BEASLEY BROADCAST GROUP INC

Form SC 13G/A January 10, 2007

OMB APPROV	A.	L			
OMB Number:	3:	23	5-	-014	45
Expires: February	. :	28	,	200) 9
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Beasley Broadcast Group, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

074014101

(CUSIP Number)

December 31, 2006
------(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- |_| Rule 13d-1(b) |X| Rule 13d-1(c) |_| Rule 13d-1(d)
- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
Page 1 of 37 Pages
Exhibit Index Found on Page 35

13G ______ CUSIP No. 074014101 -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Asset Management, L.P. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of 614,992 Class A Shares, which is 8.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----SOLE VOTING POWER 5 NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 614**,**992 _____ SOLE DISPOSITIVE POWER EACH REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 614,992 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 614**,**992 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 10

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	CHECK THE APPR	OPRIATE BO	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
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3	SEC USE ONLY		
	 CITIZENSHIP OR	PLACE OF	ORGANIZATION
4	Delaware		
			SOLE VOTING POWER
	NUMBER OF	5	-0-
	-		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY -		614,992
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH -		-0- =================================
		8	SHARED DISPOSITIVE POWER
		Ü	614,992

9	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON
	614 , 992		
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES 3 (See Instructions) []
11		ASS REPRESENTED BY AMOUNT IN ROW (9)	========
	8.1% 		
12	TYPE OF REPORT	TING PERSON (See Instructions)	
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		Page 3 of 37 Pages	
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CUSIP N	 No. 074014101		
1	NAMES OF REPOR	RTING PERSONS FICATION NOS. OF ABOVE PERSONS (ENTITIES C	NLY)
	Noonday Capita	al, L.L.C.	
	CHECK THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (See I (a) [(b) [
2	**	The reporting persons making this faggregate of 614,992 Class A Shares, whi the class of securities. The reporting prover page, however, may be deemed a benonly of the securities reported by it page.	ch is 8.1% of erson on this eficial owner
3	SEC USE ONLY		
	CITIZENSHIP OF	PLACE OF ORGANIZATION	========
4	Delaware		
		SOLE VOTING POWER	========
	NUMBER OF	5 -0-	
	SHARES BENEFICIALLY	SHARED VOTING POWER	
	OWNED BY	614,992	
	EACH	SOLE DISPOSITIVE POWER	

r	DEDCON MITTH	-0-
	PERSON WITH	SHARED DISPOSITIVE POWER 8
		614,992
9		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	614 , 992 =========	
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES ES (See Instructions) []
11		LASS REPRESENTED BY AMOUNT IN ROW (9)
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12	TYPE OF REPO	RTING PERSON (See Instructions)
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	David I. Coh	
	David I. Coh	
2	David I. Coh	en ====================================
2	David I. Coh.	PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 614,992 Class A Shares, which is 8.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover
	David I. Cohe CHECK THE API ** SEC USE ONLY	PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 614,992 Class A Shares, which is 8.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover
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3	David I. Cohe CHECK THE API ** SEC USE ONLY CITIZENSHIP	PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 614,992 Class A Shares, which is 8.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. OR PLACE OF ORGANIZATION

	OWNED BY		614,992	
	EACH	 7	SOLE DISPOSITIVE POWER	
	REPORTING PERSON WITH -	,	-0-	
	FERSON WITH -	8	SHARED DISPOSITIVE POWER	
		o 	614,992	
9	AGGREGATE AMOU	NT BENEFI	CIALLY OWNED BY EACH REPORTI	NG PERSON
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES structions)	[]
11	PERCENT OF CLA	SS REPRES	SENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORT	ING PERSC	N (See Instructions)	
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1	NAMES OF REPOR I.R.S. IDENTIF Saurabh K. Mit	ICATION N	SONS IOS. OF ABOVE PERSONS (ENTITI	ES ONLY)
2	CHECK THE APPR	The repaggregat the clas		a) [] b) [X]** s filing hold an which is 8.1% of ng person on this beneficial owner
3	SEC USE ONLY	page. ======		
		=======		
4	CITIZENSHIP OR India	PLACE OF	ORGANIZATION	
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SOLE VOTING POWER

