,339	
SERIES A CUMULATIVE CONVERTIBLE PARTICIPATING PREFERRED STOCK, $0.01 PAR VALUE, 10,000,000 SHARES AUTHORIZED; 286,031 SHARES ISSUED AND OUTSTANDING			
EQUITY:	EQUITY:		EQUITY:
Class A common stock, $0.01 par value; authorized 170,000,000 shares; issued and outstanding 21,025,498 shares and 20,443,138 shares at September 30, 2023, and December 31, 2022, respectively	210	207	
Class B common stock, $0.01 par value; authorized 50,000,000 shares; issued and outstanding 5,413,197 shares at September 30, 2023, and December 31, 2022	54	54	
Class A common stock, $0.01 par value; authorized 170,000,000 shares; issued and outstanding 20,578,568 shares and 20,741,865 shares at March 31, 2024, and December 31, 2023, respectively			
Class B common stock, $0.01 par value; authorized 50,000,000 shares; issued and outstanding 5,413,197 shares at March 31, 2024, and December 31, 2023			

Class C common stock, $0.01 par value; authorized 30,000,000 shares; none issued	Class C common stock, $0.01 par value; authorized 30,000,000 shares; none issued	—	—
Additional paid-in capital	Additional paid-in capital	60,077	59,817
Accumulated deficit	Accumulated deficit	(19,734)	(13,102)
Total equity	Total equity	40,607	46,976
Total liabilities and equity	Total liabilities and equity	$ 99,126	$96,705

The accompanying notes are an integral part of these unaudited condensed consolidated statements.

MEDIACO HOLDING INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Unaudited)

		Class A Common Stock		Class B Common Stock					Class A Common Stock	Class B Common Stock			
(in thousands, except share data)	***(in thousands, except share data)***	**Shares**	**Amount**	**Shares**	**Amount**	**APIC**	**Accumulated Deficit**	**Total**			**APIC**	**Accumulated Deficit**	**Total**
BALANCE, DECEMBER 31, 2023													
BALANCE, DECEMBER 31, 2023													
BALANCE, DECEMBER 31, 2023													
Net loss													
Issuance of class A to employees, officers and directors, net													
Repurchase of class A common shares													
Preferred stock dividends													
BALANCE, MARCH 31, 2024													
									–	–			–

BALANCE, DECEMBER 31, 2022	**BALANCE, DECEMBER 31, 2022**	20,443,138	$ 207	5,413,197	$ 54	$ 59,817	$ (13,102)	$ 46,976
Net loss	Net loss	—	—	—	—	—	(2,107)	(2,107)
Issuance of class A to employees, officers and directors		564,548	6	—	—	363	—	369
Issuance of class A to employees, officers and directors, net								
Repurchase of class A common shares	Repurchase of class A common shares	(395,813)	(6)	—	—	(565)	—	(571)
Preferred stock dividends	Preferred stock dividends	—	—	—	—	—	(590)	(590)
BALANCE, MARCH 31, 2023	**BALANCE, MARCH 31, 2023**	20,611,873	$ 207	5,413,197	$ 54	$ 59,615	$ (15,799)	$ 44,077
Net loss		—	—	—	—	—	(421)	(421)
Issuance of class A to employees, officers and directors		(150,485)	(2)	—	—	266	—	264
Repurchase of class A common shares		(56,031)	(1)	—	—	(67)	—	(68)
Preferred stock dividends		—	—	—	—	—	(596)	(596)
BALANCE, JUNE 30, 2023		20,405,357	$ 204	5,413,197	$ 54	$ 59,814	$ (16,816)	$ 43,256
Net loss		—	—	—	—	—	(2,316)	(2,316)
Issuance of class A to employees, officers and directors		752,901	7	—	—	367	—	374
Conversion of convertible promissory notes		(132,760)	(1)	—	—	(104)	—	(105)
Preferred stock dividends		—	—	—	—	—	(602)	(602)
BALANCE, SEPTEMBER 30, 2023		21,025,498	$ 210	5,413,197	$ 54	$ 60,077	$ (19,734)	$ 40,607
BALANCE, DECEMBER 31, 2021		3,056,757	$ 31	5,413,197	$ 54	$ 24,030	$ (40,686)	$ (16,571)
Net loss		—	—	—	—	—	(4,293)	(4,293)
Issuance of class A to employees, officers and directors		100,276	1	—	—	343	—	344
Preferred stock dividends		—	—	—	—	—	(838)	(838)
BALANCE, MARCH 31, 2022		3,157,033	$ 32	5,413,197	$ 54	$ 24,373	$ (45,817)	$ (21,358)
Net loss		—	—	—	—	—	(2,903)	(2,903)
Issuance of class A to employees, officers and directors		(26,735)	(1)	—	—	302	—	301
Preferred stock dividends		—	—	—	—	—	(780)	(780)

BALANCE, JUNE 30, 2022	3,130,298	$ 31	5,413,197	$ 54	$ 24,675	$ (49,500)	$ (24,740)
Net loss	—	—	—	—	—	(2,651)	(2,651)
Issuance of class A to employees, officers and directors	197,324	2	—	—	305	—	307
Conversion of convertible promissory notes	12,910,657	129	—	—	29,775	—	29,904
Preferred stock dividends	—	—	—	—	—	(838)	(838)
BALANCE, SEPTEMBER 30, 2022	16,238,279	$ 162	5,413,197	$ 54	$ 54,755	$ (52,989)	$ 1,982

The accompanying notes are an integral part of these unaudited condensed consolidated statements.

MEDIACO HOLDING INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

		Nine Months Ended September 30,				
	Three Months Ended March 31,				**Three Months Ended March 31,**	
(in thousands)	***(in thousands)***	**2023**	**2022**	***(in thousands)***	**2024**	**2023**
CASH FLOWS FROM OPERATING ACTIVITIES:	CASH FLOWS FROM OPERATING ACTIVITIES:			CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated net loss	Consolidated net loss	$(4,844)	$(9,847)			
Less: Loss from discontinued operations, net of tax	Less: Loss from discontinued operations, net of tax	306	2,332			
Adjustments to reconcile net loss to net cash provided by operating activities -	Adjustments to reconcile net loss to net cash provided by operating activities -			Adjustments to reconcile net loss to net cash provided by operating activities -		
Depreciation and amortization	Depreciation and amortization	437	314			
Amortization of deferred financing costs, including original issue discount		—	487			
Noncash interest expense		—	665			
Depreciation and amortization						
Depreciation and amortization						
Noncash lease expense						
Noncash lease expense						
Noncash lease expense	Noncash lease expense	1,679	1,609			

Allowance for credit losses	Allowance for credit losses	(23)	(22)	
Provision for deferred income taxes	Provision for deferred income taxes	224	227	
Provision for deferred income taxes				
Provision for deferred income taxes				
Noncash compensation	Noncash compensation	1,404	2,193	
Other noncash items				
Other noncash items				
Other noncash items	Other noncash items	510	—	
Changes in assets and liabilities	Changes in assets and liabilities			Changes in assets and liabilities
Accounts receivable	Accounts receivable	1,550	4,814	
Prepaid expenses and other current assets	Prepaid expenses and other current assets	(1,160)	(151)	
Other assets	Other assets	88	(16)	
Accounts payable and accrued liabilities	Accounts payable and accrued liabilities	(594)	702	
Deferred revenue	Deferred revenue	(179)	(124)	
Operating lease liabilities	Operating lease liabilities	(533)	(1,655)	
Income taxes	Income taxes	(2,979)	—	
Other liabilities	Other liabilities	452	1,849	
Net cash (used in) provided by continuing operating activities		(3,662)	3,377	
Net cash provided by continuing operating activities				
Net cash provided by discontinued operating activities	Net cash provided by discontinued operating activities	259	1,348	
Net cash (used in) provided by operating activities		(3,403)	4,725	
Net cash provided by operating activities				

CASH FLOWS FROM INVESTING ACTIVITIES:	CASH FLOWS FROM INVESTING ACTIVITIES:			CASH FLOWS FROM INVESTING ACTIVITIES:
Purchases of property and equipment	Purchases of property and equipment	(858)	(56)	
Purchases of internally-created software	Purchases of internally-created software	(223)	(1,295)	
Net cash used in continuing investing activities	Net cash used in continuing investing activities	(1,081)	(1,351)	
Net cash used in continuing investing activities				
Net cash used in continuing investing activities				
Net cash used in discontinued investing activities	Net cash used in discontinued investing activities	—	(406)	
Net cash used in investing activities	Net cash used in investing activities	(1,081)	(1,757)	
CASH FLOWS FROM FINANCING ACTIVITIES:	CASH FLOWS FROM FINANCING ACTIVITIES:			CASH FLOWS FROM FINANCING ACTIVITIES:
Payments of long-term debt		—	(1,836)	
Repurchases of class A common stock				
Repurchases of class A common stock				
Repurchases of class A common stock	Repurchases of class A common stock	(737)	—	
Settlement of tax withholding obligations	Settlement of tax withholding obligations	(402)	(1,281)	
Net cash used in continuing financing activities	Net cash used in continuing financing activities	(1,139)	(3,117)	
Net cash used in discontinued financing activities	Net cash used in discontinued financing activities	(38)	(93)	
Net cash used in financing activities	Net cash used in financing activities	(1,177)	(3,210)	
CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(5,661)	(242)	

CASH, CASH EQUIVALENTS AND RESTRICTED CASH:	CASH, CASH EQUIVALENTS AND RESTRICTED CASH:			CASH, CASH EQUIVALENTS AND RESTRICTED CASH:
Beginning of period	Beginning of period	15,301	6,121	
End of period	End of period	9,640	5,879	
Less: Cash, cash equivalents and restricted cash of discontinued operations	Less: Cash, cash equivalents and restricted cash of discontinued operations	—	—	
Cash, cash equivalents and restricted cash of continuing operations at end of period	Cash, cash equivalents and restricted cash of continuing operations at end of period	$ 9,640	$ 5,879	
SUPPLEMENTAL DISCLOSURES:				
Cash paid for interest		$ —	$ 5,151	
Cash paid for income taxes		$ 3,021	$ —	

The accompanying notes are an integral part of these unaudited condensed consolidated statements.

