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310001099160bbgi:SecuredNotesMember2024-09-300001099160bbgi:TwoThousandSevenPlanMembersrt:MinimumMember2024-01-012024-09-300001099160bbgi:DigitalAdvertisingMember2024-07-012024-09-30xbrli:purexbrli:sharesiso4217:USDiso4217:USDxbrli:shares Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 ______________ Â FORM 10-Q Â [X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the Quarterly Period Ended September 30, 2024 Â OR Â [ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the transition period from to Â Commission File Number: 000-29253 Â BEASLEY BROADCAST GROUP, INC. (Exact Name of Registrant as Specified in Its Charter) Â Delaware 65-0960915 (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.) Â 3033 Riviera Drive, Suite 200 Naples, Florida 34103 (Address of Principal Executive Offices and Zip Code) Â (239) 263-5000 (Registrant's Telephone Number, Including Area Code) Â Securities registered pursuant to Section 12(b) of the Act: Â Title of Each Class Trading Symbol Name of Each Exchange on which Registered Class A Common Stock, par value $0.001 per share BBGI NasdaqÂ Capital Market Â 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 ï¸ No ï‚¨ Â 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 (Â§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 ï¸ No ï‚¨ 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 â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer ï‚¨ Accelerated filer ï‚¨ Non-accelerated filer ï¸ Smaller reporting company ï¸ Emerging growth company ï‚¨ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ï‚¨ Â Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ï‚¨ No ï¸ Â Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Â Class A Common Stock, $0.001 par value, 938,690 Shares Outstanding as of November 1, 2024 Â Class B Common Stock, $0.001 par value, 833,137 Shares Outstanding as of November 1, 2024 Â Â Â Â Â INDEX Â Â Â Â PageNo. Â Â Â Â PART IÂ FINANCIAL INFORMATION Â Â Â Â   Â Â Â BEASLEY BROADCAST GROUP, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) Â Â Â December 31, Â Â September 30, Â Â Â 2023 Â Â 2024 Â ASSETS Â Â Â Â Â Current assets: Â Â Â Â Â Â Cash and cash equivalents Â $ 26,733,921 Â Â $ 27,802,179 Â Accounts receivable, less allowance for credit losses of $1,752,058Â in 2023 andÂ Â Â $1,540,801Â in 2024 Â Â 53,424,196 Â Â Â 49,111,535 Â Prepaid expenses Â Â 4,338,503 Â Â Â 8,734,475 Â Other current assets Â Â 2,150,163 Â Â Â 1,927,173 Â Total current assets Â Â 86,646,783 Â Â Â 87,575,362 Â Property and equipment, net Â Â 51,474,754 Â Â Â 48,768,141 Â Operating lease right-of-use assets Â Â 34,767,126 Â Â Â 31,348,246 Â FCC licenses Â Â 393,006,900 Â Â Â 393,006,900 Â Goodwill Â Â 922,000 Â Â Â - Â Other intangibles, net Â Â 2,722,408 Â Â Â 2,138,913 Â Other assets Â Â 4,727,967 Â Â Â 8,641,225 Â Total assets Â $ 574,267,938 Â Â $ 571,478,787 Â Â Â Â Â Â Â Â LIABILITIES AND STOCKHOLDERS' EQUITY Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Accounts payable Â $ 14,299,048 Â Â $ 19,137,663 Â Operating lease liabilities Â Â 8,082,981 Â Â Â 8,250,391 Â Other current liabilities Â Â 25,913,827 Â Â Â 27,304,666 Â Total current liabilities Â Â 48,295,856 Â Â Â 54,692,720 Â Due to related parties Â Â 55,019 Â Â Â 31,985 Â Long-term debt, net of unamortized debt issuance costs Â Â 264,203,010 Â Â Â 265,209,926 Â Operating lease liabilities Â Â 33,440,246 Â Â Â 29,669,724 Â Deferred tax liabilities Â Â 71,894,915 Â Â Â 68,641,044 Â Other long-term liabilities Â Â 7,400,257 Â Â Â 7,400,257 Â Total liabilities Â Â 425,289,303 Â Â Â 425,645,656 Â Commitments and contingencies Â Â Â Â Â Â Stockholders' equity: Â Â Â Â Â Â Preferred stock, $0.001Â par value; 10,000,000Â shares authorized; noneÂ issued Â Â - Â Â Â - Â Class A Common Stock, $0.001Â par value; 150,000,000Â shares authorized; 869,569Â Â Â issued and 682,697Â outstanding in 2023; 895,998Â issued and 702,442Â Â Â outstanding in 2024(1) Â Â 17,389 Â Â Â 17,917 Â Class B Common Stock, $0.001Â par value; 75,000,000Â shares authorized; 833,137Â Â Â issued and outstanding in 2023 and 2024(1) Â Â 16,662 Â Â Â 16,662 Â Additional paid-in capital Â Â 152,794,353 Â Â Â 153,567,083 Â Treasury stock, Class A Common Stock; 186,872Â shares in 2023; 193,556Â sharesÂ Â Â in 2024(1) Â Â (29,239,179) Â Â (29,329,315) Retained earnings Â Â 25,042,926 Â Â Â 21,214,300 Â Accumulated other comprehensive income Â Â 346,484 Â Â Â 346,484 Â Total stockholders' equity Â Â 148,978,635 Â Â Â 145,833,131 Â Total liabilities and stockholders' equity Â $ 574,267,938 Â Â $ 571,478,787 Â Â (1)The shares of Class A and Class B Common Stock have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on September 23, 2024. See Note 15 for additional information. Â See accompanying notes to condensed consolidated financial statements 3 Â BEASLEY BROADCAST GROUP, INC. CONDENSED CONSOLIDATED STATEMENTS OF NET LOSS (UNAUDITED) Â Â Â Three Months Ended September 30, Â Â Â 2023 Â Â 2024 Â Net revenue Â $ 60,119,757 Â Â $ 58,190,116 Â Operating expenses: Â Â Â Â Â Â Operating expenses (including stock-based compensation of $37,041Â in 2023Â Â Â and $19,995Â in 2024 and excluding depreciation and amortization shownÂ Â Â separately below) Â Â 50,117,044 Â Â Â 49,946,133 Â Corporate expenses (including stock-based compensation of $140,773Â in 2023Â Â Â and $338,211Â in 2024) Â Â 4,493,277 Â Â Â 4,296,615 Â Depreciation and amortization Â Â 2,201,664 Â Â Â 1,788,126 Â FCC licenses impairment losses Â Â 78,204,065 Â Â Â - Â Goodwill impairment losses Â Â 10,582,360 Â Â Â 922,000 Â Total operating expenses Â Â 145,598,410 Â Â Â 56,952,874 Â Operating income (loss) Â Â (85,478,653) Â Â 1,237,242 Â Non-operating income (expense): Â Â Â Â Â Â Interest expense Â Â (6,445,746) Â Â (6,092,820) Other income (expense), net Â Â 1,106,918 Â Â Â (75,120) Loss before income taxes Â Â (90,817,481) Â Â (4,930,698) Income tax benefit Â Â (23,299,388) Â Â

(1,309,803) Loss before equity in earnings of unconsolidated affiliates Â Â (67,518,093) Â Â (3,620,895) Equity in earnings of unconsolidated affiliates, net of tax Â Â (18,744) Â Â 60,320 Â Net loss Â Â (67,536,837) Â Â (3,560,575) Net loss per Class A and Class B common share(1): Â Â Â Â Â Â Basic and diluted Â $ (45.08) Â $ (2.33) Weighted-average shares outstanding(1): Â Â Â Â Â Â Basic and diluted Â Â 1,498,131 Â Â Â 1,529,521 Â Â (1)Weighted-average shares outstanding used in the computation of basic and diluted Net loss per Class A and Class B common share have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on September 23, 2024. See Note 15 for additional information. Â See accompanying notes to condensed consolidated financial statements 4 Â BEASLEY BROADCAST GROUP, INC. CONDENSED CONSOLIDATED STATEMENTS OF NET LOSS (UNAUDITED) Â Â Â Nine Months Ended September 30, Â Â Â 2023 Â Â 2024 Â Net revenue Â $ 181,360,600 Â Â $ 173,006,119 Â Operating expenses: Â Â Â Â Â Â Operating expenses (including stock-based compensation of $109,261Â in 2023Â Â Â and $55,912Â in 2024 and excluding depreciation and amortization shownÂ Â Â separately below) Â Â 152,098,261 Â Â Â 148,534,924 Â Corporate expenses (including stock-based compensation of $424,160Â in 2023Â Â Â and $717,346Â in 2024) Â Â 13,381,403 Â Â Â 12,584,218 Â Depreciation and amortization Â Â 6,626,974 Â Â Â 5,455,622 Â FCC licenses impairment losses Â Â 88,245,065 Â Â Â - Â Goodwill impairment losses Â Â 10,582,360 Â Â Â 922,000 Â Total operating expenses Â Â 270,934,063 Â Â Â 167,496,764 Â Operating income (loss) Â Â (89,573,463) Â Â 5,509,355 Â Non-operating income (expense): Â Â Â Â Â Â Interest expense Â Â (19,764,067) Â Â (17,772,957) Gain on sale of investment Â Â - Â Â Â 6,026,776 Â Other income, net Â Â 1,684,168 Â Â Â 552,145 Â Loss before income taxes Â Â (107,653,362) Â Â (5,684,681) Income tax benefit Â Â (26,285,207) Â Â (1,796,019) Loss before equity in earnings of unconsolidated affiliates Â Â (81,368,155) Â Â (3,888,662) Equity in earnings of unconsolidated affiliates, net of tax Â Â (135,877) Â Â 60,036 Â Net loss Â Â (81,504,032) Â Â (3,828,626) Net loss per Class A and Class B common share(1): Â Â Â Â Â Â Basic and diluted Â $ (54.58) Â $ (2.52) Weighted-average shares outstanding(1): Â Â Â Â Â Â Basic and diluted Â Â 1,493,391 Â Â Â 1,521,204 Â Â (1)Weighted-average shares outstanding used in the computation of basic and diluted Net loss per Class A and Class B common share have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on September 23, 2024. See Note 15 for additional information. Â See accompanying notes to condensed consolidated financial statements 5 Â BEASLEY BROADCAST GROUP, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) Â Â Â Nine Months Ended September 30, Â Â Â 2023 Â Â 2024 Â Cash flows from operating activities: Â Â Â Â Â Â Net loss Â $ (81,504,032) Â $ (3,828,626) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Stock-based compensation Â Â 533,421 Â Â Â 773,258 Â Provision for credit losses Â Â 1,006,830 Â Â Â 742,185 Â Depreciation and amortization Â Â 6,626,974 Â Â Â 5,455,622 Â FCC licenses impairment losses Â Â 88,245,065 Â Â Â - Â Goodwill impairment losses Â Â 10,582,360 Â Â Â 922,000 Â Amortization of loan fees Â Â 1,097,214 Â Â Â 1,006,916 Â Gain on sale of investment Â Â - Â Â Â (6,026,776) Gain on repurchases of long-term debt Â Â (973,208) Â Â - Â Deferred income taxes Â Â (26,977,992) Â Â (3,253,871) Equity in earnings of unconsolidated affiliates Â Â 135,877 Â Â Â (60,036) Change in operating assets and liabilities: Â Â Â Â Â Â Accounts receivable Â Â 7,989,945 Â Â Â 3,570,476 Â Prepaid expenses Â Â (5,558,093) Â Â (4,395,972) Other assets Â Â 2,572,946 Â Â Â (3,939,082) Accounts payable Â Â (3,964,866) Â Â 4,838,615 Â Other liabilities Â Â (4,887,810) Â Â 1,120,813 Â Other operating activities Â Â 70,484 Â Â Â 833,136 Â Net cash used in operating activities Â Â (5,004,885) Â Â (2,241,342) Cash flows from investing activities: Â Â Â Â Â Â Capital expenditures Â Â (3,060,716) Â Â (2,627,040) Proceeds from dispositions Â Â 250,000 Â Â Â - Â Proceeds from sale of investment Â Â - Â Â Â 6,026,776 Â Net cash provided by (used in) investing activities Â Â (2,810,716) Â Â 3,399,736 Â Cash flows from financing activities: Â Â Â Â Â Â Payments on debt Â Â (1,983,750) Â Â - Â Purchase of treasury