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N	UMBER OF	5	-0-	
	SHARES	6	SHARED VOTING POWER	
	BENEFICIALLY OWNED BY		614,992	
	EACH		SOLE DISPOSITIVE POWER	
	EPORTING	7	-0-	
PE	RSON WITH -		SHARED DISPOSITIVE POWER	
		8	614,992	
	AGGREGATE AMOU	JNT BENEFI	======================================	G PERSON
9	614 , 992			
			AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES	S (See Ins	tructions)	[]
	PERCENT OF CLA	ASS REPRES	ENTED BY AMOUNT IN ROW (9)	
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12	IN			
		Page	6 of 37 Pages	
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CUSIP No.				
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1	NAMES OF REPOFI.R.S. IDENTIE		ONS OS. OF ABOVE PERSONS (ENTITIE:	S ONLY)
	Noonday Capita	al Partner	s, L.L.C.	
	CHECK THE APPE	ROPRIATE B	OX IF A MEMBER OF A GROUP (Sec	·
2			•) []) [X]**
2	**	aggregate the class cover pag	orting persons making this e of 614,992 Class A Shares, s of securities. The reporting ge, however, is a beneficial rities reported by it on this	which is 8.1% of g person on this lowner only of
3	SEC USE ONLY			
	CITIZENSHIP OF	R PLACE OF	ORGANIZATION	

7

4	Delaware		
			SOLE VOTING POWER
	NUMBER OF	5	-0-
	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY	6	119,636
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
	PERSON WITH -		SHARED DISPOSITIVE POWER
		8	119,636
	AGGREGATE AMOU	JNT BENEF	ECIALLY OWNED BY EACH REPORTING PERSON
9	119,636		
10	CHECK IF THE F		AMOUNT IN ROW (9) EXCLUDES structions)
		CC DEDDE	
11		ADD KEPKE	SENTED BY AMOUNT IN ROW (9)
	1.6%	TNC DEDC	
12	00	ING PERSO	ON (See Instructions)
		Page	e 7 of 37 Pages
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1	NAMES OF REPOR	_	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capit	al Partne	ers, L.P.
	CHECK THE APPF	ROPRIATE I	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggregat the class cover pa	porting persons making this filing hold an te of 614,992 Class A Shares, which is 8.1% of ss of securities. The reporting person on this age, however, is a beneficial owner only of urities reported by it on this cover page.

3	SEC USE ONLY		
4	CITIZENSHIP OF	PLACE OF	ORGANIZATION
	NUMBER OF	5	SOLE VOTING POWER -0-
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 110,500
	EACH REPORTING	7	SOLE DISPOSITIVE POWER
	PERSON WITH -	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOU	 JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10			======================================
11	PERCENT OF CLA	 ASS REPRES	ENTED BY AMOUNT IN ROW (9)
12	TYPE OF REPORT	ING PERSO	N (See Instructions)
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1		CICATION N	ONS OS. OF ABOVE PERSONS (ENTITIES ONLY) utional Partners, L.P.
			OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**		orting persons making this filing hold an e of 614,992 Class A Shares, which is 8.1% of

the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

		the secu	iritles reported by it on this cover page.
3	SEC USE ONLY		
	CITIZENSHIP (OR PLACE OF	ORGANIZATION
4	California		
			SOLE VOTING POWER
	NUMBER OF	5	-0-
	SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	6	91,800	
	EACH		SOLE DISPOSITIVE POWER
REPORTING		7	-0-
PERSON WITH	PERSON WITH		SHARED DISPOSITIVE POWER
		8	91,800
	AGGREGATE AMO	DUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
9	91,800		
1.0			AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SHARE	is (See Ins	tructions)
1.1	PERCENT OF CI	ASS REPRES	ENTED BY AMOUNT IN ROW (9)
11	11 1.2%		
1.0	TYPE OF REPOR	RTING PERSO	N (See Instructions)
12	PN		
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CUSIP No	o. 074014101 =======		
1	NAMES OF REPO		ONS OS. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capi	tal Instit	utional Partners II, L.P.
	CHECK THE APE	PROPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions)

(a) []