MEDIACO HOLDING INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in Thousands Unless Indicated Otherwise)
(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

MediaCo Holding Inc. (“MediaCo” or the “Company”) is an owned and operated multi-media company formed in Indiana in 2019, focused on radio and digital advertising, premium programming and events.

Our assets consist of two radio stations, WQHT(FM) and WBLS(FM) (the “Stations”), which serve the New York City demographic market area that primarily targets Black, Hispanic, and multi-cultural consumers. consumers, as well as certain assets that we acquired in April 2024. See Note 10 for additional information. We derive our revenues primarily from radio and digital advertising sales, but we also generate revenues from events, including sponsorships and ticket sales, licensing, and syndication.

On December 9, 2022, Fairway Outdoor LLC, FMG Kentucky, LLC and FMG Valdosta, LLC (collectively, “Fairway”), all of which were wholly owned direct and indirect subsidiaries of MediaCo, entered into an Asset Purchase Agreement (the “Purchase Agreement”), with The Lamar Company, L.L.C., a Louisiana limited liability company (the “Purchaser”), pursuant to which we sold our Fairway outdoor advertising business to the Purchaser. The transactions contemplated by the Purchase Agreement closed as of the date of the Purchase Agreement.

We have classified the related assets and liabilities associated with our Fairway business as discontinued operations in our condensed consolidated balance sheets and the results of our Fairway business have been presented as discontinued operations in our condensed consolidated statements of operations for all periods presented through December 9, 2022 as the sale represented a strategic shift in our business that had a major effect on our operations and financial results. Unless otherwise noted, discussion in the notes to condensed consolidated financial statements refers to the Company’s continuing operations. See Note 2 — Discontinued Operations for additional information.

Unless the context otherwise requires, references to “we”, “us” and “our” refer to MediaCo and its subsidiaries.

Basis of Presentation and Consolidation

Our condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). All significant intercompany balances and transactions have been eliminated. In the opinion of management, all adjustments necessary for fair presentation (including normal recurring adjustments) have been included.

Reclassifications ***Going Concern***

Certain amounts in the prior years’ unauditedThe accompanying condensed consolidated financial statements have been reclassified prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Pursuant to conform Accounting Standards Codification (“ASC”) Topic 205-40, *Going Concern*, the Company is required to evaluate whether there is substantial doubt about its ability to continue as a going concern within one year of the date of issuance of these financial statements (May 15, 2024). Based on its current projections of future cash flows, current financial condition, sources of liquidity and debt service obligations due on or before May 15, 2025, the Company believes it has the ability to meet its obligations for at least one year presentation. from the date of issuance of these condensed consolidated financial statements.

In the 2023 Form 10-K filed on April 1, 2024, the Company stated that it had substantial doubt about its ability to continue as a going concern within one year after the date the financial statements were issued. As a result of the consummation of the transactions contemplated by the asset purchase agreement and related debt and equity issuances discussed in Note 10, the conditions described in the 2023 Form 10-K that raised substantial doubt about whether the Company would continue as a going concern no longer exist.

Cash, Cash Equivalents and Restricted Cash

We consider MediaCo considers time deposits, money market fund shares and all highly liquid debt investment instruments with original maturities of three months or less to be cash equivalents. At times, such deposits may be in excess of FDIC insurance limits. Restricted cash represents amounts at March 31, 2024 and December 31, 2023 consisted of $1.4 million and $1.3 million, respectively, held in escrow related to the Company's disposition of the Fairway business, classified in current assets, and amounts $1.9 million as of March 31, 2024 and December 31, 2023 held as collateral for a letter of credit entered into in connection with the lease in New York City for our radio operations and corporate offices, which expires in August October 2039, classified and included in long-term assets. the line item Deposits and Other in the condensed consolidated balance sheets.

Fair Value Measurements

Fair value is the exchange price to sell an asset or transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. The Company uses market data or assumptions market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs may be readily observable, corroborated by market data, or generally unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. We have no assets or liabilities for which fair value is measured on a recurring basis using Level 3 inputs.

The Company has certain assets that are measured at fair value on a non-recurring basis including those described in Note 3, Intangible Assets, and are adjusted to fair value only when the carrying values are more than the fair values. The categorization of the framework used to price the assets is considered a Level 3 measurement due to the subjective nature of the unobservable inputs used to determine the fair value (see Note 3 for more discussion).

The Company's long-term debt is not actively traded and is considered a Level 3 measurement. The Company believes the current carrying value of its long-term debt approximates its fair value.

Allowance for Credit Losses

An allowance for credit losses is recorded based on management's judgment of the collectability of trade receivables. When assessing the collectability of receivables, management considers, among other things, customer type (agency versus non-agency), historical loss experience, existing and expected future economic conditions and aging category. Amounts are written off after all normal collection efforts have been exhausted. The activity in the allowance for credit losses for the three-month and nine-month periods ended September 30, 2023 March 31, 2024 and 2022 2023 was as follows:

		Three Months Ended September 30,		Nine Months Ended September 30,			
		2023	2022	2023	2022		
		Three Months Ended March 31, Three Months Ended March 31, Three Months Ended March 31,					
	2024					2024	2023
Beginning Balance	Beginning Balance	$102	$120	$122	$186		
Change in Provision	Change in Provision	(3)	(15)	(23)	(22)		
Write Offs	Write Offs	—	—	—	(59)		
Ending Balance	Ending Balance	$ 99	$105	$ 99	$105		

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the unaudited condensed consolidated financial statements and accompanying notes. The Company has considered information available to it as of the date of issuance of these financial statements and is not aware of any specific events or circumstances that would require an update to its estimates or judgments, or a revision to the carrying value of its assets or liabilities. These estimates may change as new events occur and additional information becomes available. Actual results could differ materially from these estimates.

Earnings Per Share

Our basic and diluted net loss per share is computed using the two-class method. The two-class method is an earnings allocation that determines net income per share for each class of common stock and participating securities according to their participation rights in dividends and undistributed earnings or losses. Shares of Series A preferred stock include rights to participate in dividends and distributions to common stockholders on an if-converted basis, and accordingly are considered participating securities. During periods of undistributed losses, however, no effect is given to our participating securities since they are not contractually obligated to share in the losses. We have elected to determine the earnings allocation based on income (loss) from continuing operations. For periods with a loss from continuing operations, all potentially dilutive items were anti-dilutive and thus basic and diluted weighted-average shares are the same. The following is a reconciliation of basic and diluted net loss per share attributable to Class A and Class B common shareholders:

		Three Months Ended September 30,		Nine Months Ended September 30,			
		2023	2022	2023	2022		
		Three Months Ended March 31, Three Months Ended March 31, Three Months Ended March 31,					
	2024					2024	2023
Numerator:	**Numerator:**						
Loss from continuing operations Loss from continuing operations							
Loss from continuing operations	Loss from continuing operations	$(2,153)	$(2,016)	$(4,538)	$ (7,515)		
Less: Preferred stock dividends	Less: Preferred stock dividends	(602)	(838)	(1,788)	(2,456)		
Loss from continuing operations available to common shareholders Loss from continuing operations available to common shareholders							
Loss from continuing operations available to common shareholders	Loss from continuing operations available to common shareholders	(2,755)	(2,854)	(6,326)	(9,971)		
Loss from discontinued operations, net of income taxes	Loss from discontinued operations, net of income taxes	(163)	(635)	(306)	(2,332)		
Net loss attributable to common shareholders	Net loss attributable to common shareholders	$(2,918)	$(3,489)	$(6,632)	$(12,303)		
Denominator:	**Denominator:**						
Denominator:							
Denominator:							

Weighted-average shares of common stock outstanding — basic and diluted					
Weighted-average shares of common stock outstanding — basic and diluted					
Weighted-average shares of common stock outstanding — basic and diluted	Weighted-average shares of common stock outstanding — basic and diluted	24,713	16,853	25,032	10,778
Earnings per share of common stock attributable to common shareholders:	**Earnings per share of common stock attributable to common shareholders:**				
Earnings per share of common stock attributable to common shareholders:					
Earnings per share of common stock attributable to common shareholders:					
Net loss per share attributable to common shareholders - basic and diluted:	Net loss per share attributable to common shareholders - basic and diluted:				
Net loss per share attributable to common shareholders - basic and diluted:					
Net loss per share attributable to common shareholders - basic and diluted:					
Continuing operations					
Continuing operations					
Continuing operations	Continuing operations	$ (0.11)	$ (0.17)	$ (0.25)	$ (0.92)
Discontinued operations	Discontinued operations	(0.01)	(0.04)	(0.01)	(0.22)
Net loss per share attributable to common shareholders - basic and diluted:	Net loss per share attributable to common shareholders - basic and diluted:	$ (0.12)	$ (0.21)	$ (0.26)	$ (1.14)

On August 20, 2021, MediaCo Holding Inc. entered into an At Market Issuance Sales Agreement with B. Riley Securities, Inc. ("B. Riley"), pursuant to which the Company may offer and sell, from time to time through or to B. Riley, as agent or principal, shares of the Company's Class A Common Stock, having an aggregate offering price of up to $12.5 million. No shares were sold during the nine-month three-month periods ended September 30, 2023 March 31, 2024 or 2022. 2023.

For the nine three month period ended September 30, 2023 March 31, 2024, we repurchased under a share repurchase plan 584,604 11,304 shares of Class A common stock for an aggregate of $0.7 million. Subsequent to September 30, 2023 through November 2, 2023 we repurchased an additional 10,229 shares of Class A common stock under the share repurchase plan for an aggregate of $7 thousand. immaterial amount.

The following convertible equity shares and restricted stock awards were excluded from the calculation of diluted net loss per share because their effect would have been anti-dilutive.

