

Townsquare Media, Inc.  
 Form 4  
 August 18, 2016

**FORM 4**

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

OMB APPROVAL

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 GE Capital US Holdings, Inc.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 901 MAIN AVE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/16/2016

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

NORWALK, CT 06851  
 (City) (State) (Zip)

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

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

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

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

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Class	Derivative Security	Date	Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Class C Common Stock <sup>(1)</sup>		08/16/2016	S		3,258,139 <sup>(2)</sup>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	3,258,139

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GE Capital US Holdings, Inc. 901 MAIN AVE NORWALK, CT 06851				
GE Capital Equity Holdings, Inc. 201 MERRITT 7 NORWALK, CT 06851				
GE Business Financial Services Inc. 500 MONROE ST. CHICAGO, IL 60661				
Antares Capital Corp 201 MERRITT 7 NORWALK, CT 06851				
GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828				See Exhibit 99.1

## Signatures

/s/ Robert Roderick, Attorney-in-fact/GE Capital US Holdings, Inc. 08/18/2016

<sup>\_\_</sup>Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of the Class C Common Stock of the Issuer has no expiration date and is convertible at the election of the holder into a share of Class A Common Stock of the Issuer, and automatically converts under certain circumstances, subject to certain limitations set forth in the certificate of incorporation of the Issuer.
- (2) GE Capital Equity Holdings, LLC (formerly known as GE Capital Equity Holdings, Inc.) ("GECEH") sold 2,996,283 shares; GE Business Financial Services Inc. ("GEBFS") sold 144,284 shares; and AN Capital Corporation (formerly known as Antares Capital Corporation) ("AN Capital") sold 117,572 shares.
- (3) Indirectly owned by GE Capital-US Holdings, Inc. ("GE Capital-US"). GECEH, GEBFS and AN Capital are either direct or indirect wholly-owned subsidiaries of GE Capital-US. GE Capital-US is an indirect wholly-owned subsidiary of General Electric Company ("GE"). GE disclaims beneficial ownership. See Exhibit 99.1, incorporated by reference herein.

**Remarks:**

Exhibit 24.1 - Power of Attorney (GE Capital-US), incorporated herein by reference to Exhibit 11 to the Schedule 13D/A filed

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

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