stock Â Â (69,838) Â Â (90,136) Net cash used in financing activities Â Â (2,053,588) Â Â (90,136) Net increase (decrease) in cash and cash equivalents Â Â (9,869,189) Â Â 1,068,258 Â Cash and cash equivalents at beginning of period Â Â 39,534,653 Â Â Â 26,733,921 Â Cash and cash equivalents at end of period Â $ 29,665,464 Â Â $ 27,802,179 Â Cash paid for interest Â $ 24,946,655 Â Â $ 23,028,749 Â Cash paid for income taxes Â $ 1,353,057 Â Â $ 351,975 Â Â See accompanying notes to condensed consolidated financial statements 6 Â BEASLEY BROADCAST GROUP, INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (1)Interim Financial StatementsÂ The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements of Beasley Broadcast Group, Inc. and its subsidiaries (the â€œCompanyâ€) included in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023. These financial statements have been prepared in accordance with U.S. generally accepted accounting principles (â€œGAAPâ€) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the financial statements reflect all adjustments necessary for a fair statement of the financial position and results of operations for the interim periods presented, and all such adjustments are of a normal and recurring nature. The Companyâ€™s results are subject to seasonal fluctuations; therefore, the results shown on an interim basis are not necessarily indicative of results for the full year. Â (2)Recent Accounting PronouncementsIn December 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued guidance which requires additional disclosures primarily related to the Company's income tax rate reconciliation and income taxes paid. The guidance is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendments should be applied prospectively. The Company is currently in the process of reviewing the new guidance. In November 2023, the FASB issued guidance which requires additional disclosures for the Company's reportable segments, primarily related to significant segment expenses. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within the fiscal years beginning after December 15, 2024, with early adoption permitted. The amendments should be applied retrospectively to all prior periods presented in the financial statements. The Company is currently in the process of reviewing the new guidance. (3)Proceeds from BMI Sale On March 8, 2024, the Company received $6.0 million related to the sale of an investment in Broadcast Music, Inc. ("BMI") and recorded a gain of $6.0 million. The gain on sale of investment is reported in the accompanying condensed consolidated statement of net loss for the nine months ended September 30, 2024. After the sale, the Company no longer holds an investment in BMI. Â (4)DispositionOn September 11, 2023, the Company completed the sale of substantially all of the assets used in the operations of WWWE-AMin Atlanta, GA to a third party for $250,000 in cash. Â (5)FCC LicensesFederal Communications Commission ("FCC") licenses are tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the FCC licenses might be impaired. The Company assesses qualitative factors to determine whether it is more likely than not that its FCC licenses are impaired. If the Company determines it is more likely than not that its FCC licenses are impaired, then the Company is required to perform the quantitative impairment test. The quantitative impairment test compares the fair value of the FCC licenses with the carrying amounts of such licenses. If the carrying amounts of the FCC licenses exceed the fair value, an impairment loss is recognized in an amount equal to that excess. For the purpose of testing FCC licenses for impairment, the Company combines its licenses into reporting units based on its market clusters. The FCC license valuations are Level 3 non-recurring fair value measurements.Due to an increase in interest rates in the U.S. economy and a decrease in projected revenues, the Company tested its FCClicenses for impairment during the third quarter of 2023. As a result of the quantitative impairment tests performed as of September30, 2023, the Company recorded impairment losses of $78.2 million related to the FCC licenses in each of its market clusters. Theimpairment losses were primarily due to an increase in the discount rate due to certain risks associated with the U.S. economy and adecrease in the projected revenues in each market cluster used in the discounted cash flow analyses to estimate the fair values of theFCC licenses. 7 BEASLEY BROADCAST GROUP, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) The fair values of the FCC licenses in each of the market clusters were estimated using an income approach. The incomeapproach is based upon discounted cash flow analyses incorporating variables such as projected radio market revenues, projectedgrowth rate for radio market revenues, projected radio market revenue shares, projected radio station operating income margins, and adiscount rate appropriate for the radio broadcasting industry. The key assumptions used in the discounted cash flow analyses are asfollows:Â Revenue growth rates Â (1.2)% - 1.8% Market revenue shares at maturity Â 0.4% - 44.7% Operating income margins at maturity Â 19.7% - 30.4% Discount rate Â 10.0% During the second quarter of 2023, due to the potential sale of substantially all of the assets used in the operations of WJBR-FMin Wilmington, DE, the Company recorded an impairment loss of $10.0 million related to the FCC license. The Company completed the sale of WJBR-FM on October 5, 2023. Â (6)GoodwillGoodwill is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that theCompanyâ€™s goodwill might be impaired. The Company assesses qualitative factors to determine whether it is necessary to perform aquantitative assessment for each reporting unit. If the quantitative assessment is necessary, the Company will determine the fair valueof each reporting unit. If the fair value of any reporting unit is less than the carrying amount, the Company will recognize animpairment charge for the amount by which the carrying amount exceeds the reporting unitâ€™s fair value. The loss recognized will notexceed the total amount of goodwill allocated to the reporting unit. For the purpose of testing goodwill for impairment, the Companyhas identified its radio market clusters and esports as its reporting units. The goodwill valuation is a Level 3 non-recurring fair valuemeasurement.Due to an increase in interest rates in the U.S. economy and a decrease in projected revenues, the Company tested its goodwill forimpairment during the third quarter of 2023. As a result of the quantitative impairment test performed as of September 30, 2023, theCompany recorded an impairment loss of $10.6 million related to the goodwill in its Philadelphia, PA market cluster. The impairmentloss was primarily due to an increase in the discount rate due to certain risks associated with the U.S. economy and a decrease in theprojected revenues used in the discounted cash flow analysis to estimate the fair value of the goodwill.The fair value of the goodwill in the Philadelphia, PA market cluster was estimated using an income approach. The incomeapproach is based upon a discounted cash flow analysis incorporating variables such as projected radio market revenues, projectedgrowth rate for radio market revenues, projected radio market revenue shares, projected radio station operating income margins, and adiscount rate appropriate for the radio broadcasting industry. The key assumptions used in the discounted cash flow analysis are asfollows: Revenue growth rates Â (9.3)% - 1.4% Operating income margin Â 27.9% Discount rate Â 10.0% Â Â (7)Long-Term DebtLong-term debt is comprised of the following: Â Â December 31, Â Â September 30, Â Â 2023 Â Â 2024 Â Secured notes Â $ 267,000,000 Â Â $ 267,000,000 Â Less unamortized debt issuance costs Â Â (2,796,990) Â Â (1,790,074) Â $ 264,203,010 Â Â $ 265,209,926 Â Â On February 2, 2021, the Company issued $300.0 million aggregate principal amount of 8.625% senior secured notes due on February 1, 2026 (the â€œExisting Notesâ€) under an indenture dated February 2, 2021 (the â€œExisting Notes Indentureâ€). Interest on the Existing Notes accrues at the rate of 8.625% per annum and is payable semiannually in arrears on February 1 and August 1 of each 8 BEASLEY BROADCAST GROUP, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) year. The Existing Notes are secured on a first-lien priority basis by substantially all assets of the Company and its majority-owned subsidiaries and are guaranteed jointly and severally by the Company and its majority-owned subsidiaries. Prior to February 1, 2025, the Company will be subject to certain premiums, as defined in the Existing Notes Indenture, for optional or mandatory (upon certain contingent events) redemption of some or all of the Existing Notes.Â In the second quarter of 2023, the Company repurchased $3.0 million principal amount of the Existing Notes for a price equal to 66% of the principal amount and recorded a gain of $1.0 million as a result of the repurchase.Â Subsequent to quarter end, on October 8, 2024, the Company completed certain refinancing transactions related to the Existing Notes. See Note 16 for additional information. Â (8)Stockholdersâ€™ EquityThe changes in stockholdersâ€™ equity are as follows:Â Â Three months ended September 30, Â Â Nine months ended September 30, Â Â 2023 Â Â 2024 Â Â 2023 Â Â 2024 Â Beginning balance Â $ 209,809,453 Â Â $ 149,088,151 Â Â $ 223,488,808 Â Â $ 148,978,635 Â Stock-based compensation Â Â 177,814 Â Â Â 358,206 Â Â Â 533,421 Â Â Â 773,258 Â Purchase of treasury stock Â Â (2,071) Â Â (52,651) Â Â (69,838) Â Â (90,136) Net loss Â Â (67,536,837) Â Â (3,560,575) Â Â (81,504,032) Â Â (3,828,626) Ending balance Â $ 142,448,359 Â Â $ 145,833,131 Â Â $ 142,448,359 Â Â $ 145,833,131 Â Â (9)Net RevenueÂ Net revenue is comprised of the following:Â Â Three months ended September 30, Â Â Nine months ended September 30, Â Â 2023 Â Â 2024 Â Â 2023 Â Â 2024 Â Audio Â $ 48,332,715 Â Â $ 46,889,920 Â Â $ 146,198,774 Â Â $ 137,748,127 Â Digital Â Â 11,177,881 Â Â Â 11,300,196 Â Â Â 33,455,935 Â Â Â 35,257,992 Â Other Â Â 609,161 Â Â Â - Â Â Â 1,705,891 Â Â Â - Â Â $ 60,119,757 Â Â $ 58,190,116 Â Â $ 181,360,600 Â Â $ 173,006,119 Â Â The Company recognizes revenue when it satisfies a performance obligation under a contract with an advertiser. The transaction price is allocated to performance obligations based on executed contracts, which represent relative standalone selling prices. Payment is generally due within 30 days, although certain advertisers are required to pay in advance. Revenues are reported at the amount the Company expects to be entitled to receive under the contract. The Company has elected to use the practical expedient to expense sales commissions as incurred. Payments received from advertisers before the performance obligation is satisfied are recorded as deferred revenue in the balance sheets. Substantially all deferred revenue is recognized within 12 months of the payment date.