	0 0		
2			(b) [X]**
2	**	aggrega the cla cover p	eporting persons making this filing hold at the of 614,992 Class A Shares, which is 8.1% of ass of securities. The reporting person on thi bage, however, is a beneficial owner only of curities reported by it on this cover page.
3	SEC USE ONLY	=======	
	CITIZENSHIP	OR PLACE O	F ORGANIZATION
4	California		
		 5	SOLE VOTING POWER
	NUMBER OF		-0-
В	SHARES ENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY		13,300
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH		-0-
		8	SHARED DISPOSITIVE POWER
		=======	13,300
9	AGGREGATE AM	OUNT BENEF	CICIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF THE CERTAIN SHAR		AMOUNT IN ROW (9) EXCLUDES
	PERCENT OF C	======= LASS REPRE	:=====================================
11	0.2%		
	TYPE OF REPO	======= RTING PERS	SON (See Instructions)
12	PN		
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USIP No	. 074014101		
	= NAMES OF REP	======= ORTING PER	
1			NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	Farallon Cap	ital Insti	tutional Partners III, L.P.
2	CHECK THE AP	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggrega the cla cover p	porting persons making this filing hold an te of 614,992 Class A Shares, which is 8.1% of ss of securities. The reporting person on this age, however, is a beneficial owner only of urities reported by it on this cover page.
3	SEC USE ONLY		
4	CITIZENSHIP	OR PLACE O	F ORGANIZATION
4	Delaware		
		 5	SOLE VOTING POWER
	NUMBER OF	J	-0-
-	SHARES BENEFICIALLY	6	SHARED VOTING POWER
L	OWNED BY		8,500
	EACH	7	SOLE DISPOSITIVE POWER
	7 REPORTING PERSON WITH	,	-0-
		SHARED DISPOSITIVE POWER	
		=======	8 , 500
9	AGGREGATE AM	OUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
	8 , 500		
10			AMOUNT IN ROW (9) EXCLUDES structions)
	PERCENT OF C	 LASS REPRE	SENTED BY AMOUNT IN ROW (9)
11	0.1%		
12	TYPE OF REPO	 RTING PERS	ON (See Instructions)
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CUSIP No. 074014101

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1	NAMES OF REPOR		RSONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Tinicum Partne	ers, L.P.	
	CHECK THE APPE	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**
2	**	aggrega the cla cover p	eporting persons making this filing hold ate of 614,992 Class A Shares, which is 8.1% ass of securities. The reporting person on the page, however, is a beneficial owner only curities reported by it on this cover page.
3	SEC USE ONLY	======	
4	CITIZENSHIP OF	R PLACE (OF ORGANIZATION
	New York 		
		5	SOLE VOTING POWER
	NUMBER OF	9	-0-
	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY	6	4,400
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
	PERSON WITH -		SHARED DISPOSITIVE POWER
		8	4,400
9	AGGREGATE AMOU	JNT BENEE	FICIALLY OWNED BY EACH REPORTING PERSON
IJ	4,400		
10	CHECK IF THE A		E AMOUNT IN ROW (9) EXCLUDES structions) []
	PERCENT OF CLA	ASS REPRE	ESENTED BY AMOUNT IN ROW (9)
11	0.1%		
	TYPE OF REPORT	TING PERS	GON (See Instructions)
12	PN		

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13G

CUSIP No. 074014101

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Farallon Capit	al Offsh	nore Investors II, L.P.		
2	CHECK THE APPI	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggrega the cla cover p	eporting persons making this filing hold at a te of 614,992 Class A Shares, which is 8.1% cass of securities. The reporting person on this page, however, is a beneficial owner only courities reported by it on this cover page.		
3	SEC USE ONLY				
4	CITIZENSHIP OF	R PLACE (DF ORGANIZATION		
1	Cayman Islands	Cayman Islands			
			SOLE VOTING POWER		
	NUMBER OF	5	-0-		
E	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 6,900		
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING PERSON WITH		-0-		
	TERCOR WITH		SHARED DISPOSITIVE POWER		
		8	6,900		
9	AGGREGATE AMOU	JNT BENEE	FICIALLY OWNED BY EACH REPORTING PERSON		
	6,900 				
10	CHECK IF THE A		E AMOUNT IN ROW (9) EXCLUDES astructions) []		
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	0.1%				
	TYPE OF REPOR	 ΓING PERS	GON (See Instructions)		
12	PN				

13G ______ CUSIP No. 074014101 ______ _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Management, L.L.C. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] * * The reporting persons making this filing hold an aggregate of 614,992 Class A Shares, which is 8.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. _____ SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ------SOLE VOTING POWER 5 NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 259,956 _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 8 259,956 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 259,956 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 _____ TYPE OF REPORTING PERSON (See Instructions)