		Three Months Ended September 30,		Nine Months Ended September 30,				
		Three Months Ended March 31, Three Months Ended March 31, Three Months Ended March 31,						
(in thousands)	(in thousands)	2023	2022	2023	2022	(in thousands)	2024	2023
Convertible Emmis promissory note	Convertible Emmis promissory note	5,432	2,494	4,844	1,386			
Convertible Standard General promissory notes		—	4,693	—	2,543			
Series A convertible preferred stock Series A convertible preferred stock								
Series A convertible preferred stock	Series A convertible preferred stock	24,040	10,840	21,396	6,022			
Restricted stock awards	Restricted stock awards	251	375	336	429			
Total anti-dilutive shares	Total anti-dilutive shares	29,723	18,402	26,576	10,380			

Recent Accounting Pronouncements Adopted Not Yet Implemented

In June 2016, December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2016-13, ("ASU") 2023-09, *Financial Instruments – Credit Losses Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which introduces new is intended to enhance the transparency and decision usefulness of income tax disclosures by enhancing information about how an entity's operations and related tax risks and its tax planning and operation opportunities affect its tax rate and prospects for future cash flows. This guidance is effective for an approach based on using expected losses to estimate credit losses on certain types of financial instruments. It also modifies fiscal years beginning after December 31, 2024, with early adoption permitted. Adoption allows for prospective application, with retrospective application permitted. We are currently assessing the impairment model for available-for-sale debt securities and provides a simplified accounting model for purchased financial assets with credit deterioration since their origination. Instruments in scope include loans, held-to-maturity debt securities and net investments in leases as well as reinsurance and trade receivables. We adopted impact this standard will have on January 1, 2023. The our condensed consolidated financial statements, including, but not limited to, our income taxes footnote disclosure.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* to update reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. This update is effective beginning with the Company's 2024 fiscal year annual reporting period, with early adoption of permitted. We are currently assessing the new impact this standard did not will have a significant impact on our condensed consolidated financial statements.

2. DISCONTINUED OPERATIONS

On December 9, 2022, Fairway entered into the Purchase Agreement with the Purchaser. The transactions contemplated by the Purchase Agreement closed as of the date of the Purchase Agreement. The purchase price was $78.6 million, subject to certain customary adjustments, paid at closing in cash. The sale resulted in a pre-tax gain of $46.9 million in the fourth quarter of 2022.

In accordance with ASC 205-20-S99-3, *Allocation of Interest to Discontinued Operations*, the Company elected to allocate interest expense to discontinued operations where the debt is not directly attributed to the Fairway business. Interest expense was allocated based on a ratio of net assets discontinued to the sum of consolidated net assets plus consolidated debt.

In addition, upon closing we entered into a transition service agreement with the Purchaser to support the operations after the divestiture for immaterial fees. This agreement commenced with the close of the transaction and was terminated at the end of the initial term in February 2023.

The financial results of Fairway are presented as income from discontinued operations on our condensed consolidated statements of operations through December 9, 2022, when the sale was completed. operations. The following table presents the financial results of Fairway:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net revenues	$ —	$ 3,555	$ —	$ 10,598
OPERATING EXPENSES				
Operating expenses excluding depreciation and amortization expense	267	2,619	410	7,920
Depreciation and amortization	—	807	—	2,426
Loss on disposal of assets	—	26	—	71
Total operating expenses	267	3,452	410	10,417
(Loss) income from operations of discontinued operations	(267)	103	(410)	181
Interest and other, net	—	(738)	—	(2,513)
Loss from discontinued operations, before income taxes	(267)	(635)	(410)	(2,332)
Income tax benefit (expense)	104	—	104	—
Loss from discontinued operations, net of income taxes	$ (163)	$ (635)	$ (306)	$ (2,332)

The following table presents the aggregate carrying amounts of assets and liabilities of discontinued operations for Fairway in the consolidated balance sheets:

	September 30, 2023	December 31, 2022
Assets:		
Accounts receivable, net	—	1,026
Other	22	40
Total current assets of discontinued operations	22	1,066
Liabilities:		
Accounts payable and accrued expenses	142	659
Total current liabilities of discontinued operations	142	659

	Three Months Ended March 31,	
	2024	2023
Net revenues	$ —	$ —
OPERATING EXPENSES		
Operating expenses excluding depreciation and amortization expense	—	152
Total operating expenses	—	152
(Loss) income from operations of discontinued operations	—	(152)
Interest and other, net	—	—
Loss from discontinued operations, before income taxes	—	(152)
Income tax benefit (expense)	—	—
Loss from discontinued operations, net of income taxes	$ —	$ (152)

3. INTANGIBLE ASSETS

As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, intangible assets consisted of the following:

		September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Indefinite-lived intangible assets	Indefinite-lived intangible assets				
FCC licenses FCC licenses					
FCC licenses	FCC licenses	$63,266	$63,266		
Definite-lived intangible assets	Definite-lived intangible assets				
Definite-lived intangible assets					
Definite-lived intangible assets					
Software Software					
Software	Software	1,442	1,437		
Total	Total	$64,708	$64,703		

Valuation of Indefinite-lived Broadcasting Licenses

In accordance with ASC Topic 350, *Intangibles—Goodwill and Other,* the Company's FCC licenses are considered indefinite-lived intangibles; therefore, they are not subject to amortization, but are tested for impairment at least annually as discussed below.

The carrying amounts of the Company's FCC licenses were $63.3 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. Pursuant to our accounting policy, stations in a geographic market cluster are considered a single unit of accounting. The stations perform an annual impairment test of indefinite-lived intangibles as of October 1 of each year. When indicators of impairment are present, we will perform an interim impairment test. There have been no indicators of impairment since we performed our annual impairment assessment as of October 1, 2022 October 1, 2023 and therefore there has been no need to perform an interim impairment assessment. Future impairment tests may result in additional impairment charges in subsequent periods.

Fair value of our FCC licenses is estimated to be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To determine the fair value of our FCC licenses, the Company considers both income and market valuation methods when it performs its impairment tests. Under the income method, the Company projects cash flows that would be generated by its unit of accounting assuming the unit of accounting was commencing operations in its market at the beginning of the valuation period. This cash flow stream is discounted to arrive at a value for the FCC license. The Company assumes the competitive situation that exists in its market remains unchanged, with the exception that its unit of accounting commenced operations at the beginning of the valuation period. In doing so, the Company extracts the value of going concern and any other assets acquired, and strictly values the FCC license.

Major assumptions involved in this analysis include market revenue, market revenue growth rates, unit of accounting audience share, unit of accounting revenue share and discount rate. Each of these assumptions may change in the future based upon changes in general economic conditions, audience behavior, consummated transactions, and numerous other variables that may be beyond our control. The projections incorporated into our license valuations take into consideration then current economic conditions. Under the market method, the Company uses recent sales of comparable radio stations for which the sales value appeared to be concentrated entirely in the value of the license, to arrive at an indication of fair value. When evaluating our radio broadcasting licenses for impairment, the testing is performed at the unit of accounting level as determined by ASC Topic 350-30-35. In our case, radio stations in a geographic market cluster are considered a single unit of accounting.

Definite-lived intangibles

The following table presents the weighted-average useful life at September 30, 2023 March 31, 2024, and the gross carrying amount and accumulated amortization at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, for our definite-lived intangible assets:

		September 30, 2023			December 31, 2022		
	Weighted Average Remaining Useful Life (in years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Software	4.7	$ 1,673	$ 231	$ 1,442	$ 1,495	$ 58	$ 1,437

		March 31, 2024			December 31, 2023		
	Weighted Average Remaining Useful Life (in years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Software	4.1	$ 1,733	$ 336	$ 1,397	$ 1,583	$ 256	$ 1,327

The software was developed internally by our radio operations and represents our updated website and mobile application, which offer increased functionality and opportunities to grow and interact with our audience. They cost $1.7 million to develop and useful lives of five years and seven years were assigned to the application and website, respectively.

Total amortization expense from definite-lived intangible assets for each of the three and nine months ended September 30, 2023 March 31, 2024 and 2023 was $0.1 million and $0.2 million, respectively. There was no amortization expense from definite-lived intangible assets for the three and nine months ended September 30, 2022. The Company estimates amortization expense each of the next five years as follows:

Year ending December 31,	Year ending December 31,	Amortization Expense	Year ending December 31,	Amortization Expense
2023 (from October 1)		$ 79		
2024		316		
2024 (from April 1)				
2025	2025	316		
2026	2026	316		
2027	2027	274		
After 2027		141		
2028				
After 2028				
Total	Total	$ 1,442		

4. REVENUE

The Company generates revenue from the sale of services including, but not limited to: (i) on-air commercial broadcast time, (ii) non-traditional revenues including event-related revenues and event sponsorship revenues, and (iii) digital advertising. Payments received from advertisers before the performance obligation is satisfied are recorded as deferred revenue. Substantially all deferred revenue is recognized within twelve months of the payment date. We do not disclose the value of unsatisfied performance obligations for contracts with an original expected length of one year or less. Advertising revenues presented in the condensed consolidated financial statements are reflected on a net basis, after the deduction of advertising agency fees, usually at a rate of 15% of gross revenues.

Spot Radio Advertising

On-air broadcast revenue is recognized when or as performance obligations under the terms of a contract with a customer are satisfied. This typically occurs over the period of time that advertisements are provided, or as an event occurs. Revenues are reported at the amount the Company expects to be entitled to receive under the contract. Payments received from advertisers before the performance obligation is satisfied are recorded as deferred revenue in the condensed consolidated balance sheets. Substantially all deferred revenue is recognized within twelve months of the payment date.

Digital

Digital revenue relates to revenue generated from the sale of digital marketing services (including display advertisements and video pre-roll and sponsorships) to advertisers on Company-owned websites and from revenue generated from content distributed across other digital platforms. Digital revenues are generally recognized as the digital advertising is delivered.

Syndication

Syndication revenue relates to revenue generated from the sale of rights to broadcast shows we produce as well as revenues from syndicated shows we broadcast for a fee. Syndication revenues are generally recognized ratably over the term of the contract.

Events and Sponsorships

Events and Sponsorships revenues principally consist of ticket sales and sponsorship of events our stations conduct in their local market. These revenues are recognized when our performance obligations are fulfilled, which generally coincides with the occurrence of the related event.

Other

Other revenue includes barter revenue, network revenue, talent fee revenue and other revenue. The Company provides advertising broadcast time in exchange for certain products and services, including on-air radio programming. These barter arrangements generally allow the Company to preempt such bartered broadcast time in favor of advertisers who purchase time for cash consideration. These barter arrangements are valued based upon the Company's estimate of the fair value of the products and services received. Revenue is recognized on barter arrangements when we broadcast the advertisements. Advertisements delivered under barter arrangements are typically aired during the same period in which the products and services are consumed. The Company also sells certain remnant advertising inventory to third-parties for cash, and we refer to this as network revenue. The third-parties aggregate our remnant inventory with other broadcasters' remnant inventory for sale to third parties, generally to large national advertisers. This network revenue is recognized as we broadcast the advertisements. Talent fee revenue are fees earned for appearances by our talent, which is recognized when our performance obligations are fulfilled, which generally coincides with the occurrence of the related appearance. Other revenue is comprised of brand integrations, custom on-air shows, or other amounts earned that do not fit in any other category and are recognized when our performance obligations are fulfilled.