Â Â December 31, Â Â September 30, Â Â 2023 Â Â 2024 Â Deferred revenue Â $ 4,835,984 Â Â $ 7,021,361 Â Â Audio revenue includes revenue from the sale or trade of aired commercial spots to advertisers directly or through national, regional or local advertising agencies. Each commercial spot is considered a performance obligation. Revenue is recognized when the commercial spots have aired. Trade sales are recorded at the estimated fair value of the goods or services received. If commercial spots are aired before the goods or services are received, then a trade sales receivable is recorded. If goods or services are received before the commercial spots are aired, then a trade sales payable is recorded. Other revenue includes revenue from concerts, promotional events, talent fees and other miscellaneous items. Such revenue is generally recognized when the concert, promotional event, or talent services are completed.Â 9 BEASLEY BROADCAST GROUP, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) Â Â December 31, Â Â September 30, Â Â 2023 Â Â 2024 Â Trade sales receivable Â $ 1,417,692 Â Â $ 1,108,842 Â Trade sales payable Â Â 481,471 Â Â Â 544,231 Â Â Â Three months ended September 30, Â Â Nine months ended September 30, Â Â 2023 Â Â 2024 Â Â 2023 Â Â 2024 Â Trade sales revenue Â $ 1,441,228 Â Â $ 1,680,660 Â Â $ 4,288,722 Â Â $ 4,156,738 Â Â Digital revenue includes revenue from the sale of streamed commercial spots, station-owned assets and third-party products. Each streamed commercial spot, station-owned asset and third-party product is considered a performance obligation. Revenue is recognized when the commercial spots have streamed. Station-owned assets are generally scheduled over a period of time and revenue is recognized over time as the digital items are used for advertising content, except for streamed commercial spots. Third-party products are generally scheduled over a period of time with an impression target each month. Revenue from the sale of third-party products is recognized over time as the digital items are used for advertising content and impression targets are met each month. The Company assesses each digital sales order to determine if the Company is operating as the principal or an agent. The Company currently operates as the principal for digital revenue. (10)Stock-Based CompensationAs a result of the Reverse Stock Split effected on September 23, 2024, consistent with the terms of the 2007 Plan and outstanding awards granted under the 2007 Plan, the total number of shares of Class A Common Stock issuable upon exercise, vesting or settlement of such awards and the total number of shares of Class A Common Stock remaining available for future awards under the 2007 Plan, as well as any share-based limits in the 2007 Plan, were proportionately reduced, and any fractional shares resulting therefrom were rounded down to the nearest whole share. Furthermore, the exercise prices of any outstanding options under the 2007 Plan were proportionately increased based on the Reverse Stock Split ratio, and the resulting exercise prices were rounded up to the nearest whole cent. All share and share-related information presented in the condensed consolidated financial statements, for all periods presented, has been retroactively adjusted to reflect the Reverse Stock Split.The 2007 Plan permits the Company to issue up to 375,000 shares of Class A Common Stock. The 2007 Plan allows for eligible employees, directors and certain consultants of the Company to receive restricted stock units, shares of restricted stock, stock options or other stock-based awards. The restricted stock units that have been granted under the 2007 Plan generally vest over one to five years of service.A summary of restricted stock unit activity is presented below:Â Â Units Â Â Weighted-Average Grant-Date Fair Value Â Unvested as of July 1, 2024 Â Â 47,438 Â Â $ 21.40 Â Granted Â Â 49,625 Â Â Â 12.87 Â Vested Â Â (16,667) Â Â 13.68 Â Forfeited Â Â (1,250) Â Â 29.80 Â Unvested as of September 30, 2024 Â Â 79,146 Â Â $ 17.59 Â Â As of September 30, 2024, there was $0.8 million of total unrecognized compensation cost for restricted stock units granted under the 2007 Plan. That cost is expected to be recognized over a weighted-average period of 2.1 years. Â (11)Income TaxesÂ The Companyâ€™s effective tax rate was (26)% and (27)% for the three months ended September 30, 2023 and 2024, respectively, and (24)% and (32)% for the nine months ended September 30, 2023 and 2024, respectively. These rates differ from the federal statutory rate of 21% due to the effect of state income taxes and certain expenses that are not deductible for tax purposes. 10 BEASLEY BROADCAST GROUP, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (12)Earnings Per Share Â Earnings per share calculation information is as follows: Â Â Three months ended September 30, Â Â Nine months ended September 30, Â Â 2023 Â Â 2024 Â Â 2023 Â Â 2024 Â Net loss attributable to BBGI stockholders Â $ (67,536,837) Â $ (3,560,575) Â $ (81,504,032) Â $ (3,828,626) Weighted-average shares outstanding(1): Â Â Â Â Â Â Â Â Â Â Â Â Basic Â Â 1,498,131 Â Â Â 1,529,521 Â Â Â 1,493,391 Â Â Â 1,521,204 Â Effect of dilutive restricted stock units Â Â - Â Â Â - Â Â Â - Â Â Â - Â Diluted Â Â 1,498,131 Â Â Â 1,529,521 Â Â Â 1,493,391 Â Â Â 1,521,204 Â Net loss attributable to BBGI stockholders per Class A and Class B common share â€“ basic and diluted(1) Â $ (45.08) Â $ (2.33) Â $ (54.58) Â $ (2.52) Â (1)Weighted-average shares outstanding used in the computation of basic and diluted Net loss attributable to BBGI stockholders per Class A and Class B common share have been retroactively adjusted to reflect the 1-for-20 Reverse Stock Split that occurred on September 23, 2024. See Note 15 for additional information.Â The Company excluded the effect of restrictive stock units and restricted stock under the treasury stock method when reporting a net loss as the addition of shares was anti-dilutive. As a result, the Company excluded 3,807 shares and 18,379 shares for the three months ended September 30, 2023 and 2024, respectively, and 4,166 shares and 23,588 shares for the nine months ended September 30, 2023 and 2024, respectively. (13)Financial InstrumentsThe carrying amount of the Companyâ€™s financial instruments, including cash and cash equivalents, accounts receivable and accounts payable, approximates fair value due to the short-term nature of these financial instruments. The estimated fair value of the Existing Notes, based on available market information, was $173.2 million and $158.4 million as of December 31, 2023 and September 30, 2024, respectively. The Company used Level 2 measurements under the fair value measurement hierarchy to determine the estimated fair value of the Existing Notes. (14)Segment InformationThe Company currently operates two operating and reportable segments (Audio and Digital). The Company also operated anesports segment until December 13, 2023. The identification of segments is consistent with how the segments report to and aremanaged by the Companyâ€™s Chief Executive Officer (the Companyâ€™s Chief Operating Decision Maker). The Audio segment generatesrevenue primarily from the sale of commercial advertising to customers of the Companyâ€™s stations in the following markets: Augusta, GA, Boston, MA, Charlotte, NC, Detroit, MI, Fayetteville, NC, Fort Myers-Naples, FL, Las Vegas, NV, Middlesex, NJ,Monmouth, NJ, Morristown, NJ, Philadelphia, PA, and Tampa-Saint Petersburg, FL. The Digital segment generates revenue primarilyfrom the sale of digital advertising to customers of the Companyâ€™s stations and other advertisers throughout the United States.Corporate expenses includes general and administrative expenses and certain other income and expense items not allocated to theoperating segments. Non-operating corporate items, including interest expense and income taxes, are reported in the accompanyingcondensed consolidated statements of net loss. Reportable segment information for the three months ended September 30, 2024 is as follows:Â Â Audio Â Â Digital Â Â Corporate Â Â Total Â Net revenue Â $ 46,889,920 Â Â $ 11,300,196 Â Â $ - Â Â $ 58,190,116 Â Operating expenses Â Â 39,516,786 Â Â Â 10,429,347 Â Â Â - Â Â Â 49,946,133 Â Corporate expenses Â Â - Â Â Â - Â Â Â 4,296,615 Â Â Â 4,296,615 Â Depreciation and amortization Â Â 1,566,575 Â Â Â 36,801 Â Â Â 184,750 Â Â Â 1,788,126 Â Goodwill impairment losses Â Â - Â Â Â 922,000 Â Â Â - Â Â Â 922,000 Â Operating income (loss) Â $ 5,806,559 Â Â $ (87,952) Â $ (4,481,365) Â $ 1,237,242 Â Â 11 BEASLEY BROADCAST GROUP, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) Â Â Audio Â Â Digital Â Â Corporate Â Â Total Â Capital expenditures Â $ 417,497 Â Â $ (8,925) Â $ 233,617 Â Â $

