

SAGA COMMUNICATIONS INC
Form 11-K
June 28, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-11588

Saga Communications, Inc. Employees' 401(k) Savings and Investment Plan

(Full title of plan)

SAGA COMMUNICATIONS, INC.

73 Kercheval Avenue

Grosse Pointe Farms, Michigan 48236

(Name of issuer of securities held pursuant to plan and address of its principal executive office)

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

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Years ended December 31, 2017 and 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Administrator and Plan Participants of

Saga Communications, Inc.

Employee's 401(k) Savings and Investment Plan

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of the Saga Communications, Inc. Employees' 401(k) Savings and Investment Plan (the "Plan") as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the years then ended, and the related notes and schedule (collectively referred to as "the financial statements"). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the Plan's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included

examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplemental Information

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2017 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ UHY LLP

We have served as the Company's auditor since 2016.

Farmington Hills, Michigan

June 28, 2018

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Statements of Net Assets Available for Benefits

| | December 31, | |
|------------------------------------|--------------|--------------|
| | 2017 | 2016 |
| Assets | | |
| Investments, at fair value | \$36,550,885 | \$33,570,172 |
| Investments, at contract value | 6,931,282 | 6,853,861 |
| Receivables: | | |
| Employer contributions | 252,710 | 273,993 |
| Notes receivable from participants | 712,809 | 671,608 |
| Dividends receivable | 130,578 | — |
| Total receivables | 1,096,097 | 945,601 |
| Total Assets | 44,578,264 | 41,369,634 |
| Liabilities | | |
| Corrective distributions payable | 9,549 | — |
| Total Liabilities | 9,549 | — |
| Net assets available for benefits | \$44,568,715 | \$41,369,634 |

See accompanying notes.

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Statements of Changes in Net Assets Available for Benefits

| | Years ended December 31, | |
|---|--------------------------|--------------|
| | 2017 | 2016 |
| Additions to net assets attributed to | | |
| Investment income: | | |
| Interest, dividends and capital gains | \$941,962 | \$624,188 |
| Net realized and unrealized appreciation in fair value of investments | 3,757,006 | 3,048,268 |
| Interest income on notes receivable from participants | 29,254 | 30,291 |
| Participant contributions | 2,556,892 | 2,349,203 |
| Employer contributions | 252,710 | 273,993 |
| Total additions | 7,537,824 | 6,325,943 |
| Deductions from net assets attributed to | | |
| Benefit payments | 4,329,194 | 1,284,603 |
| Corrective distributions | 9,549 | — |
| Total deductions | 4,338,743 | 1,284,603 |
| Net increase in net assets | 3,199,081 | 5,041,340 |
| Net assets available for benefits: | | |
| Beginning of year | 41,369,634 | 36,328,294 |
| End of year | \$44,568,715 | \$41,369,634 |

See accompanying notes.

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Notes to Financial Statements

Years ended December 31, 2017 and 2016

1. Description of Plan

The following description of Saga Communications, Inc. Employees' 401(k) Savings and Investment Plan (the "Plan") provides only general information, Saga Communications, Inc. (the "Company") is the plan sponsor. Participants should refer to the summary plan description for more complete information.

General

The Plan is a defined contribution plan which includes, as participants, all employees who have completed 90 days of employment, reached the age of twenty-one, and have been credited with 250 hours of service within the first 90 day period of employment or 1,000 hours of service during a 12 month period (prior to July 1, 2014, we required employees to complete one year of employment before they were eligible to participate in the Plan). The Plan is administered by the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was amended and restated on August 1, 2015 to bring the plan into compliance with the Pension Protection Act of 2006 and other legislative and regulatory changes. This amendment and restatement did not have an impact on the Plan's financial statements.

Contributions

Contributions to employees' accounts are effected through voluntary payroll deductions. Participants may contribute 1% - 50% of their compensation. Annual contributions for each participant are subject to the participation and discrimination standards of Internal Revenue Code Section 401(k). The statement of changes in net assets available for benefits for the years ended December 31, 2017 and 2016 include a reduction for corrective distributions of excess

contributions and related earnings of approximately \$9,549 and \$0, respectively, that was refunded to the participants for the 2017 plan year in order to meet the necessary compliance requirements under ERISA and IRS rules.

Upon enrollment, a participant may direct their contributions to any of the Plan's fund options.

The Company may make discretionary matching contributions to the Plan, which are contributed as Saga Communications, Inc. Class A Common Stock. The participant may immediately transfer those dollars to other investment options.

For the 2017 and 2016 plan years, the Company made discretionary contributions of \$252,710 and \$273,993, respectively, which was allocated to participants up to a maximum of 25% of the first 5% of a participating employee's compensation for the related plan year, not to exceed \$1,000 for those participants employed at the end of the related plan year.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's discretionary contributions and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their contributions and the employer discretionary match plus actual earnings thereon.