Disaggregation of revenue

The following table presents the Company's revenues disaggregated by revenue source:

		Three Months Ended September 30,				Nine Months Ended September 30,			
		2023	% of Total	2022	% of Total	2023	% of Total	2022	% of Total
Revenue by Source:	Revenue by Source:								
Spot Radio Advertising	Spot Radio Advertising	$4,328	67.1 %	$6,029	72.9 %	$14,009	54.2 %	$19,025	65.8 %
Digital	Digital	608	9.4 %	962	11.6 %	3,053	11.8 %	3,280	11.3 %
Syndication	Syndication	602	9.3 %	454	5.5 %	1,812	7.0 %	1,286	4.4 %
Events and Sponsorships	Events and Sponsorships	293	4.5 %	143	1.7 %	4,921	19.0 %	3,185	11.0 %
Other	Other	616	9.7 %	682	8.3 %	2,067	8.0 %	2,138	7.5 %
Total net revenues	Total net revenues	$6,447		$8,270		$25,862		$28,914	

Three Months Ended March 31,

Three Months Ended March 31,

Three Months Ended March 31,

	2024				2024			
Spot Radio Advertising								
Spot Radio Advertising								
Spot Radio Advertising	$ 4,348	64.8	64.8	%	$4,769	65.0	65.0	9
Digital	862	12.9	12.9	%	974	13.3	13	
Syndication	598	8.9	8.9	%	605	8.2	8	
Events and Sponsorships	121	1.8	1.8	%	156	2.1	2	
Other	777	11.6	11.6	%	831	11.4	11	

5. LONG-TERM DEBT

Long-term debt was comprised of the note payable to Emmis of $6.0 million $6.5 million at September 30, 2023 March 31, 2024 and December 31, 2022. December 31, 2023 and was classified as current at March 31, 2024 and December 31, 2023 as the note matures within the next 12 months.

Emmis Convertible Promissory Note

The Emmis Convertible Promissory Note (as defined below) carries interest at a base rate equal to the interest on any senior credit facility, including any applicable paid in kind rate, or if no senior credit facility is outstanding, of 6.0%, plus an additional 1.0% on any payment of interest in kind and, without regard to whether the Company pays such interest in kind, an additional increase of 1.0% following the second anniversary of the date of issuance and additional increases of 1.0% following each successive anniversary thereafter. The Company has been accruing interest since inception using the rate applicable if the interest will be paid in kind. The Emmis Convertible Promissory Note is convertible, in whole or in part, into MediaCo Class A common stock at the option of Emmis and at a strike price equal to the thirty-day volume weighted average price of the MediaCo Class A common stock on the date of conversion. The Emmis Convertible Promissory Note matures on November 25, 2024. As of September 30, 2023 March 31, 2024, the principal balance outstanding under the Emmis Convertible Promissory Note was $6.0 million $6.5 million.

Based on amounts outstanding at September 30, 2023 March 31, 2024, mandatory principal payments of long-term debt are $6.0 million $6.5 million in 2024.

Senior Secured Term Loan Agreement

Until December 9, 2022, the Company had a five-year senior secured term loan agreement (the “Senior Credit Facility”) with GACP Finance Co., LLC, (“GACP”) a Delaware limited liability company, as administrative agent and collateral agent. On December 9, 2022, following the consummation of the transactions contemplated by the Purchase Agreement, the Company repaid in full, without penalty, all of its obligations under the Senior Credit Facility, which was terminated at that time.

SG Broadcasting Promissory Notes

On July 28, 2022, SG Broadcasting exercised its right to convert the outstanding principal and accrued but unpaid interest on the SG Broadcasting Promissory Notes (as defined below) of $28.0 million and $1.9 million, respectively, for 12.9 million shares of the Company’s Class A common stock. The SG Broadcasting Promissory Notes were terminated at that time, except for one such promissory note issued on May 19, 2021 (the “May 2021 SG Broadcasting Promissory Note”), which expired on June 30, 2023, with no amounts outstanding thereunder as of December 31, 2022 or September 30, 2023.

6. REGULATORY, LEGAL AND OTHER MATTERS

From time to time, our stations are parties to various legal proceedings arising in the ordinary course of business. In the opinion of management of the Company, however, there are no legal proceedings pending against the Company that we believe are likely to have a material adverse effect on the Company.

On September 15, 2023, the Company received a deficiency notification letter (the “Nasdaq Letter”) from the Nasdaq Listing Qualifications Department (the “Staff”) notifying the Company that, for the last 31 consecutive business days preceding the date of the Nasdaq Letter, because the closing bid price for the Company’s Company's Class A common stock was below $1.00 for 30 consecutive business days, the Company no longer met the minimum $1.00 per share required bid price requirement for continued listing on The Nasdaq Capital Market pursuant to under Nasdaq Listing Marketplace Rule 5550(a)(2), requiring a minimum bid price of $1.00 per share (the “Minimum Bid Price Requirement”). The Nasdaq deficiency letter has no immediate effect on the listing of the Company’s common stock, and its common stock will continue to trade on The Nasdaq Capital Market under the symbol “MDIA” at this time.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A)(ii), the Company has been was given 180 calendar days, or until March 13, 2024, to regain compliance with the Minimum Bid Price Requirement. If at any time before March 13, 2024 The Company did not achieve compliance during that period. On March 14, 2024, the bid price of the Company’s common stock closes at $1.00 per share or more for Company received a minimum of 10 consecutive business days, notification letter from the Staff will provide written confirmation that notifying the Company has achieved compliance.

If the Company does not that that it had been granted an additional 180 days, or until September 9, 2024, to regain compliance with the Minimum Bid Price Requirement, by March 13, 2024, the Company may be afforded a second 180 calendar day period to regain compliance. To qualify, the Company would be required to meet based on meeting the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing standards for on The Nasdaq Capital Market except for with the Minimum Bid Price Requirement. In addition, exception of the Company would be required to notify Nasdaq bid price requirement, and the Company’s written notice of its intent intention to cure the deficiency during the second compliance period. The Company would then be afforded the second 180 calendar day period to regain compliance, unless it does not appear to Nasdaq that it is possible for

On April 17, 2024, the Company to cure received a notification letter from the deficiency. If Staff indicating that the Company does not regain has regained compliance with the Nasdaq’s Minimum Bid Price Requirement by and the end of the compliance period (or the second compliance period, if applicable), the Company’s common stock will become subject to delisting. In the event that the Company receives notice that its common stock matter is being delisted, the Nasdaq listing rules permit the Company to appeal a delisting determination by the Staff to a hearings panel.

The Company intends to monitor the closing bid price of its common stock and may, if appropriate, consider available options to regain compliance with the Minimum Bid Price Requirement, including initiating a reverse stock split. However, there can be no assurance that the Company will be able to regain compliance with the Minimum Bid Price Requirement or will otherwise be in compliance with other Nasdaq Listing Rules. closed.

7. INCOME TAXES

The effective tax rate for the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023 was 5% 2% and 3% 4%, respectively. Our effective tax rate for the nine three months ended September 30, 2023 March 31, 2024 differs from the statutory tax rate primarily due to the recognition of additional valuation allowance.

Accounting Standards Codification ASC paragraph 740-10 clarified the accounting for uncertainty in income taxes by prescribing a recognition threshold and measurement attribute of the financial statement recognition and measurement of a tax position taken or expected to be taken within a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest benefit that reaches greater than

50% likelihood of being realized upon ultimate settlement. During this quarter, In 2023, we recorded approximately $374 $390 thousand of gross tax liability for uncertain tax positions related to federal and state income tax returns filed. Additionally, we recognize accrued interest and penalties related to unrecognized tax benefits as components of our income tax provision. As of September 30, 2023 March 31, 2024, the amount of interest accrued was approximately $15 $34 thousand, which did not include the federal tax benefit of interest deductions.

8. LEASES

We determine if an arrangement is a lease at inception. We have operating leases for office space and tower space expiring at various dates through August October 2039. Some leases have options to extend and some have options to terminate. Operating leases are included in operating lease right-of-use assets, current operating lease liabilities, and noncurrent operating lease liabilities in our condensed consolidated balance sheets.

Operating lease assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate if it is readily determinable. Our lease terms may include options to extend or terminate the lease, which we treat as exercised when it is reasonably certain and there is a significant economic incentive to exercise that option.

Operating lease expense for operating lease assets is recognized on a straight-line basis over the lease term. Variable lease payments, which represent lease payments that vary due to changes in facts or circumstances occurring after the commencement date other than the passage of time, are expensed in the period in which the obligation for these payments was incurred. None of our leases contain variable lease payments.

We elected not to apply the recognition requirements of ASC 842, *"Leases" Leases*, to short-term leases, which are deemed to be leases with a lease term of twelve months or less. Instead, we recognized lease payments in the condensed consolidated statements of operations on a straight-line basis over the lease term and variable payments in the period in which the obligation for these payments was incurred. We elected this policy for all classes of underlying assets. Short-term lease expense recognized in the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 was not material.

On November 18, 2022, the Company entered into a lease agreement in New York City for our radio operations and corporate offices with a lease commencement date of February 1, 2023 and a noncancellable lease term through August October 2039. This resulted in a right of use asset of $10.4 million and an operating lease liability of $10.4 million when recorded at lease commencement.