642,189 Â Â Reportable segment information for the three months ended September 30, 2023 is as follows:Â Â Audio Â Â Digital Â Â Other Â Â Corporate Â Â Total Â Net revenue Â $ 48,332,715 Â Â $ 11,177,881 Â Â $ 609,161 Â Â $ - Â Â $ 60,119,757 Â Operating expenses Â Â 38,932,340 Â Â Â 10,110,593 Â Â Â 1,074,111 Â Â Â - Â Â Â 50,117,044 Â Corporate expenses Â Â - Â Â Â - Â Â Â - Â Â Â 4,493,277 Â Â Â 4,493,277 Â Depreciation and amortization Â Â 1,741,376 Â Â Â 47,397 Â Â Â 199,979 Â Â Â 212,912 Â Â Â 2,201,664 Â FCC licenses impairment losses Â Â 78,204,065 Â Â Â - Â Â Â - Â Â Â - Â Â Â 78,204,065 Â Goodwill impairment losses Â Â 10,582,360 Â Â Â - Â Â Â - Â Â Â - Â Â Â 10,582,360 Â Operating income (loss) Â $ (81,127,426) Â $ 1,019,891 Â Â $ (664,929) Â $ (4,706,189) Â $ (85,478,653) Â Â Audio Â Â Digital Â Â Other Â Â Corporate Â Â Total Â Capital expenditures Â $ 1,026,120 Â Â $ 1,594 Â Â $ - Â Â $ 16,817 Â Â $ 1,044,531 Â Â Reportable segment information for the nine months ended September 30, 2024 is as follows:Â Â Audio Â Â Digital Â Â Corporate Â Â Total Â Net revenue Â $ 137,748,127 Â Â $ 35,257,992 Â Â $ - Â Â $ 173,006,119 Â Operating expenses Â Â 117,418,596 Â Â Â 31,116,328 Â Â Â - Â Â Â 148,534,924 Â Corporate expenses Â Â - Â Â Â - Â Â Â 12,584,218 Â Â Â 12,584,218 Â Depreciation and amortization Â Â 4,757,501 Â Â Â 141,680 Â Â Â 556,441 Â Â Â 5,455,622 Â Goodwill impairment losses Â Â - Â Â Â 922,000 Â Â Â - Â Â Â 922,000 Â Operating income (loss) Â $ 15,572,030 Â Â $ 3,077,984 Â Â $ (13,140,659) Â $ 5,509,355 Â Â Â Audio Â Â Digital Â Â Corporate Â Â Total Â Capital expenditures Â $ 2,080,587 Â Â $ - Â Â $ 546,453 Â Â $ 2,627,040 Â Â Reportable segment information for the nine months ended September 30, 2023 is as follows:Â Â Audio Â Â Digital Â Â Other Â Â Corporate Â Â Total Â Net revenue Â $ 146,198,774 Â Â $ 33,455,935 Â Â $ 1,705,891 Â Â $ - Â Â $ 181,360,600 Â Operating expenses Â Â 118,200,967 Â Â Â 30,804,774 Â Â Â 3,092,520 Â Â Â - Â Â Â 152,098,261 Â Corporate expenses Â Â - Â Â Â - Â Â Â - Â Â Â 13,381,403 Â Â Â 13,381,403 Â Depreciation and amortization Â Â 5,253,581 Â Â Â 141,364 Â Â Â 595,746 Â Â Â 636,283 Â Â Â 6,626,974 Â FCC licenses impairment losses Â Â 88,245,065 Â Â Â - Â Â Â - Â Â Â - Â Â Â 88,245,065 Â Goodwill impairment losses Â Â 10,582,360 Â Â Â - Â Â Â - Â Â Â - Â Â Â 10,582,360 Â Operating income (loss) Â $ (76,083,199) Â $ 2,509,797 Â Â $ (1,982,375) Â $ (14,017,686) Â $ (89,573,463) Â Â Audio Â Â Digital Â Â Other Â Â Corporate Â Â Total Â Capital expenditures Â $ 2,975,897 Â Â $ 13,184 Â Â $ 25,534 Â Â $ 46,101 Â Â $ 3,060,716 Â Â Reportable segment information as of September 30, 2024 is as follows:Â Â Audio Â Â Digital Â Â Corporate Â Â Total Â Property and equipment, net Â $ 45,725,915 Â Â $ 71,162 Â Â $ 2,971,064 Â Â $ 48,768,141 Â FCC licenses Â Â 393,006,900 Â Â Â - Â Â Â - Â Â Â 393,006,900 Â Other intangibles, net Â Â 1,608,090 Â Â Â 351,160 Â Â Â 179,663 Â Â Â 2,138,913 Â Â Reportable segment information as of December 31, 2023 is as follows:Â 12 BEASLEY BROADCAST GROUP, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) Â Audio Â Â Digital Â Â Other Â Â Corporate Â Â Total Â Property and equipment, net Â $ 48,324,618 Â Â $ 95,003 Â Â $ 74,081 Â Â $ 2,981,052 Â Â $ 51,474,754 Â FCC licenses Â Â 393,006,900 Â Â Â - Â Â Â - Â Â Â - Â Â Â 393,006,900 Â Goodwill Â Â - Â Â Â 922,000 Â Â Â - Â Â Â - Â Â Â 922,000 Â Other intangibles, net Â Â 1,707,909 Â Â Â 834,836 Â Â Â - Â Â Â 179,663 Â Â Â 2,722,408 Â Â (15)Reverse Stock SplitÂ On September 23, 2024, the Company effected the Reverse Stock Split. As a result of the Reverse Stock Split, every 20 shares of the Companyâ€™s Class A Common Stock issued and outstanding were automatically converted into one share of Class A Common Stock, and every 20 shares of the Companyâ€™s Class B Common Stock issued and outstanding were automatically converted into one share of Class B Common Stock. No fractional shares of Class A Common Stock or Class B Common Stock were issued in connection with the Reverse Stock Split. Holders of Class A Common Stock or Class B Common Stock received cash in lieu of fractional shares. The Reverse Stock Split had no effect on the par value of the Companyâ€™s Class A Common Stock or Class B Common Stock, which remained $0.001 per share, and had no effect on the number of authorized shares of the Companyâ€™s Class A Common Stock or Class B Common Stock. Following the Reverse Stock Split, the Class A Common Stock continued to be traded on the Nasdaq Capital Market under the symbol â€œBBGIâ€ on a split-adjusted basis beginning on September 24, 2024. In addition, consistent with the terms of the 2007 Plan and outstanding awards granted under the 2007 Plan, the total number of shares of Class A Common Stock issuable upon exercise, vesting or settlement of such awards and the total number of shares of Class A Common Stock remaining available for future awards under the 2007 Plan, as well as any share-based limits in the 2007 Plan, were proportionately reduced, and any fractional shares resulting therefrom were rounded down to the nearest whole share. Furthermore, the exercise prices of any outstanding options under the 2007 Plan were proportionately increased based on the Reverse Stock Split ratio, and the resulting exercise prices were rounded up to the nearest whole cent. All share and share-related information presented in the condensed consolidated financial statements, for all periods presented, has been retroactively adjusted to reflect the decreased number of shares resulting from the Reverse Stock Split. (16)Subsequent EventsOn October 8, 2024 (the â€œSettlement Dateâ€), Beasley Mezzanine Holdings, LLC (the â€œIssuerâ€), a wholly owned subsidiary of the Company, and certain other of the Companyâ€™s subsidiaries, completed: (i) the exchange (the â€œExchange Offerâ€) of $194.7 million aggregate principal amount of the Existing Notes (representing 72.9% of the aggregate principal amount outstanding of the Existing Notes) for (a) $184.9 million aggregate principal amount of the Issuerâ€™s newly issued 9.200% Senior Secured Second Lien Notes due August 1, 2028 (the â€œExchange Notesâ€) at an exchange ratio of 95.0% of the aggregate principal amount of the Existing Notes tendered for exchange, (b) 179,384 shares of Class A Common Stock of the Company, based upon pro rata ownership of the Exchange Notes issued by the Issuer, and (c) certain cash payments aggregating approximately $1.0 million, (ii) the purchase of $68.0 million aggregate principal amount of the Existing Notes at a purchase price of 62.5% plus accrued and unpaid interest (such offer, the â€œTender Offerâ€) and (iii) the issuance by the Issuer of $30.9 million aggregate principal amount of 11.000% Senior Secured First Lien notes due 2028 (the â€œNew Notes,â€ and such offering, the â€œNew Notes Offerâ€) to holders of Existing Notes or their designees who participated in the Exchange Offer, including to certain backstop commitment parties who committed to purchase the New Notes not otherwise subscribed for. The Company received requisite consents from holders of Existing Notes to (a) adopt certain amendments (the â€œProposed Amendmentsâ€) to the Existing Notes Indenture and the related security documents and (b) execute a supplemental indenture (the â€œSupplemental Indentureâ€) to the Existing Notes Indenture and each relevant ancillary document effecting the Proposed Amendments. The Company used the proceeds from the New Notes Offer of $30.0 million to fund, in part, the purchase of Existing Notes tendered in the Tender Offer. On the Settlement Date, the Issuer entered into (i) a new indenture (the â€œNew Notes Indentureâ€) governing its New Notes, which are fully and unconditionally secured by substantially all of the assets, other than certain excluded property, of the Issuer and the guarantors (the â€œCollateralâ€) on a senior secured first-priority lien basis, subject to certain exceptions, limitations and permitted liens and (ii) a new indenture (the â€œExchange Notes Indentureâ€) governing its Exchange Notes, which are fully and unconditionally secured by liens on the Collateral on a senior secured second-priority lien basis, subject to certain exceptions, limitations and permitted liens, in each case with the guarantors thereto and Wilmington Trust, National Association, as trustee and collateral agent, with respect to both the Exchange Notes Indenture and New Notes Indenture. The New Notes Indenture and the Exchange Notes Indenture contain restrictive covenants that limit the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, guarantee indebtedness or issue disqualified stock or, in the case of such subsidiaries, preferred stock; pay dividends on, repurchase or 13 BEASLEY BROADCAST GROUP, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) make distributions in respect of our capital stock or make other restricted payments; make certain investments or acquisitions; sell, transfer or otherwise convey certain assets; create liens; enter into agreements restricting certain subsidiariesâ€™ ability to pay dividends or make other intercompany transfers; consolidate, merge, sell or otherwise dispose of all or substantially all of its assets; enter into transactions with affiliates; prepay certain kinds of indebtedness; and issue or sell stock of its subsidiaries. On the Settlement Date, the Issuer also entered into the Supplemental Indenture with Wilmington Trust, National Association, as trustee and collateral agent, supplementing the Existing Notes Indenture. On the Settlement Date, the Company entered into a common stock purchase agreement for the issuance and sale of 56,864 shares of Class A Common Stock of the Company to Beasley Family Towers, LLC at an offering price of approximately $12.31 per share, for gross proceeds of $700,000. The Company used the net proceeds to fund a portion of the cash payment made to the exchanging holders in the Exchange Offer, and for other corporate purposes.As of September 30, 2024, the Company has incurred approximately $3.5 million in debt restructuring costs which are currently recorded in other assets on the balance sheet. These costs primarily consist of legal fees, financial advisory services, and other professional expenses directly related to the debt restructuring. The Company is currently evaluating the appropriate accounting treatment for these costs and expects to complete its analysis during the fourth quarter of 2024. Based on the outcome of this evaluation, a portion of these costs may be reclassified from other assets to debt issuance costs, or expensed in the fourth quarter of 2024. 