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Notes to Financial Statements (continued)

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account, and bear interest at a rate as determined by the Plan Administrator which approximates the prime interest rate in effect on the first business day of the calendar quarter in which the loan originates plus 1%. Principal and interest are paid ratably through payroll deductions and are credited to the participant's account.

Distributions

Participants or their beneficiaries may receive distributions of their account balances upon the earlier of reaching age 59-1/2, death or termination of service, as defined in the Plan. Further, the Plan Administrator may permit a participant who experiences a qualified financial hardship, as defined, to receive a distribution of a portion of the participant's account balance. Such distributions are generally made in a lump sum.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provision of ERISA.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses paid by the Company are excluded from these financial statements. Fees related to the administration of participant distributions are charged directly to the participant's account and are included in benefit payments. Investment-related expenses are included in net appreciation of fair value of investments. Personnel and facilities of the Company have been used by the Plan for its accounting and other activities at no charge to the Plan.

2. Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles ("GAAP").

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Notes to Financial Statements (continued)

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses had been recorded as of December 31, 2017 and 2016. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, then the participant loan balance is reduced and a benefit payment is recorded.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (except for the fully benefit-responsive investment contract, which is reported at contract value). Fair value is based upon the last traded or current bid prices in active markets. Where there are no readily available last traded or current bid prices, fair value estimation procedures are used in determining asset values. These estimation procedures might result in fair values that are different from the values that would exist in a ready market due to the potential subjectivity in the estimates. See Note 3 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Notes to Financial Statements (continued)

3. Fair Value Measurements

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To increase the comparability of fair value measures, the following hierarchy prioritizes the inputs to valuation methodologies used to measure fair value:

Level 1 - Observable inputs based on quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3 - Unobservable inputs in which there is little or no market data available, which requires management to develop its own assumptions in pricing the asset or liability.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

Following is a description of the valuation techniques and inputs used for assets measured at fair value as of December 31, 2017 and 2016:

Investments measured at Net Asset Value ("NAV") – Pooled separate accounts are valued on a net unit value basis as determined by Prudential Retirement Insurance Company ("Prudential") on the last business day of the Plan year. The values of these investments are valued using audited financial statements that provide value ranges for each fund, or when audited financial statements are unavailable, fair value is based on the NAV considering the units held as of

year-end. The investments underlying the Plan's pooled separate accounts are mutual funds that primarily include domestic and international equities and domestic fixed income securities.

Mutual Fund – The mutual funds are held in separate investment accounts, which are valued using NAV provided by the administrator of the fund and reported on the NASDAQ exchange. The NAV is based on the value of the underlying assets owned by the fund, which include a mix of U.S. equities, fixed income securities, commodities and domestic and international real estate. Fair value is based on the daily closing price as reported by the fund.

Saga Common Stock – The Saga common stock is the Company's Class A common stock valued at the closing price reported on the NYSE American stock exchange.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, while the Company believes the Plan's valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair market value of certain financial instruments could result in a different fair value measurement result at the reporting date.

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Notes to Financial Statements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

| | Assets at Fair Value as of December 31, 2017 | | | |
|--|---|------------|------------|--------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds | \$10,868,663 | \$ — | \$ — | \$10,868,663 |
| Saga Common Stock | 4,802,965 | — | — | 4,802,965 |
| Total assets in the fair value hierarchy | 15,671,628 | — | — | 15,671,628 |
| Investments measured at NAV(a) | — | — | — | 20,879,257 |
| Investments at fair value | \$15,671,628 | \$ — | \$ — | \$36,550,885 |

| | Assets at Fair Value as of December 31, 2016 | | | |
|--|---|------------|------------|--------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds | \$9,395,737 | \$ — | \$ — | \$9,395,737 |
| Saga Common Stock | 6,256,879 | — | — | 6,256,879 |
| Total assets in the fair value hierarchy | 15,652,616 | — | — | 15,652,616 |
| Investments measured at NAV(a) | — | — | — | 17,917,556 |
| | \$15,652,616 | \$ — | \$ — | \$33,570,172 |

In accordance with Subtopic 820-10, certain investments that were measured at net asset per share (or equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net asset available for benefits.

(a)

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Notes to Financial Statements (continued)

4. Guaranteed Income Fund – Investment Contract with Insurance Company

The Plan contains an investment in a Guaranteed Income Fund (“Fund”), which is supported by a group annuity insurance contract with Prudential. Prudential maintains the contributions to this Fund in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and fees.

Contract value represents contributions and reinvested income, less any withdrawals plus accrued interest. Under this contract participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value within reasonable timeframes. The contract is affected directly between the plan sponsor and the issuer. The repayment of principal and interest credited to participants is a financial obligation of the issuer. Given these provisions, the contract is considered to be benefit responsive.