The impact of operating leases to our condensed consolidated financial statements was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Operating lease cost	$ 915	$ 637	$ 2,974	$ 1,912
Operating cash flows from operating leases	334	749	2,022	2,247
Right-of-use assets obtained in exchange for new operating lease liabilities	—	—	10,391	—

	September 30, 2023	December 31, 2022
Weighted average remaining lease term - operating leases (in years)	14.1	7.0
Weighted average discount rate - operating leases	11.4 %	5.9 %

	Three Months Ended March 31,	
	2024	2023
Operating lease cost	$ 634	$ 952
Operating cash flows from operating leases	280	750
Right-of-use assets obtained in exchange for new operating lease liabilities	—	10,391

	March 31, 2024	December 31, 2023
Weighted average remaining lease term - operating leases (in years)	13.8	14.0
Weighted average discount rate - operating leases	11.5 %	11.4 %

As of September 30, 2023 March 31, 2024, the annual minimum lease payments of our operating lease liabilities were as follows:

Year ending December 31,	
2023 (from July 1)	$ 145
2024	1,840

2024 (from April 1)		
2025	2025	2,055
2026	2026	2,455
2027	2027	2,479
After 2027		28,915
2028		
After 2028		
Total lease payments	Total lease payments	37,889
Less imputed interest	Less imputed interest	(22,407)
Total recorded lease liabilities	Total recorded lease liabilities	$15,482

9. RELATED PARTY TRANSACTIONS

Transaction Agreement with Emmis and SG Broadcasting

On June 28, 2019, MediaCo entered into a Contribution and Distribution Agreement with Emmis Communications Corporation (“Emmis”) and SG Broadcasting, pursuant to which (i) Emmis contributed the assets of its radio stations WQHT-FM and WBLS-FM, in exchange for $91.5 million in cash, a $5.0 million note and 23.72% of the common stock of MediaCo, (ii) Standard General purchased 76.28% of the common stock of MediaCo, and (iii) the common stock of MediaCo received by Emmis was distributed pro rata in a taxable dividend to Emmis’ shareholders on January 17, 2020. The common stock of MediaCo acquired by Standard General is entitled to ten votes per share and the common stock acquired by Emmis and distributed to Emmis’ shareholders is entitled to one vote per share.

Convertible Promissory Notes

As a result of the transaction described above, on November 25, 2019, we issued a convertible promissory notes to both Emmis (such note, the “Emmis Convertible Promissory Note”) and SG Broadcasting (such note, the “November 2019 SG Broadcasting Promissory Note”) in the amounts amount of $5.0 million and $6.3 million, respectively. . Through December 31, 2021 December 31, 2022, there were additional borrowings from SG Broadcasting and annual interest amounts paid in kind on the Emmis Convertible Promissory Note and SG Broadcasting Promissory Notes such that the principal balances outstanding as of December 31, 2021 were $6.2 million and $27.6 million, respectively. In addition to December 31, 2022 was $6.0 million.

For the November 2019 SG Broadcasting Promissory Note, we issued additional promissory notes to evidence our indebtedness to SG Broadcasting (collectively with the November 2019 SG Broadcasting Promissory Note, the “SG Broadcasting Promissory Notes”).

On May 19, 2022 year ended December 31, 2023, annual interest of $0.4 million $0.5 million was paid in kind paid-in-kind and added to the principal balance of the SG Broadcasting Promissory Notes.

On July 28, 2022, SG Broadcasting exercised its right under the SG Broadcasting Promissory Notes to fully convert the outstanding principal and accrued but unpaid interest into the Company's Class A common stock. The SG Broadcasting Promissory Notes were terminated at that time, except for the May 2021 SG Broadcasting Promissory Note, which expired on June 30, 2023, with no amounts outstanding thereunder as of December 31, 2022 or September 30, 2023.

On August 19, 2022, Emmis exercised its right under the Emmis Convertible Promissory Note to convert $30 thousand of the outstanding principal for 11 thousand shares of the Company’s Class A common stock.

On November 25, 2022, annual interest of $0.8 million was paid in kind and added to the principal balance of the Emmis Convertible Promissory Note.

On December 21, 2022, Emmis exercised its right under the Emmis Convertible Promissory Note to convert $0.9 million of the outstanding principal and $0.1 million of accrued but unpaid interest for 0.8 million shares of the Company’s Class A common stock.

outstanding. Consequently, the principal amount outstanding as of December 31, 2022 December 31, 2023 and September 30, 2023 March 31, 2024 under the Emmis Convertible Promissory Note was $6.0 million $6.5 million.

The Company recognized interest expense of $0.4 million $0.2 million and $0.6 million $0.1 million related to the Emmis Convertible Promissory Note for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively. The Company recognized no interest expense related to the SG Broadcasting Promissory Notes for the nine months ended September 30, 2023 and $1.8 million for the nine months ended September 30, 2022.

The terms of these Emmis Convertible Promissory Note is described in Note 5.

Convertible Preferred Stock

On December 13, 2019, in connection with the purchase of our Outdoor Advertising segment, the Company issued to SG Broadcasting 220,000 shares of MediaCo Series A Convertible Preferred Stock.

MediaCo Series A Preferred Shares rank senior in preference to the MediaCo Class A common stock, MediaCo Class B common stock, and the MediaCo Class C common stock. Pursuant to the Articles of Amendment, the ability of the Company to make distributions with respect to, or make a liquidation payment on, any other class of capital stock in the Company designated to be junior to, or on parity with, the MediaCo Series A Preferred Shares, will be subject to certain restrictions, including that (i) the MediaCo Series A Preferred Shares shall be entitled to receive the amount of dividends per share that would be payable on the number of whole common shares of the Company into which each share of MediaCo Series A Preferred Share could be converted, and (ii) the MediaCo Series A Preferred Shares, upon any liquidation, dissolution or winding up of the Company, shall be entitled to a preference on the assets of the Company. Issued and outstanding shares of MediaCo Series A Preferred Shares shall accrue cumulative dividends, payable in kind, at an annual rate equal to the interest rate on any senior debt of the Company (see Note 5), or if no senior debt is outstanding, 6%, plus additional increases of 1% on December 12, 2020 and each anniversary thereof. On December 13, 2022, dividends of $3.4 million were paid in kind. The payment in kind increased the accrued value of the preferred stock and 80,000 additional shares were issued as part of this payment.

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MediaCo Series A Preferred Shares are redeemable for cash at the option of SG Broadcasting at any time on or after June 12, 2025, and so the shares are classified outside of permanent equity. The Series A Preferred Shares are also convertible into shares of Class A common stock at the option of SG Broadcasting, with the number of shares of common stock determined by dividing the original contribution, plus accrued dividends, by the 30-day volume weighted average share price of Class A common shares. The Series A Preferred Shares are participating securities and we calculate earnings per share using the two-class method.

Dividends on Series A Convertible Preferred Stock held by SG Broadcasting were $1.8 million $0.7 million and $2.5 million $0.6 million, respectively, for the nine three months ended September 30, 2023 March 31, 2024 and 2022. 2023. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, unpaid cumulative dividends were $1.9 million $0.9 million and $0.1 million $0.2 million, respectively, and included in the balance of preferred stock in the accompanying condensed consolidated balance sheets.

On December 28, 2022 April 16, 2024, SG Broadcasting exercised its right to partially entirely convert $4.0 $29.6 million of the outstanding balance on the MediaCo Series A Preferred Shares for 3.3 20.7 million shares of the Company's Class A common stock.

Management Agreement for Billboards LLC

On August 11, 2020, the board of directors of the Company unanimously authorized the entry into a certain Management Agreement (the "Billboard Agreement") between Fairway Outdoor LLC (a subsidiary of the Company, "Fairway") and Billboards LLC (an affiliate of Standard General, "Billboards"). Under the Billboard Agreement, Fairway will manage the billboard business of Billboards in exchange for payments of $25 thousand per quarter and reimbursement of all out-of-pocket expenses incurred by Fairway in the performance of its duties under the Billboard Agreement. The Billboard Agreement has an effective date of August 1, 2020, a term of three years, and customary provisions on limitation of liability and indemnification. $0.1 million of income was recognized and $0.2 million of out-of-pocket expenses were incurred for the nine months ended September 30, 2022 in relation to the Billboard Agreement. On December 9, 2022, in connection with the sale of the assets held by Fairway, the Billboard Agreement was terminated pursuant to mutual agreement between Fairway and Billboards. Consulting Agreements & Other Activity

In October 2023, we entered into agreements with five consultants that are currently employed by affiliates of Standard General. Four One of the agreements had a term that expired on February 1, 2024 and was billed at an hourly rate of $125 per hour. Three of the agreements have a term that expires on February 1, 2024 May 31, 2024 and are billed at hourly rates between $150 of $6,000, $8,400, and $250 $12,000 per hour. month. One agreement may be terminated at any time by either party and is billed at $1,000 $18,000 per month, plus expenses. As of September 30, 2023 For the three months ended March 31, 2024, $13 thousand $0.2 million of fees were incurred related to these agreements.

In March 2024, we made payments of $15,000 to the National Association of Investment Companies, of which a member of our board of directors is the President & CEO.

10. SUBSEQUENT EVENTS

On October 11, 2023 April 17, 2024, Rahsan-Rahsan Lindsay, the Chief Executive Officer of the Company, resigned as an officer of the Company MediaCo, and as its wholly-owned subsidiary MediaCo Operations LLC, a member of the Board of Directors of the Company, both effective on such date. To facilitate the transition of Mr. Lindsay's duties, he remained as consultant to the Company through October 31, 2023. In connection with Mr. Lindsay's resignation, he and the Company Delaware limited liability company ("Purchaser"), entered into an asset purchase agreement (the "Asset Purchase Agreement") with Estrella Broadcasting, Inc., a Separation Delaware corporation ("Estrella"), and Release Agreement, dated October 11, 2023 (the "Separation Agreement" SLF LBI Aggregator, LLC, a Delaware limited liability company ("Aggregator") and affiliate of HPS Investment Partners, LLC ("HPS"), pursuant to which Mr. Lindsay received, upon execution Purchaser purchased substantially all of the assets of Estrella and its subsidiaries (other than certain broadcast assets owned by Estrella and its subsidiaries (the "Estrella Broadcast Assets")) (the "Purchased Assets"), and assumed substantially all of the liabilities (the "Assumed Liabilities") of Estrella and its subsidiaries. Estrella operates seven television stations located in California, Texas, New York, Colorado, Illinois, and Florida as well as 12 radio stations in California and Texas.

MediaCo provided the following consideration for the Purchased Assets:

i. A warrant (the "Warrant") to purchase up to 28,206,152 shares of MediaCo's Class A Common Stock, par value $0.01 per share ("Class A Common Stock");

ii. 60,000 shares of a customary release, a lump sum newly designated series of MediaCo's preferred stock designated as "Series B Preferred Stock" (the "Series B Preferred Stock");

iii. A term loan in the principal amount of $30.0 million under the Second Lien Credit Agreement (as defined below) (the "Second Lien Term Loan"); and

iv. An aggregate cash payment in the amount of $119,516, approximately $30.0 million to be used, in part, for the repayment of certain indebtedness of Estrella and payment of certain Estrella transaction expenses.