14 Â ITEM 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS. General We are a multi-platform media company whose primary business is operating radio stations throughout the United States. We offer local and national advertisers integrated marketing solutions across audio, digital and event platforms. We own and operate stations in the following markets: Augusta, GA, Boston, MA, Charlotte, NC, Detroit, MI, Fayetteville, NC, Fort Myers-Naples, FL, Las Vegas, NV, Middlesex, NJ, Monmouth, NJ, Morristown, NJ, Philadelphia, PA, and Tampa-Saint Petersburg, FL. We refer to each group of stations in each market as a market cluster. Unless the context otherwise requires, all references in this report to the â€œCompany,â€ â€œwe,â€ â€œusâ€ or â€œourâ€ are to Beasley Broadcast Group, Inc. and its subsidiaries. Reverse Stock Split On September 23, 2024, the Company effected a 1-for-20 reverse stock split of the Companyâ€™s Class A Common Stock and Class B Common Stock (the â€œReverse Stock Splitâ€). As a result of the Reverse Stock Split, every 20 shares of the Companyâ€™s Class A Common Stock issued and outstanding were automatically converted into one share of Class A Common Stock, and every 20 shares of the Companyâ€™s Class B Common Stock issued and outstanding were automatically converted into one share of Class B Common Stock. No fractional shares of Class A Common Stock or Class B Common Stock were issued in connection with the Reverse Stock Split. Holders of Class A Common Stock or Class B Common Stock received cash in lieu of fractional shares. The Reverse Stock Split had no effect on the par value of the Companyâ€™s Class A Common Stock or Class B Common Stock, which remained $0.001 per share, and had no effect on the number of authorized shares of the Companyâ€™s Class A Common Stock or Class B Common Stock. Following the Reverse Stock Split, the Class A Common Stock continued to be traded on the Nasdaq Capital Market under the symbol â€œBBGIâ€ on a split-adjusted basis beginning on September 24, 2024. In addition, consistent with the terms of the Company's 2007 Equity Incentive Award Plan (the "2007 Plan") and outstanding awards granted under the 2007 Plan, the total number of shares of Class A Common Stock issuable upon exercise, vesting or settlement of such awards and the total number of shares of Class A Common Stock remaining available for future awards under the 2007 Plan, as well as any share-based limits in the 2007 Plan, were proportionately reduced, and any fractional shares resulting therefrom were rounded down to the nearest whole share. Furthermore, the exercise prices of any outstanding options under the 2007 Plan were proportionately increased based on the Reverse Stock Split ratio, and the resulting exercise prices were rounded up to the nearest whole cent. All share and share-related information presented in the condensed consolidated financial statements, for all periods presented, has been retroactively adjusted to reflect the Reverse Stock Split. Cautionary Note Regarding Forward-Looking Statements This report contains â€œforward-looking statementsâ€ about the Company within the meaning of the Private Securities Litigation Reform Act of 1995, which relate to future, not past, events. All statements other than statements of historical fact included in this document are forward-looking statements. These forward-looking statements are based on the current beliefs and expectations of the Companyâ€™s management and are subject to known and unknown risks and uncertainties. Forward-looking statements, which address the Companyâ€™s expected business and financial performance and financial condition, among other matters, contain words such as: â€œexpects,â€ â€œanticipates,â€ â€œintends,â€ â€œplans,â€ â€œbelieves,â€ â€œestimates,â€ â€œmay,â€ â€œwill,â€ â€œplans,â€ â€œprojects,â€ â€œcould,â€ â€œshould,â€ â€œwould,â€ â€œseek,â€ â€œforecast,â€ or other similar expressions. Forward-looking statements, by their nature, address matters that are, to different degrees, uncertain. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that the expectations will be attained or that any deviation will not be material. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The Company undertakes no obligation to update or revise any forward-looking statements. Forward-looking statements involve a number of risks and uncertainties, and actual results or events may differ materially from those projected or implied in those statements. Factors that could cause actual results or events to differ materially from these forward-looking statements include, but are not limited to: â€¢risks from social and natural catastrophic events; 15 Â â€¢external economic forces and conditions that could have a material adverse impact on the Companyâ€™s advertising revenues and results of operations; â€¢the ability of the Companyâ€™s stations to compete effectively in their respective markets for advertising revenues; â€¢the ability of the Company to develop compelling and differentiated digital content, products and services; â€¢audience acceptance of the Companyâ€™s content, particularly its audio programs; â€¢the ability of the Company to respond to changes in technology, standards and services that affect the audio industry; â€¢the Companyâ€™s dependence on federally issued licenses subject to extensive federal regulation; â€¢actions by the FCC or new legislation affecting the audio industry; â€¢increases to royalties the Company pays to copyright owners or the adoption of legislation requiring royalties to be paid to record labels and recording artists; â€¢the Companyâ€™s dependence on selected market clusters of stations for a material portion of its net revenue; â€¢credit risk on the Companyâ€™s accounts receivable;

â€¢the risk that the Companyâ€™s FCC licenses and/or goodwill could become impaired; â€¢the Companyâ€™s substantial debt levels and the potential effect of restrictive debt covenants on the Companyâ€™s operational flexibility and ability to pay dividends; â€¢the potential effects of hurricanes on the Companyâ€™s corporate offices and stations; â€¢the failure or destruction of the internet, satellite systems and transmitter facilities that the Company depends upon to distribute its programming; â€¢disruptions or security breaches of the Companyâ€™s information technology infrastructure and information systems; â€¢the loss of key personnel; â€¢the Companyâ€™s ability to integrate acquired businesses and achieve fully the strategic and financial objectives related thereto and their impact on the Companyâ€™s financial condition and results of operations; â€¢the fact that the Company is controlled by the Beasley family, which creates difficulties for any attempt to gain control of the Company; and â€¢other economic, business, competitive, and regulatory factors affecting the businesses of the Company, including those set forth in the Companyâ€™s filings with the Securities and Exchange Commission. Although we believe the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. We do not intend, and undertake no obligation, to update any forward-looking statement. Financial Statement Presentation The following discussion provides a brief description of certain key items that appear in our financial statements and general factors that impact these items. Net Revenue. Our net revenue is primarily derived from the sale of commercial spots to advertisers directly or through national, regional or local advertising agencies. Revenues are reported at the amount we expect to be entitled to receive under the contract. Local revenue generally consists of commercial advertising sales, digital advertising sales and other sales to advertisers in a stationâ€™s local market, either directly to the advertiser or through the advertiserâ€™s agency. National revenue generally consists of commercial 16 Â advertising sales through advertiser agencies. National advertiser agencies generally purchase advertising for multiple markets. National sales are generally facilitated by our national representation firm, which serves as our agent in these transactions. Our net revenue is generally determined by the advertising rates that we are able to charge and the number of advertisements that we can broadcast without jeopardizing listener levels. Advertising rates are primarily based on the following factors: â€¢a stationâ€™s audience share in the demographic groups targeted by advertisers as measured principally by periodic reports issued by Nielsen Audio; â€¢the number of stations, as well as other forms of media, in the market competing for the attention of the same demographic groups; â€¢the supply of, and demand for, radio advertising time; and â€¢the size of the market. Our net revenue is affected by general economic conditions, competition and our ability to improve operations at our radio market clusters. Seasonal revenue fluctuations are also common in the radio broadcasting industry and are primarily due to variations in advertising expenditures by local and national advertisers. Our revenues typically are lowest in the first calendar quarter of the year. In addition, our revenues tend to fluctuate between years, consistent with, among other things, increased advertising expenditures in even-numbered years by political candidates, political parties and special interest groups. This political spending typically is heaviest during the fourth quarter of such years. We use trade sales agreements to reduce cash paid for operating costs and expenses by exchanging advertising airtime for goods or services; however, we endeavor to minimize trade revenue in order to maximize cash revenue from our available airtime. We also continue to invest in digital support services to develop and promote our station websites, applications, and other distribution platforms. We derive revenue from our websites through the sale of advertiser promotions and advertising on our websites and the sale of advertising airtime during audio streaming of our stations over the internet. We also generate revenue from selling third-party digital products and services. Operating Expenses. Our operating expenses consist primarily of programming, engineering, sales, advertising and promotion, and general and administrative expenses incurred at our stations. We strive to control our operating expenses by centralizing certain functions at our corporate offices and consolidating certain functions in each of our market clusters. Critical Accounting Estimates The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affectreported amounts and related disclosures. We consider an accounting estimate to be critical if: â€¢it involves