The Fund is an insurance company issued, general account backed, group annuity with no maturity date. Upon a discontinuance of the contract, contract value would be paid no later than 90 days from the date the Plan Sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a fair value adjustment does not apply upon discontinuance. There are not any specific securities in the insurer's general account that back the liabilities of this annuity contract. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specific period of time as outlined in the group annuity contract. This product is not a traditional Guaranteed Income Contract (GIC) and therefore there are not any known cash flows that could be discounted. As a result, the fair value is equal to the contract value.

Generally there are not any events that could limit the ability of the Plan to transact at contract value within 90 days of request or in rare circumstances, contract value paid over a longer time period. There are not any events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Notes to Financial Statements (continued)

5. Income Tax Status

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service ("IRS") dated April 29, 2014, stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code (the "Code"), and therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2014-6 and 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2014.

6. Risks and Uncertainties

The Plan provides investment alternatives in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

7. Related Party Transactions

The Plan holds units of pooled separate accounts managed by Prudential, the trustee of the Plan. The Plan also provides for an investment option in the Class A common stock of the Company. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

During the years ended December 31, 2017 and 2016 the Plan recorded dividend income of \$348,699 and \$270,503, respectively, from the Company's shares. Dividends receivable for the years ended December 31, 2017 and 2016 were \$130,578 and \$0, respectively.

Saga Communications, Inc.

Employees' 401(k) Savings and Investment Plan

Employer ID # 38-2683519

Plan #001

Schedule H, line 4i—Schedule of Assets (Held at End of Year)

December 31, 2017

| (a) Lessor or Similar Party | (b) Identity of Issue, Borrower, | (c) Description of Investments, Including Maturity Date, Rate of Interest, in fair value of investments: | (d) Cost ⁽¹⁾ | (e) Current Value |
|-----------------------------|---|--|-------------------------|----------------------|
| * | Guaranteed Income Fund | Investment Contract | | \$6,931,282 |
| | Fidelity Contrafund Account | Mutual Fund | | 4,953,288 |
| | Vanguard Wellington / Admiral Fund | Mutual Fund | | 2,598,797 |
| * | International Blend / Wellington Fund | Pooled Separate Account | | 2,218,909 |
| * | Dryden S&P 500 Index Fund | Pooled Separate Account | | 2,131,842 |
| * | Investment Grade Corporate Bond / PIM Fund | Pooled Separate Account | | 1,851,345 |
| * | T Rowe Price Growth Stock Strategy | Pooled Separate Account | | 1,820,620 |
| * | Balanced I / Wellington Management Fund | Pooled Separate Account | | 1,672,838 |
| * | Large Cap Value / LSV Asset Management Fund | Pooled Separate Account | | 1,509,231 |
| | American Century Ultra Account | Mutual Fund | | 1,384,870 |
| * | Small Cap Value / Kennedy Capital Fund | Pooled Separate Account | | 1,338,368 |
| | Fidelity Growth and Income Account | Mutual Fund | | 1,338,273 |
| * | Mid Cap Growth / Times Square Fund | Pooled Separate Account | | 1,221,736 |
| * | Oppenheimer Global Class A | Pooled Separate Account | | 1,195,682 |
| * | Mid Cap Growth / Artisan Partners Fund | Pooled Separate Account | | 1,186,594 |
| * | Mid Cap Value / Integrity Fund | Pooled Separate Account | | 802,809 |
| * | Large Cap Value / Barrow Hanley Fund | Pooled Separate Account | | 771,641 |
| * | Small Cap Blend / Glenmede Fund | Pooled Separate Account | | 697,137 |
| * | Prudential Day One IFX Targ Bal | Pooled Separate Account | | 628,182 |
| * | Prudential Real Asset Z | Mutual Fund | | 593,435 |
| * | High Yield Bond / Prudential Fund | Pooled Separate Account | | 542,677 |
| * | Invesco Small Cap Growth Strategy | Pooled Separate Account | | 420,456 |
| * | International Growth / Artisan Partners | Pooled Separate Account | | 359,991 |
| * | Core Bond Enhanced Index / PIM Fund | Pooled Separate Account | | 266,737 |
| * | Templeton Foreign Strategy | Pooled Separate Account | | 242,462 |

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| | | |
|--------------------------------|----------------------------|--------------|
| * Saga Communications, Inc. | Common Stock | 4,802,965 |
| * Participant loans receivable | Interest rates 4.25%-5.25% | 712,809 |
| Total investments | | \$44,194,976 |

(1) Cost is not required for participant-directed investments.

* Prudential Retirement Insurance Company, including associated funds, participants and the Company are parties-in-interest

SIGNATURES

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

SAGA COMMUNICATIONS, INC.
EMPLOYEES' 401(K) SAVINGS AND
INVESTMENT PLAN

Date: June 28, 2018 /s/ Marcia K. Lobaito
Marcia K. Lobaito
Plan Administrator

Date: June 28, 2018 /s/ Catherine Bobinski
Catherine Bobinski
Senior Vice President and
Chief Accounting Officer

EXHIBIT INDEX

Exhibits

23.1 Consent of UHY LLP

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