Other key terms and agreements related to this transaction are summarized below.

Option Agreement

On April 17, 2024, in connection with the Transactions contemplated by the Asset Purchase Agreement (the “Transactions”), MediaCo and Purchaser entered into an Option Agreement (the “Option Agreement”) with Estrella and certain subsidiaries of Estrella pursuant to which is equal (i) Purchaser was granted the option to two months purchase 100% of the cash portion equity interests of Mr. Lindsay’s current base salary, plus an additional amount relating certain subsidiaries of Estrella holding the Estrella Broadcast Assets (the “Option Subsidiaries Equity”) in exchange for 7,051,538 shares of Class A Common Stock, and (ii) Estrella was granted the right to accrued paid time off. The Separation Agreement is subject put the Option Subsidiaries Equity to customary confidentiality, non-disparagement and other provisions. The Separation Agreement also provided that Mr. Lindsay and Purchaser for the Company will enter into a consulting agreement covering the period through October 31, 2023, during which Mr. Lindsay was available to provide consulting services to the Company on an as needed basis for a lump sum payment of $33,242, payable within thirty days same consideration beginning six months after the date of the consulting agreement. closing of the Transactions (the “Closing Date”). The Option Agreement is subject to FCC approval.

First Lien Term Loan

In order to finance the Transactions, MediaCo and its direct and indirect subsidiaries entered into a maximum $45.0 million first lien term loan credit facility, dated April 17, 2024 (the “First Lien Credit Agreement”), with White Hawk Capital Partners, LP, as term agent thereunder, and the lenders party thereto. Under the terms of the First Lien Credit Agreement, MediaCo received an initial term loan of $35.0 million on April 17, 2024 (the “Initial Loan”) and was provided with a subsequent delayed draw facility of up to $10.0 million that may be provided for additional working capital purposes under certain conditions (the “Delayed Draw” and the loans thereunder, the “Delayed Draw Term Loans”). The Initial Loan and Delayed Draw Term Loans are collectively referred to as the “First Lien Term Loans.” The proceeds of the Initial Loan were used to finance the Transactions, pay off certain existing indebtedness in connection therewith and pay related fees and transaction costs. The Initial Loan will mature on April 17, 2029, and each Delayed Draw Term Loan will mature on the date that is two years after the drawing of such Delayed Draw Term Loan. First Lien Term Loans will be subject to monthly amortization payments equal to 0.8333% of the initial principal amount of the First Lien Term Loans, and monthly interest payments at a rate of SOFR + 6.00%. The Delayed Draw Term Loans have an unused lien fee of 1% and a delayed draw term loan upfront fee of 3%. As of May 9, 2024, $5 million remains to be drawn on the Delayed Draw Term Loans. The First Lien Term Loans are subject to a borrowing base in accordance with the terms of the First Lien Credit Agreement.

Second Lien Term Loan

In addition, MediaCo and its direct and indirect subsidiaries entered into a $30.0 million second lien term loan credit facility, dated April 17, 2024 (the “Second Lien Credit Agreement”), with HPS as term agent, and the lenders party thereto. Under the terms of the Second Lien Credit Agreement, MediaCo was deemed to receive the Second Lien Term Loan of $30.0 million on April 17, 2024 in exchange for the Transactions. The Second Lien Term Loan will mature on April 17, 2029 and will be subject to monthly interest payments at a rate of SOFR + 6.00%. The Second Lien Term Loans are subject to a borrowing base in accordance with the terms of the Second Lien Credit Agreement. MediaCo is currently paying the variable SOFR interest in cash while the fixed rate portion is paid in-kind.

Network Affiliation and Supply Agreements

On October 12, 2023 April 17, 2024, in connection with the Company announced Transactions, Purchaser entered into a Network Program Supply Agreement (the “Network Program Supply Agreement”) with certain subsidiaries of Estrella that operate radio broadcast stations (the “Radio Stations”). Pursuant to the appointment Network Program Supply Agreement, Purchaser has agreed to license certain programs and other material to the Radio Stations for distribution on the Radio Stations’ broadcast channels.

On April 17, 2024, in connection with the Transactions, Purchaser entered into a Network Affiliation Agreement (the “Network Affiliation Agreement”) with certain subsidiaries of Kudjo Sogadzi, Estrella that operate television broadcast stations (the “TV Stations”). Pursuant to the Company’s current Chief Operating Officer as interim President of Network Affiliation Agreement, Purchaser has agreed to license certain programs and other material to the Company. TV Stations for distribution on the TV Stations’ broadcast channels.

There were no other subsequent events other than the conversion of MediaCo Series A Preferred Shares for shares of the Company’s Class A common stock repurchases discussed in Note 1. 9.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Note: Certain statements included in this report or in the financial statements contained herein which are not statements of historical fact, including but not limited to those identified with the words “expect,” “should,” “will” or “look” are intended to be, and are, by this Note, identified as “forward-looking statements,” as defined in the Securities Exchange Act of 1934, as amended. Such statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future result, performance or achievement expressed or implied by such forward-looking statement. Such factors include, among others:

- *Potential conflicts of interest with SG Broadcasting and our status as a “controlled company”;*
- *Our ability to operate as a standalone public company and to execute on our business strategy;*
- *Our ability to compete with, and integrate into our operations, new media channels, such as digital video, live video streaming, YouTube, and other real-time media delivery;*
- *Our ability to continue to exchange advertising time for goods or services;*
- *Our ability to use market research, advertising and promotions to attract and retain audiences;*
- *U.S. regulatory requirements for owning and operating media broadcasting channels and our ability to maintain regulatory licenses granted by the FCC;*
- *Pending U.S. regulatory requirements for paying royalties to performing artists;*
- *Industry and economic trends within the U.S. radio industry, generally, and the New York City radio industry, in particular;*

- *Our ability to finance our operations or to obtain financing on terms that are favorable to MediaCo;*
- *Our ability to successfully complete and integrate acquisitions, including the recent transactions with Estrella Broadcasting, Inc. and any future acquisitions;*
- *The accuracy of management's estimates and assumptions on which the Company's financial projections are based; and*
- *Other factors mentioned in documents filed by the Company with the Securities and Exchange Commission.*

For a more detailed discussion of these and other risk factors, see the Risk Factors section of our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 31, 2023 April 1, 2024. MediaCo does not undertake any obligation to publicly update or revise any forward-looking statements because of new information, future events or otherwise.

GENERAL

On December 9, 2022, Fairway Outdoor LLC, FMG Kentucky, LLC and FMG Valdosta, LLC (collectively, "Fairway"), all of which were wholly owned direct and indirect subsidiaries of MediaCo, entered into an Asset Purchase Agreement (the "Purchase Agreement"), with The Lamar Company, L.L.C., a Louisiana limited liability company (the "Purchaser"), pursuant to which we sold our Fairway outdoor advertising business to the Purchaser. The transactions contemplated by the Purchase Agreement closed as of the date of the Purchase Agreement.

We have classified the related assets and liabilities associated with our Fairway business as discontinued operations in our condensed consolidated balance sheets and the results of our Fairway business have been presented as discontinued operations in our consolidated statements of operations for all periods presented through December 9, 2022 as the sale represented a strategic shift in our business that had a major effect on our operations and financial results. Unless otherwise noted, discussion in the management's discussion and analysis refers to the Company's continuing operations. See Note 2 — Discontinued Operations in our condensed consolidated financial statements for additional information.

We own and operate two radio stations located in New York City. City, as well as the assets acquired in April 2024 in our transactions, with Estrella Broadcasting, Inc. These assets include Estrella Media's network, content, digital, and commercial operations. Among the Estrella Media brands joining MediaCo are the EstrellaTV network and its influential linear and digital video content business, and Estrella Media's expansive digital channels, including its four FAST channels – EstrellaTV, Estrella News, Cine EstrellaTV, and Estrella Games – and the EstrellaTV app. Our revenues are mostly affected by the advertising rates our entities charge, as advertising sales are the primary component of our consolidated revenues. These rates are in large part based on our radio stations' ability to attract audiences in demographic groups targeted by their advertisers. The Nielsen Company generally measures radio station ratings weekly for markets measured by the Portable People Meter™, which includes both of our radio stations.. Because audience ratings in a radio station's local market are critical to the station's financial success, our strategy is to use market research, advertising and promotion to attract and retain audiences in each station's chosen demographic target group.

Our revenues vary throughout the year. Revenue and operating income are usually lowest in the first calendar quarter, partly because retailers cut back their advertising spending immediately following the holiday shopping season.

In addition to the sale of advertising time for cash, stations typically exchange advertising time for goods or services, which can be used by the station in its business operations. These barter transactions are recorded at the estimated fair value of the product or service received. We generally confine the use of such trade transactions to promotional items or services for which we would otherwise have paid cash. In addition, it is our general policy not to preempt advertising spots paid for in cash with advertising spots paid for in trade.

The following table summarizes the sources of our revenues from continuing operations for the three and nine months ended September 30, 2023 March 31, 2024 and 2022. 2023. The category "Other" includes, among other items, revenues related to network revenues and barter.