a significant level of estimation uncertainty; and â€¢changes in the estimate or different estimates that could have been selected have had or are reasonably likely to have a material impact on our results of operations or financial condition. Our critical accounting estimates are described in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2023. There have been no additional material changes to our critical accounting estimates during the nine months ended September 30, 2024. Recent Accounting Pronouncements Recent accounting pronouncements are described in Note 2 to the accompanying condensed consolidated financial statements. Three Months Ended September 30, 2024 Compared to the Three Months Ended September 30, 2023 The following summary table presents a comparison of our results of operations for the three months ended September 30, 2023 and 2024, with respect to certain of our key financial measures. The changes illustrated in the table are discussed in greater detail below. This section should be read in conjunction with the condensed consolidated financial statements and notes to condensed 17 Â consolidated financial statements included in Part I, Item 1 of this report. Results of Operations - Consolidated Â Â Three Months Ended September 30, Â Â Change Â Â 2023 Â Â 2024 Â Â $ Â Â % Â Net revenue Â $ 60,119,757 Â Â $ 58,190,116 Â Â $ (1,929,641) Â Â (3.2)% Operating expenses Â Â 50,117,044 Â Â Â 49,946,133 Â Â Â (170,911) Â Â (0.3)% Corporate expenses Â Â 4,493,277 Â Â Â 4,296,615 Â Â Â (196,662) Â Â (4.4)% FCC licenses impairment losses Â Â 78,204,065 Â Â Â - Â Â Â (78,204,065) Â Â (100.0)% Goodwill impairment losses Â Â 10,582,360 Â Â Â 922,000 Â Â Â (9,660,360) Â Â (91.3)% Interest expense Â Â 6,445,746 Â Â Â 6,092,820 Â Â Â (352,926) Â Â (5.5)% Income tax benefit Â Â 23,299,388 Â Â Â 1,309,803 Â Â Â (21,989,585) Â Â (94.4)% Net loss Â Â 67,536,837 Â Â Â 3,560,575 Â Â Â (63,976,262) Â Â (94.7)% Â Results of Operations - Segments Â Â Three Months Ended September 30, Â Â Change Â Â 2023 Â Â 2024 Â Â $ Â Â % Â Net revenue Â Â Â Â Â Â Â Â Â Â Â Â Audio Â $ 48,332,715 Â Â $ 46,889,920 Â Â $ (1,442,795) Â Â (3.0)% Digital Â Â 11,177,881 Â Â Â 11,300,196 Â Â Â 122,315 Â Â Â 1.1 % Other Â Â 609,161 Â Â Â - Â Â Â (609,161) Â Â (100.0)% Â $ 60,119,757 Â Â $ 58,190,116 Â Â $ (1,929,641) Â Â (3.2)% Operating expenses Â Â Â Â Â Â Â Â Â Â Â Â Audio Â $ 38,932,340 Â Â $ 39,516,786 Â Â $ 584,446 Â Â Â 1.5 % Digital Â Â 10,110,593 Â Â Â 10,429,347 Â Â Â 318,754 Â Â Â 3.2 % Other Â Â 1,074,111 Â Â Â - Â Â Â (1,074,111) Â Â (100.0)% Â $ 50,117,044 Â Â $ 49,946,133 Â Â $ (170,911) Â Â (0.3)% Â Net Revenue. Net revenue decreased $1.9 million during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023. Audio revenue decreased $1.4 million during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023, primarily due to a decrease in local agency revenue and the disposition of WJBR-FM in Wilmington, DE in October 2023 partially offset by an increase in political advertising for the 2024 elections. Digital revenue during the three months ended September 30, 2024 was comparable to the three months ended September 30, 2023. Other revenue decreased $0.6 million during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023, due to the termination of our esports operations in December 2023. Operating Expenses. Operating expenses decreased $0.2 million during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023. Audio operating expenses increased $0.6 million during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023, primarily due to an increase in compensation expense related to workforce reductions, partially offset by the disposition of WJBR-FM in Wilmington, DE in October 2023. Digital operating expenses during the three months ended September 30, 2024 were comparable to the three months ended September 30, 2023. Other operating expenses decreased $1.1 million during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023, due to the termination of our esports operations in December 2023. Corporate Expenses. Corporate expenses decreased $0.2 million during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023, primarily due to an increase in digital expenses allocated to operating expenses, partially offset by an increase in contract services. FCC Licenses Impairment Losses. Due to an increase in interest rates in the U.S. economy and a decrease in projected revenues, we tested our FCC licenses for impairment during the third quarter of 2023. As a result of the quantitative impairment tests, we recorded impairment losses of $78.2 million related to the FCC licenses in each of our market clusters. The impairment losses were primarily due to an increase in the discount rate due to certain risks associated with the U.S. economy and a decrease in the projected revenues in each market cluster used in the discounted cash flow analyses to estimate the fair value of FCC licenses. 18 Â Goodwill Impairment Losses. Due to an increase in interest rates in the U.S. economy and a decrease in projected revenues, wetested our goodwill for impairment during the third quarter of 2023. As a result of the quantitative impairment test, we recorded animpairment loss of $10.6 million related to the goodwill in our Philadelphia, PA market cluster. The impairment loss was primarilydue to an increase in the discount rate due to certain risks associated with the U.S. economy and a decrease in the projected revenuesused in the discounted cash flow analysis to estimate the fair value of the goodwill. Interest Expense. Interest expense decreased $0.4 million during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023 due to repurchases of the Existing Notes throughout 2023. Income Tax Benefit. Our effective tax rate was approximately (26)% and (27)% for the three months ended September 30, 2023 and 2024, respectively. These rates differ from the federal statutory rate of 21% due to the effect of state income taxes and certain expenses that are not deductible for tax purposes. Net Loss. Net loss for the three months ended September 30, 2024 was $3.6 million compared to a net loss of $67.5 million for the three months ended September 30, 2023, as a result of the factors described above. Nine Months Ended September 30, 2024 Compared to the Nine Months Ended September 30, 2023 The following summary table presents a comparison of our results of operations for the nine months ended September 30, 2023 and 2024, with respect to certain of our key financial measures. The changes illustrated in the table are discussed in greater detail below. This section should be read in conjunction with the condensed consolidated financial statements and notes to condensed consolidated financial statements included in Item 1 of this report. Results of Operations - Consolidated Â Â Nine Months Ended September 30, Â Â Change Â Â 2023 Â Â 2024 Â Â $ Â Â % Â Net revenue Â $ 181,360,600 Â Â $ 173,006,119 Â Â $ (8,354,481) Â Â (4.6)% Operating expenses Â Â 152,098,261 Â Â Â 148,534,924 Â Â Â (3,563,337) Â Â (2.3)% Corporate expenses Â Â 13,381,403 Â Â Â 12,584,218 Â Â Â (797,185) Â Â (6.0)% FCC licenses impairment losses Â Â 88,245,065 Â Â Â - Â Â Â (88,245,065) Â Â (100.0)% Goodwill impairment losses Â Â 10,582,360 Â Â Â 922,000 Â Â Â (9,660,360) Â Â (91.3)% Interest expense Â Â 19,764,067 Â Â Â 17,772,957 Â Â Â (1,991,110) Â Â (10.1)% Gain on sale of investment Â Â â€” Â Â Â 6,026,776 Â Â Â 6,026,776 Â Â Â â€” Â Income tax benefit Â Â 26,285,207 Â Â Â 1,796,019 Â Â Â (24,489,188) Â Â (93.2)% Net loss Â Â 81,504,032 Â Â Â 3,828,626 Â Â Â (77,675,406) Â Â (95.3)% Â Results of Operations - Segments Â Â Nine Months Ended September 30, Â Â Change Â Â 2023 Â Â 2024 Â Â $ Â Â % Â Net revenue Â Â Â Â Â Â Â Â Â Â Â Â Audio Â $ 146,198,774 Â Â $ 137,748,127 Â Â $ (8,450,647) Â Â (5.8)% Digital Â Â 33,455,935 Â Â Â 35,257,992 Â Â Â 1,802,057 Â Â Â 5.4 % Other Â Â 1,705,891 Â Â Â - Â Â Â (1,705,891) Â Â (100.0)% Â $ 181,360,600 Â Â $ 173,006,119 Â Â $ (8,354,481) Â Â (4.6)% Operating expenses Â Â Â Â Â Â Â Â Â Â Â Â Audio Â $ 118,200,967 Â Â $ 117,418,596 Â Â $ (782,371) Â Â (0.7)% Digital Â Â 30,804,774 Â Â Â 31,116,328 Â Â Â 311,554 Â Â Â 1.0 % Other Â Â 3,092,520 Â Â Â - Â Â Â (3,092,520) Â Â (100.0)% Â $ 152,098,261 Â Â $ 148,534,924 Â Â $ (3,563,337) Â Â (2.3)% Â Net Revenue. Net revenue decreased $8.4 million during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023. Audio revenue decreased $8.5 million during the nine months ended September 30, 2024 as 19 Â compared to the nine months ended September 30, 2023, primarily due to a decrease in local agency revenue and the disposition of WJBR-FM in Wilmington, DE in October 2023 partially offset by an increase in political advertising for the 2024 elections. Digital revenue increased $1.8 million during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023, primarily due to continued growth in the digital segment. Other revenue decreased $1.7 million during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023, due to the termination of our esports operations in December 2023. Operating Expenses. Operating expenses decreased $3.6 million during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023. Audio operating expenses decreased $0.8 million during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023, primarily due to the disposition of WJBR-FM in Wilmington, DE in October 2023, partially offset by an increase in compensation expense related to workforce reductions. Digital operating expenses during the nine months ended September 30, 2024 were comparable to the nine months ended September 30, 2023. Other operating expenses decreased $3.1 million during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023, due to the termination of our esports operations in December 2023. Corporate Expenses. Corporate expenses decreased $0.8 million during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023, primarily due to an increase in digital expenses allocated to operating expenses, partially offset by an increase in compensation and contract services. FCC Licenses Impairment Losses. Due to an increase in interest rates in the U.S. economy and a decrease in projected revenues,we tested our FCC licenses for impairment during the third quarter of 2023. As a result of the quantitative impairment tests, werecorded impairment losses of $78.2 million related to the FCC licenses in each of our market clusters. The impairment losses wereprimarily due to an increase in the discount rate due to certain risks associated with the U.S. economy and a decrease in the projectedrevenues in each market cluster used in the discounted cash flow analyses to estimate the fair value of FCC licenses. On August 11,2023, we entered into an agreement to sell substantially all of the assets used in the operations of WJBR-FM in Wilmington, DE to athird party for $5.0 million in cash. As a result of entering the agreement, we recorded an impairment loss of $10.0 million related tothe FCC license during the second quarter of 2023. Goodwill Impairment Losses. Due to an increase in interest rates in the U.S. economy and a decrease in projected revenues, wetested our goodwill for impairment during the third quarter of 2023. As a result of the quantitative impairment test we recorded animpairment loss of $10.6 million related to the goodwill in our Philadelphia, PA market cluster. The impairment loss was primarilydue to an increase in the discount rate due to certain risks associated with the U.S. economy and a decrease in the projected revenuesused in the discounted cash flow analysis to estimate the fair value of the goodwill. Interest Expense. Interest expense decreased $2.0 million during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023 due to repurchases of the Existing Notes throughout 2023. Gain on Sale of Investment. On March 8, 2024, we received $6.0 million related to the sale of an investment in Broadcast Music,Inc. and recorded a gain of $6.0 million. Income Tax Benefit. Our effective tax rate was approximately (24)% and (32)% for the nine months ended September 30, 2023 and 2024, respectively. These rates differ from the federal statutory rate of 21% due to the effect of state income taxes and certain expenses that are not deductible for tax purposes. Net Loss. Net loss for the nine months ended September 30, 2024 was $3.8 million compared to a net loss of $81.5 million for the nine months ended September 30, 2023, as a result of the factors described above. Liquidity and Capital Resources Overview. Our primary sources of liquidity are internally generated cash flow and cash on hand. Our primary liquidity needs have been, and for the next 12 months and thereafter are expected to continue to be, for working capital, debt service, and other general corporate purposes, including capital expenditures and station acquisitions. Historically, our capital expenditures have not been significant. In addition to property and equipment associated with station acquisitions, our capital expenditures have generally been, and are expected to continue to be, related to the maintenance of our office and studio space, the maintenance of our towers and equipment, and digital products and information technology. We have also purchased or constructed office and studio space in some of our markets to facilitate the consolidation of our operations. 20 Â Our board of directors has suspended future quarterly dividend payments until it is determined that resumption of dividendpayments is in the best interest of the Companyâ€™s stockholders. In addition, as discussed in â€œSecured Notesâ€ below, the New Notes Indenture and Exchange Notes Indenture limit our ability to pay dividends. Secured Notes. On February 2, 2021, we issued $300.0 million aggregate principal amount of 8.625% senior secured notes due on February 1, 2026 (the â€œExisting Notesâ€) under an indenture dated February 2, 2021 (the â€œExisting Notes Indentureâ€). Interest on the Existing Notes accrues at the rate of 8.625% per annum and is payable semiannually in arrears on February 1 and August 1 of each year. The Existing Notes are secured on a first-lien priority basis by substantially all assets of the Company and its majority-owned subsidiaries and are guaranteed jointly and severally by the Company and its majority-owned subsidiaries. In the second quarter of 2023, we repurchased $3.0 million principal amount of the Existing Notes for a price equal to 66% of the principal amount and recorded a gain of $1.0 million as a result of the repurchase. On October 8, 2024 (the â€œSettlement Dateâ€), Beasley Mezzanine Holdings, LLC (the â€œIssuerâ€), a wholly owned subsidiary of the Company, and certain other of the Companyâ€™s subsidiaries, completed: (i) the exchange (the â€œExchange Offerâ€) of $194.7 million aggregate principal amount of the Existing Notes (representing 72.9% of the aggregate principal amount outstanding of the Existing Notes) for (a) $184.9 million aggregate principal amount of the Issuerâ€™s newly issued 9.200% Senior Secured Second Lien Notes due August 1, 2028 (the â€œExchange Notesâ€) at an exchange ratio of 95.0% of the aggregate principal amount of the Existing Notes tendered for exchange, (b) 179,384 shares of Class A Common Stock of the Company, based upon pro rata ownership of the Exchange Notes issued by the Issuer, and (c) certain cash payments aggregating approximately $1.0 million, (ii) the purchase of $68.0 million aggregate principal amount of the Existing Notes at a purchase price of 62.5% plus accrued and unpaid interest (such offer, the â€œTender Offerâ€) and (iii) the issuance by the Issuer of $30.9 million aggregate principal amount of 11.000% Senior Secured First Lien notes due 2028 (the â€œNew Notes,â€ and such offering, the â€œNew Notes Offerâ€) to holders of Existing Notes or their designees who participated in the Exchange Offer, including to certain backstop commitment parties who committed to purchase the New Notes not otherwise subscribed for. The Company received requisite consents from holders of Existing Notes to (a) adopt certain amendments (the â€œProposed Amendmentsâ€) to the Existing Notes Indenture and the related security documents and (b) execute a supplemental indenture (the â€œSupplemental Indentureâ€) to the Existing Notes Indenture and each relevant ancillary document effecting the Proposed Amendments. The Company used the proceeds from the New Notes Offer of &30.0 million to fund, in part, the purchase of Existing Notes tendered in the Tender Offer. On the Settlement Date, the Issuer entered into (i) a new indenture (the â€œNew Notes Indentureâ€) governing its New Notes, which are fully and unconditionally secured by substantially all of the assets, other than certain excluded property, of the Issuer and the guarantors (the â€œCollateralâ€) on a senior secured first-priority lien basis, subject to certain exceptions, limitations and permitted liens and (ii) a new indenture (the â€œExchange Notes Indentureâ€) governing its Exchange Notes, which are fully and unconditionally secured by liens on the Collateral on a senior secured second-priority lien basis, subject to certain exceptions, limitations and permitted liens, in each case with the guarantors thereto and Wilmington Trust, National Association, as trustee and collateral agent, with respect to both the Exchange Notes Indenture and New Notes Indenture. On the Settlement Date, the Issuer also entered into the Supplemental Indenture with Wilmington Trust, National Association, as trustee and collateral agent, supplementing the Existing Notes Indenture. The New Notes Indenture and the Exchange Notes Indenture contain restrictive covenants that limit the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, guarantee indebtedness or issue disqualified stock or, in the case of such subsidiaries, preferred stock; pay dividends on, repurchase or make distributions in respect of our capital stock or make other restricted payments; make certain investments or acquisitions; sell, transfer or otherwise convey certain assets; create liens; enter into agreements restricting certain subsidiariesâ€™ ability to pay dividends or make other intercompany transfers; consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; enter into transactions with affiliates; prepay certain kinds of indebtedness; and issue or sell stock of our subsidiaries. On the Settlement Date, the Company entered into a common stock purchase agreement for the issuance and sale of 56,864 shares of Class A Common Stock of the Company to Beasley Family Towers, LLC at an offering price of approximately $12.31 per share, for gross proceeds of $700,000. The Company used the net proceeds to fund a portion of the cash payment made to the exchanging holders in the Exchange Offer and for other corporate purposes. From time to time, we repurchase sufficient shares of our Class A Common Stock to fund withholding taxes in connection with the vesting of restricted stock units. We paid approximately $90,000 to repurchase 6,684 shares during the nine months ended September 30, 2024. From time to time, we may seek to repurchase, redeem or otherwise retire our Existing Notes through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions, tender offers or otherwise. Such repurchases, redemptions or other transactions, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. The amounts involved may be material. 