(dollars in thousands)	*(dollars in thousands)*	Three Months Ended September 30, 2023	% of Total	2022	% of Total	Nine Months Ended September 30, 2023	% of Total	2022	% of Total
Net revenues:	Net revenues:								
Spot Radio Advertising	Spot Radio Advertising	$4,328	67.1 %	$6,029	72.9 %	$14,009	54.2 %	$19,025	65.8 %
Digital	Digital	608	9.4 %	962	11.6 %	3,053	11.8 %	3,280	11.3 %
Syndication	Syndication	602	9.3 %	454	5.5 %	1,812	7.0 %	1,286	4.4 %
Events and Sponsorships	Events and Sponsorships	293	4.5 %	143	1.7 %	4,921	19.0 %	3,185	11.0 %
Other	Other	616	9.7 %	682	8.3 %	2,067	8.0 %	2,138	7.5 %
Total net revenues	Total net revenues	$6,447		$8,270		$25,862		$28,914	

(dollars in thousands)	Three Months Ended March 31, 2024		% of Total		2023	
Spot Radio Advertising	$ 4,348	64.8	64.8 %	$4,769	65.0	65
Spot Radio Advertising						
Digital	862	12.9	12.9 %	974	13.3	
Syndication	598	8.9	8.9 %	605	8.2	
Events and Sponsorships	121	1.8	1.8 %	156	2.1	
Other	777	11.6	11.6 %	831	11.4	

Roughly 20% of our expenses varies in connection with changes in revenue. These variable expenses primarily relate to costs in our sales department, such as salaries, commissions and bad debt. Our costs that do not vary as much in relation to revenue are mostly in our programming and general and administrative departments, such as talent costs, ratings fees, rents, utilities and salaries. Lastly, our costs that are highly discretionary are costs in our marketing and promotions department, which we primarily incur to maintain and/or increase our audience and market share.

KNOWN TRENDS AND UNCERTAINTIES

The U.S. radio industry is a mature industry and its growth rate has stalled. Management believes this is principally the result of two factors: (i) new media, such as various media distributed via the Internet, telecommunication companies and cable interconnects, as well as social networks, have gained advertising share against radio and other traditional media and created a proliferation of advertising inventory and (ii) the fragmentation of the radio audience and time spent listening caused by satellite radio, audio streaming services and podcasts has led some investors and advertisers to conclude that the effectiveness of radio advertising has diminished.

Along with the rest of the radio industry, our stations have deployed HD Radio®. HD Radio offers listeners advantages over standard analog broadcasts, including improved sound quality and additional digital channels. In addition to offering secondary channels, the HD Radio spectrum allows broadcasters to transmit other forms of data. We are participating in a joint venture with other broadcasters to provide the bandwidth that a third party uses to transmit location-based data to hand-held and in-car navigation devices. The number of radio receivers incorporating HD Radio has increased in the past few years, particularly in new automobiles. It is unclear what impact HD Radio will have on the markets in which we operate.

Our stations have also aggressively worked to harness the power of broadband and mobile media distribution in the development of emerging business opportunities by developing highly interactive websites with content that engages our listeners, deploying mobile applications and streaming our content, and harnessing the power of digital video on our websites and YouTube channels.

The results of our broadcast radio operations are solely dependent on the results of our stations in the New York market. Some of our competitors that operate larger station clusters in the New York market are able to leverage their market share to extract a greater percentage of available advertising revenue through packaging a variety of advertising inventory at discounted unit rates. Market revenues in New York as measured by Miller Kaplan Arase LLP (“Miller Kaplan”), an independent public accounting firm used by the radio industry to compile revenue information, were down 4.6% up 4.5% for the nine three months ended September 30, 2023 March 31, 2024, as compared to the same period of the prior year. Our gross revenues reported to Miller Kaplan were down 15.3% 6.6%, as compared to the same period of the prior year. The decreases for our New York Cluster were largely driven by lower healthcare spend which our stations benefited from more than those serving the general population in the prior year due media and financial sectors.

MediaCo relies on events to the targeted nature help bolster revenue and operating performance. One of the awareness campaigns. key events is Summer Jam that occurs in June of each year. Summer Jam is highly reliant on tickets sales and sponsorships to drive revenue. Tickets sales are dependent on the performers and the venue chosen, which also impacts sponsorship revenue. MediaCo is currently estimating risk around the year’s Summer Jam revenue with a potential revenue decline from 2023 in the range of $3.0 million to $3.6 million. While this is offset by lower estimated operating costs, we are currently estimating operating profit could decline from 2023 in the range of $1.5 million to $2.1 million.

As part of our business strategy, we continually evaluate potential acquisitions of businesses that we believe hold promise for long-term appreciation in value and leverage our strengths. We also regularly review our portfolio of assets and may opportunistically dispose of or otherwise monetize assets when we believe it is appropriate to do so.

MediaCo has been impacted by the rising interest rate environment in the financial markets. While no longer impacting our current borrowings, which are fixed rate, the cost of any potential future borrowings has been increasing. At this time, we do not anticipate interest rates to decline.

CRITICAL ACCOUNTING ESTIMATES

We have considered information available to us as of the date of issuance of these financial statements and are not aware of any specific events or circumstances that would require an update to our estimates or judgments, or a revision to the carrying value of our assets or liabilities. Our estimates may change as new events occur and additional information becomes available. Our actual results may differ materially from these estimates.

A complete description of our critical accounting estimates is contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023, filed with the Securities and Exchange Commission on March 31, 2023 April 1, 2024.

RESULTS OF OPERATIONS

Three-Month and Nine-Month Periods Ended September 30, 2023 March 31, 2024 compared to September 30, 2022 March 31, 2023

The following discussion refers to the Company’s continuing operations. See Note 2 — Discontinued Operations in our condensed consolidated financial statements included elsewhere in this report for additional information.

Net revenues:

		Three Months Ended September 30,				Nine Months Ended September 30, 2023									
		Three Months Ended March 31, 2024													
		Three Months Ended March 31, 2024													
		Three Months Ended March 31, 2024													
(dollars in thousands)	*(dollars in thousands)*	2023	2022	$ Change	% Change	2023	2022	$ Change	% Change	*(dollars in thousands)*	2024	2023	$ Change		% Change
Net revenues	Net revenues	$6,447	$8,270	$(1,823)	(22.0)%	$25,862	$28,914	$(3,052)	(10.6)%	Net revenues	$ 6,706 $	$ 7,335 $	$ (629)	(8.6)	(8.6) %

Net revenues decreased for the three and nine months ended September 30, 2023 March 31, 2024 as a result of a substantial declines lower spend in healthcare spend as the COVID-19 vaccination awareness campaigns have slowed as well as in online gambling, automotive media and wireless advertising spend. These decreases were partially financial sectors was offset for the nine months ended September 30, 2023 by stronger ticket sales telecommunications and broadcast sponsorships of our annual Summer Jam concert, as well as by stronger tourism and live event advertising spend as the restrictions on travel, social gatherings, and business activities have continued to ease. healthcare spend.

We typically monitor the performance of our stations against the aggregate performance of the market in which we operate based on reports for the period prepared by Miller Kaplan. Miller Kaplan reports are generally prepared on a gross revenues basis and exclude revenues from barter and syndication arrangements. Miller Kaplan reported gross revenues for the New York radio market decreased 4.6% increased 4.5% for the nine-month three-month period ended September 30, 2023 March 31, 2024, as compared to the same period of the prior year. Our gross revenues reported to Miller Kaplan were down 15.3% 6.6% for the nine-month three-month period ended September 30, 2023 March 31, 2024, as compared to the same period of the prior year.

Operating expenses excluding depreciation and amortization expense:

(dollars in thousands)	Three Months Ended September 30, 2023	2022	$ Change	% Change	Nine Months Ended September 30, 2023 2023	2022	$ Change	% Change
Operating expenses excluding depreciation and amortization expense	$7,175	$6,983	$ 192	2.7 %	$25,458	$24,930	$ 528	2.1 %

(dollars in thousands)	Three Months Ended March 31, 2024 2024	2023	$ Change	% Change
Operating expenses excluding depreciation and amortization expense	$ 6,650	$ 7,237	$ (587)	(8.1) (8.1) %

Operating expenses excluding depreciation and amortization expense increased for the nine months ended September 30, 2023 compared to the same period in the prior year as lower Summer Jam production costs were partially offset by noncash lease expense related to the new office lease that commenced in February 2023 and professional service fees, which were mainly incurred during the first quarter.

Operating expenses excluding depreciation and amortization expense increased decreased for the three months ended September 30, 2023 March 31, 2024 compared to the same period in the prior year due to noncash lower salary costs, lease expense, related to the new office lease that commenced in February 2023.

Corporate expenses:

(dollars in thousands)	Three Months Ended September 30, 2023	2022	$ Change	% Change	Nine Months Ended September 30, 2023 2023	2022	$ Change	% Change
Corporate expenses	$ 1,095	$ 1,460	$ (365)	(25.0)%	$ 3,981	$ 5,286	$ (1,305)	(24.7)%

Corporate expenses decreased for the nine months ended September 30, 2023 due to lower stock based compensation expense driven by higher stock-based bonuses awarded in the prior year, partially offset by higher music license fees, and professional service fees.

Corporate expenses:

(dollars in thousands)	Three Months Ended March 31, 2024 2024	2023	$ Change	% Change
Corporate expenses	$ 3,390	$ 1,884	$ 1,506	79.9 %

Corporate expenses increased for the three months ended March 31, 2024 due to higher professional service fees driven by the Estrella transaction, partially offset by lower salary and stock based compensation expenses.

Depreciation and amortization:

(dollars in thousands)	Three Months Ended March 31, 2024 2024	2023	$ Change	% Change
Depreciation and amortization	$ 133	$ 159	$ (26)	(16.4)%

Depreciation and amortization expense decreased for the three months ended September 30, 2023 March 31, 2024 due to lower stock based compensation expense. certain assets becoming fully depreciated in the prior year.

Depreciation and amortization:

(dollars in thousands)	Three Months Ended September 30, 2023	2022	$ Change	% Change	Nine Months Ended September 30, 2023	2022	$ Change	% Change
Depreciation and amortization	$ 130	$ 99	$ 31	31.3 %	$ 437	$ 314	$ 123	39.2 %

Depreciation and amortization expense increased for the three and nine months ended September 30, 2023 due to intangible software costs related to our updated websites and mobile applications placed in service in the third quarter of 2022.

Loss (gain) Gain on disposal of assets:

(dollars in thousands)	Three Months Ended September 30, 2023	2022	$ Change	% Change	Nine Months Ended September 30, 2023	2022	$ Change	% Change
Loss (gain) on disposal of assets	$ 11	$ —	$ 11	— %	$ (28)	$ —	$ (28)	— %

(dollars in thousands)	Three Months Ended March 31, 2024	2023	$ Change	% Change
Gain on disposal of assets	$ —	$ (39)	$ 39	— %

The gain on disposal of assets for the nine three months ended September 30, 2023 relates March 31, 2023 related to the sale of vehicles in the first quarter of 2023.

The loss on disposal of assets for There were no such disposals in the three months ended September 30, 2023 relates to disposals of assets related to our previous office location. current year.

Operating loss:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	2022	$ Change	% Change	Nine Months Ended September 30, 2023	2022	$ Change	% Change
Operating loss	Operating loss	$(1,964)	$(272)	$(1,692)	622.1 %	$(3,986)	$(1,616)	$(2,370)	146.7 %

(dollars in thousands)	(dollars in thousands)	Three Months Ended March 31, 2024	2023	$ Change	% Change
	Operating loss	$ (3,467)	$ $(1,906)	$ $(1,561)	81.9 81.9 %

See *"Net revenues," "Operating expenses excluding depreciation and amortization," "Depreciation and amortization," "Gain on disposal of assets,"* and *"Corporate expenses"* above.

Interest expense, net:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	2022	$ Change	% Change	Nine Months Ended September 30, 2023	2022	$ Change	% Change
Interest expense, net	Interest expense, net	$(87)	$(1,666)	$1,579	(94.8)%	$(306)	$(5,672)	$5,366	(94.6)%

(dollars in thousands)	(dollars in thousands)	Three Months Ended March 31, 2024	2023	$ Change	% Change
	Interest expense, net	$ (136)	$ $(103)	$ $(33)	32.0 32.0 %

Interest expense, net decreased increased for the three and nine months ended September 30, 2023 March 31, 2024 due to the pay down in December 2022 of the senior credit facility, the conversion in July 2022 of the outstanding principal and accrued but unpaid interest of the SG Broadcasting promissory notes into the Company's Class A common stock, and the partial conversions in August and December 2022 of $0.9 million of the outstanding principal of the Emmis convertible promissory notes into the Company's Class A common stock, as well as a lower interest rate on the outstanding Emmis convertible promissory note after the pay down of the senior credit facility. This was partially offset by accrued interest on the Emmis convertible promissory note being paid in kind in the fourth quarter of 2022. 2023, which increased the principal balance outstanding.

Provision for income taxes:

(dollars in thousands)	(dollars in thousands)	Three Months Ended September 30, 2023	2022	$ Change	% Change	Nine Months Ended September 30, 2023	2022	$ Change	% Change

(dollars in thousands)	(dollars in thousands)	Three Months Ended March 31, 2024	2023	$ Change	% Change

Provision for income taxes	Provision for income taxes	$84	$78	$ 6	7.7 %	$234	$227	$ 7	3.1 %	Provision for income taxes	$	84	$	$ 75	$	$ 9	12.0	12.0 %

Our provision for income taxes tax is primarily due to the recognition of additional valuation allowance. changes in deferred tax liabilities.

Consolidated net loss:

		Three Months Ended September 30,				Nine Months Ended September 30, 2023			
(dollars in thousands)	*(dollars in thousands)*	2023	2022	$ Change	% Change	2023	2022	$ Change	% Change
Consolidated net loss	Consolidated net loss	$(2,316)	$(2,651)	$ 335	(12.6)%	$(4,844)	$(9,847)	$5,003	(50.8)%

		Three Months Ended March 31, 2024			
(dollars in thousands)	*(dollars in thousands)*	2024	2023	$ Change	% Change
Consolidated net loss	$	(3,677)	$ $(2,107)	$ $(1,570)	74.5 74.5 %

See *"Net revenues," "Operating expenses excluding depreciation and amortization," "Depreciation and amortization," "Gain on disposal of assets," "Corporate expenses,"* and *"Interest expense"* above.

LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity are cash provided by operations and our At Market Issuance Sales Agreement. Our primary uses of capital have been, and are expected to continue to be, capital expenditures, working capital and acquisitions.

At September 30, 2023 March 31, 2024, we had cash, cash equivalents and restricted cash of $9.6 million $7.2 million and net negative working capital of $10.3 (1.4) million. At December 31, 2022 December 31, 2023, we had cash, cash equivalents and restricted cash of $15.3 million $7.1 million and net working capital of $13.3 million $2.2 million. The decrease in cash net working capital was driven by payment of income taxes accrued expenses related to the gain on sale of Fairway and lower accounts receivable as sales declined in the current year. Estrella transaction.

At September 30, 2023 March 31, 2024, we had $6.0 million$6.5 million of promissory notes outstanding to Emmis under the Emmis Convertible Promissory Note, all of which was classified as long-term current and has no debt service requirements of $7.3 million over the next twelve months.

As part of our business strategy, we continually evaluate potential acquisitions of businesses that we believe hold promise for long-term appreciation in value and leverage our strengths.

Cash flows used provided by continuing operating activities were $3.7 0.4 million compared to cash flows provided by $3.4 million $0.8 million for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively. The decrease was mainly attributable to payments of income taxes, lower collections of accounts receivable changes in the current year, and strong collections in accounts receivable in the prior year. working capital.

Cash flows used in continuing investing activities were $1.1 million $0.2 million for the nine three months ended September 30, 2023 March 31, 2024, attributable to capital expenditures related to a new digital platform project and our build out of our new space for radio operations and corporate offices. Cash flows used in continuing investing activities were $1.4 million $0.5 million for the nine three months ended September 30, 2022 March 31, 2023, attributable to purchases of internally-created software.

Cash flows used in continuing financing activities were $1.1 0.1 million for the nine three months ended September 30, 2023 March 31, 2024, attributable to repurchases of our Class A common stock and settlement of tax withholding obligations. Cash flows used in continuing financing activities were $3.1 million $0.7 million for the nine three months ended September 30, 2022 March 31, 2023, attributable to repurchases of our Class A common stock and settlement of tax withholding obligations obligations.

In the 2023 Form 10-K filed on April 1, 2024, the Company stated that it had substantial doubt about its ability to continue as a going concern within one year after the date the financial statements were issued. As a result of the consummation of the transactions contemplated by the asset purchase agreement and payments of long-term debt. related debt and equity issuances discussed in Note 10 to these condensed consolidated financial statements, the conditions described in the 2023 Form 10-K that raised substantial doubt about whether the Company would continue as a going concern no longer exist.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As an emerging growth company, we are not required to provide this information.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, the Company evaluated the effectiveness of the design and operation of its "disclosure controls and procedures" ("Disclosure Controls"). This evaluation (the "Controls Evaluation") was performed under the supervision and with the participation of management, including our Interim President and Chief Operating Executive Officer ("Interim President and COO" CEO") and Chief Financial Officer ("CFO").

Based upon the Controls Evaluation, our Interim President and COO CEO and CFO concluded that as of September 30, 2023 March 31, 2024, our Disclosure Controls are effective to ensure that information relating to MediaCo Holding Inc. and Subsidiaries that is required to be disclosed by us in the reports that we file or submit is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms, and is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f)) that occurred during the quarter ended September 30, 2023 March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the opinion of management of the Company there are no legal proceedings pending against the Company that we believe are likely to have a material adverse effect on the Company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

The following table provides information relating to the shares we purchased during the quarter ended September 30, 2023: March 31, 2024:

Period	Total Number of Shares Purchased	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
July 1, 2023 – July 31, 2023	12,100	$ 1.15	12,100	$ 1,124,437
August 1, 2023 – August 31, 2023	86,516	$ 0.73	86,516	$ 1,061,064
September 1, 2023 – September 30, 2023	34,144	$ 0.80	34,144	$ 1,033,884
Total	132,760	$ 0.79	132,760	

Period	Total Number of Shares Purchased	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
January 1, 2024 – January 31, 2024	11,304	$ 0.60	11,304	$ 1,000,029
February 1, 2024 – February 29, 2024	—	$ —	—	$ 1,000,029
March 1, 2024 – March 31, 2024	—	$ —	—	$ 1,000,029
Total	11,304	$ 0.60	11,304	

ITEM 5. OTHER INFORMATION

None of the Company's directors and officers adopted, modified or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the Company's fiscal quarter ended September 30, 2023 March 31, 2024.

ITEM 6. EXHIBITS

(a) Exhibits.

The following exhibits are filed or incorporated by reference as a part of this report:

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference			
			Form	Period Ending	Exhibit	Filing Date
31.1	Certification of Principal Executive Officer of MediaCo Holding Inc. pursuant to Rule 13a-14(a) under the Exchange Act	X				
31.2	Certification of Principal Financial Officer of MediaCo Holding Inc. pursuant to Rule 13a-14(a) under the Exchange Act	X				
32.1	Certification of Principal Executive Officer of MediaCo Holding Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
32.2	Certification of Principal Financial Officer of MediaCo Holding Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS	Inline XBRL Instance Document	X				
101.SCH	Inline XBRL Taxonomy Extension Schema Document	X				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	X				
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document	X				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	X				

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 thereunto duly authorized.

MEDIACO HOLDING INC.

Date: November 13, 2023 May 15, 2024

By: /s/ Ann C. Beemish
Ann C. Beemish
Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Kudjo Sogadzi, Jacqueline Hernández certify that:

1. I have reviewed this quarterly report on Form 10-Q of MediaCo Holding Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2023 May 15, 2024

/s/ Kudjo Sogadzi Jacqueline Hernández

Kudjo Sogadzi Jacqueline Hernández

Interim President and Chief Operating Executive Officer

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Ann C. Beemish, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MediaCo Holding Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 13, 2023 May 15, 2024

/s/ Ann C. Beemish

Ann C. Beemish
Executive Vice President, Chief Financial Officer and
Treasurer

Exhibit 32.1

SECTION 1350 CERTIFICATION

The undersigned hereby certifies, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his capacity as an officer of MediaCo Holding Inc. (the “Company”), that, to his knowledge:

(1) the Quarterly Report of the Company on Form 10-Q for the period ended September 30, 2023 March 31, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 13, 2023 May 15, 2024

/s/ Kudjo Sogadzi Jacqueline Hernández

Kudjo Sogadzi Jacqueline Hernández
Interim President and Chief Operating Executive Officer
(Principal Executive Officer)

Exhibit 32.2

SECTION 1350 CERTIFICATION

The undersigned hereby certifies, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his capacity as an officer of MediaCo Holding Inc. (the “Company”), that, to his knowledge:

(1) the Quarterly Report of the Company on Form 10-Q for the period ended September 30, 2023 March 31, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 13, 2023 May 15, 2024

/s/ Ann C. Beemish

Ann C. Beemish

Executive Vice President, Chief Financial Officer and Treasurer

DISCLAIMER

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