21 Â We expect to provide for future liquidity needs through one or a combination of the following sources of liquidity: â€¢internally generated cash flow; â€¢additional borrowings or notes offerings, to the extent permitted under the Existing Notes Indenture, New Notes Indenture and Exchange Notes Indenture; and â€¢additional equity offerings. We believe we will have sufficient liquidity and capital resources to permit us to provide for our liquidity requirements and meet our financial obligations for the next 12 months and thereafter. However, poor financial results or unanticipated expenses could give rise to default under the Existing Notes, additional debt servicing requirements or other additional financing or liquidity requirements sooner than we expect, and we may not secure financing when needed or on acceptable terms. Off-Balance Sheet Arrangements. We did not have any off-balance sheet arrangements as of September 30, 2024. Cash Flows. The following summary table presents a comparison of our cash flows for the nine months ended September 30, 2023 and 2024 with respect to certain of our key measures affecting our liquidity. The changes set forth in the table are discussed in greater detail below. This section should be read in conjunction with the condensed consolidated financial statements and notes to condensed consolidated financial statements included in Part I, Item 1 of this report. Â Â Nine Months Ended September 30, Â Â 2023 Â Â 2024 Â Net cash used in operating activities Â $ (5,004,885) Â $ (2,241,342) Net cash provided by (used in) investing activities Â Â (2,810,716) Â Â 3,399,736 Â Net cash used in financing activities Â Â (2,053,588) Â Â (90,136) Net increase (decrease) in cash and cash equivalents Â $ (9,869,189) Â $ 1,068,258 Â Â Net Cash Used In Operating Activities. Net cash used in operating activities was $2.2 million during the nine months ended September 30, 2024, as compared to net cash used in operating activities of $5.0 million during the nine months ended September 30, 2023. The $2.8 million decrease in net cash used in operating activities was primarily due to an $11.5 million decrease in net cash paid for operating expenses, a $2.0 million decrease in interest payments, a $1.1 million decrease in cash paid for corporate expenses, and a $1.0 million decrease in income tax payments, partially offset by a $12.6 decrease in cash receipts from revenue. Net Cash Provided By (Used In) Investing Activities. Net cash provided by investing activities was $3.4 million during the nine months ended September 30, 2024, as compared to net cash used in investing activities of $2.8 million during the nine months ended September 30, 2023. Net cash provided by investing activities during the nine months ended September 30, 2024 included proceeds of $6.0 million from the sale of an investment, partially offset by payments of $2.6 million for capital expenditures. Net cash used in investing activities for the same period in 2023 included payments of $3.1 million for capital expenditures. Net Cash Used In Financing Activities. Net cash used in financing activities was approximately $90,000 during the nine months ended September 30, 2024, as compared to net cash used in financing activities of $2.1 million during the nine months ended September 30, 2023. Net cash used in financing activities during the nine months ended September 30, 2023 included payments on debt of $2.0 million. ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK. Not required for smaller reporting companies. ITEM 4. CONTROLS AND PROCEDURES. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective as of the end of the period covered by this report. 22 Â There were no changes in our internal control over financial reporting during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 23 Â PART II OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS. We currently and from time to time are involved in ordinary routine litigation and are the subject of threats of litigation that are incidental to the conduct of our business. These include indecency claims and related proceedings at the FCC, as well as claims and threatened claims by private third parties. However, we are not a party to any lawsuit or other proceedings, or the subject of any threatened lawsuit or other proceedings, which, in the opinion of management, is likely to have a material adverse effect on our financial condition or results of operations. ITEM 1A. RISK FACTORS. There have been no material changes to the risks affecting our Company as previously disclosed in Part I, Item 1A, â€œRisk Factorsâ€ of our annual report on Form 10-K for the year ended December 31, 2023. ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS. Repurchases of Equity Securities The following table presents information with respect to purchases we made of our Common Stock during the three months ended September 30, 2024. Â Period Â Total Number of Shares Purchased Â Â Average Price Paid per Share Â Â Total Number of Shares Purchased as Part of Publicly Announced Program Â Â Approximate Dollar Value of SharesThat May Yet Be Purchased Under the Program Â July 1 â€“ 31, 2024 Â Â - Â Â $ - Â Â Â - Â Â Â - Â August 1 â€“ 31, 2024 Â Â 4,055 Â Â $ 12.99 Â Â Â - Â Â Â - Â September 1 â€“ 30, 2024 Â Â - Â Â $ - Â Â Â - Â Â Â - Â Total Â Â 4,055 Â Â Â Â Â Â Â Â Â Â On March 27, 2007, our board of directors approved the Beasley Broadcast Group, Inc. 2007 Equity Incentive Award Plan (the â€œ2007 Planâ€). The original 10-year term of the 2007 Plan ended on March 27, 2017. Our stockholders approved an amendment to the 2007 Plan at the Annual Meeting of Stockholders on June 8, 2017 to, among other things, extend the term of the 2007 Plan until March 27, 2027. The 2007 Plan permits us to purchase sufficient shares to fund withholding taxes in connection with the vesting of restricted stock units. All shares purchased during the three months ended September 30, 2024 were purchased to fund withholding taxes in connection with the vesting of restricted stock units. ITEM 3. DEFAULTS UPON SENIOR SECURITIES. None. ITEM 4. MINE SAFETY DISCLOSURES. Not applicable. ITEM 5. OTHER INFORMATION. During the three months ended September 30, 2024, no director or officer of the Company adopted or terminated a â€œRule 10b5-1trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408 of Regulation S-K. 24 Â ITEM 6. EXHIBITS. Â Exhibit Number Â Description 3.1 Â Â Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Beasley Broadcast Group, Inc. (incorporated by reference to Exhibit 3.1 to Beasley Broadcast Group, Inc.â€™s Current Report on Form 8-K filed September 23, 2024). 10.1* Â Amended and Restated Executive Employment Agreement by and between Beasley Broadcast Group, Inc. and Bruce G. Beasley, dated as of August 14, 2024 (incorporated by reference to Exhibit 10.1 to Beasley Broadcast Group, Inc.â€™s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024 filed August 14, 2024). 10.2* Â Â Letter Agreement by and between Beasley Broadcast Group, Inc. and Caroline Beasley, dated as of August 14, 2024 (incorporated by reference to Exhibit 10.2 to Beasley Broadcast Group, Inc.â€™s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024 filed August 14, 2024). 10.3* Â Â Letter Agreement by and between Beasley Broadcast Group, Inc. and Brian E, Beasley, dated as of August 14, 2024 (incorporated by reference to Exhibit 10.3 to Beasley Broadcast Group, Inc.â€™s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024 filed August 14, 2024). 10.4 Â Â Transaction Support Agreement, dated as of September 5, 2024, between Beasley Broadcast Group, Inc. and the Supporting Holders (incorporated by reference to Exhibit 10.1 to Beasley Broadcast Group, Inc.â€™s Current Report on Form 8-K filed September 6, 2024). 10.5* Â Â Executive Employment

Agreement dated as of October 23, 2024 between Beasley Broadcast Group, Inc. and Lauren Burrows Coleman (incorporated by reference to Exhibit 10.1 to Beasley Broadcast Group, Inc.â€™s Current Report on Form 8-K filed on October 25, 2024). 31.1 Â Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) (17 CFR 240.15d-14(a)). 31.2 Â Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) (17 CFR 240.15d-14(a)). 32.1** Â Certification of Chief Executive Officer pursuant to Rule 13a-14(b)/15d-14(b) (17 CFR 240.15d-14(b)) and 18 U.S.C. Section 1350. 32.2** Â Certification of Chief Financial Officer pursuant to Rule 13a-14(b)/15d-14(b) (17 CFR 240.15d-14(b)) and 18 U.S.C. Section 1350. 101.INS Â XBRL Instance Document â€“ the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. 101.SCH Â XBRL Taxonomy Extension Schema With Embedded Linkbase Document. 104 Â Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101). Â * Indicates a management contract or compensatory plan or arrangement required to be filed as an exhibit to this report. ** This exhibit shall not be deemed â€œfiledâ€ for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and isnot incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any generalincorporation language in such filing. 25 Â 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. Â Â Â BEASLEY BROADCAST GROUP, INC. Â Â Â Dated: November 8, 2024 Â /s/ Caroline Beasley Â Â Name: Caroline Beasley Â Â Title: Chief Executive Officer (principal executive officer) Â Â Â Dated: November 8, 2024 Â /s/ Lauren Burrows Coleman Â Â Name: Lauren Burrows Coleman Â Â Title: Chief Financial Officer (principal financial and accounting officer) Â 26 EX-31.1 Â Exhibit 31.1 Â Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Â I, Caroline Beasley, certify that: 1.I have reviewed this quarterly report on Form 10-Q of Beasley Broadcast Group, 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 registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting. Â Dated: November 8, 2024 Â /s/ Caroline Beasley Â Â Title: Chief Executive Officer Â EX-31.2 Â Exhibit 31.2 Â Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Â I, Lauren Burrows Coleman, certify that: 1.I have reviewed this quarterly report on Form 10-Q of Beasley Broadcast Group, 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 registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting. Â Dated: November 8, 2024 Â /s/ Lauren Burrows Coleman Â Â Title: Chief Financial Officer Â EX-32.1 Exhibit 32.1 Â Certification of Chief Executive Officer Â Pursuant to 18 U.S.C. Â§ 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Beasley Broadcast Group, Inc. (the â€œCompanyâ€) hereby certifies to such officerâ€™s knowledge that: Â (i)the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and (ii)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Dated: November 8, 2024 Â /s/ Caroline Beasley Â Â Caroline Beasley Â Â Chief Executive Officer Â The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Â§ 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. Â EX-32.2 Exhibit 32.2 Â Certification of Chief Financial Officer Â Pursuant to 18 U.S.C. Â§ 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Beasley Broadcast Group, Inc. (the â€œCompanyâ€) hereby certifies to such officerâ€™s knowledge that: Â (i)the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and (ii)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Dated: November 8, 2024 Â /s/ Lauren Burrows Coleman Â Â Lauren Burrows Coleman Â Â Chief Financial Officer Â The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Â§ 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. Â Â