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		Page	e 14 of 37 Pages	
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1	NAMES OF REP		SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
Τ				
	Farallon Par ===	tners, L.L =======	C. 	
	CHECK THE AP	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**	
2	** The reporting persons making this filing aggregate of 614,992 Class A Shares, which is the class of securities. The reporting persons cover page, however, may be deemed a beneficionly of the securities reported by it on the page.			
		page.		
3	SEC USE ONLY			
3	SEC USE ONLY			
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	EITIZENSHIP			
	CITIZENSHIP Delaware	OR PLACE O	SOLE VOTING POWER	
4	CITIZENSHIP Delaware	OR PLACE O	SOLE VOTING POWER	
4	CITIZENSHIP Delaware NUMBER OF SHARES ENEFICIALLY	OR PLACE O	SOLE VOTING POWER -0- SHARED VOTING POWER	
4	CITIZENSHIP Delaware NUMBER OF SHARES ENEFICIALLY OWNED BY	OR PLACE O	SOLE VOTING POWER -0- SHARED VOTING POWER 355,036	
4 B	CITIZENSHIP Delaware NUMBER OF SHARES ENEFICIALLY OWNED BY EACH	OR PLACE O	SOLE VOTING POWER -0- SHARED VOTING POWER 355,036 SOLE DISPOSITIVE POWER -0-	
4 B	CITIZENSHIP Delaware NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING	OR PLACE O	SOLE VOTING POWER -0- SHARED VOTING POWER 355,036 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER	
4 B	CITIZENSHIP Delaware NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	OR PLACE O 5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 355,036 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 355,036	
4 B	CITIZENSHIP Delaware NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	OR PLACE O 5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 355,036 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER	
4 B	CITIZENSHIP Delaware NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	OR PLACE O 5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 355,036 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 355,036	
4 B	CITIZENSHIP Delaware NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AM 355,036	OR PLACE O To a second or a s	SOLE VOTING POWER -0- SHARED VOTING POWER 355,036 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 355,036 CICIALLY OWNED BY EACH REPORTING PERSON	

11	4.7%					
12	TYPE OF REPORT	TING PERSON (See Instructions)				
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		Page 15 of 37 Pages				
		13G				
JSIP N	No. 074014101					
1	NAMES OF REPOR	RTING PERSONS FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Chun R. Ding					
	CHECK THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**				
2	**	The reporting persons making this filing hold a aggregate of 614,992 Class A Shares, which is 8.1% of the class of securities. The reporting person on the cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONLY					
	CITIZENSHIP OF	PLACE OF ORGANIZATION				
4	United States	United States				
	NUMBER OF	SOLE VOTING POWER 5 -0-				
	SHARES BENEFICIALLY OWNED BY	SHARED VOTING POWER 6 614,992				
	EACH	SOLE DISPOSITIVE POWER				
	REPORTING	7 -0-				
	PERSON WITH -	SHARED DISPOSITIVE POWER 8 614,992				
9	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				

10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES structions)	[]
11	PERCENT OF CL?	ASS REPRE:	SENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPOR	 ΓING PERS	ON (See Instructions)	
		Page	16 of 37 Pages	
			13G	
CUSIP No.	074014101 ======			
1	NAMES OF REPORE I.R.S. IDENTIFE William F. Dur	FICATION I	SONS NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)
	CHECK THE APPE	ROPRIATE I	•	ee Instructions) () [] () [X]**
2	**	aggregat the class cover pa	porting persons making this te of 614,992 Class A Shares, ss of securities. The reporting age, however, may be deemed a the securities reported by	which is 8.1% of ag person on this beneficial owner
3	SEC USE ONLY			
4	CITIZENSHIP OF	R PLACE OI	F ORGANIZATION	
	United States		SOLE VOTING POWER	
1	NUMBER OF	5	-0-	
	SHARES NEFICIALLY DWNED BY	6	SHARED VOTING POWER 614,992	
	EACH		SOLE DISPOSITIVE POWER	
	REPORTING PERSON WITH -		-0-	
		8	SHARED DISPOSITIVE POWER 614,992	

9	AGGREGATE AMOU	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 614,992						
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	Richard B. Fri	ed ====================================						
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**						
2	**	The reporting persons making this filing hold are aggregate of 614,992 Class A Shares, which is 8.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.						
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	William F. Mellin				
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	Rajiv A. Pat	el			
2	CHECK THE AP	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
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CUSIP No. 074014101

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2	CHECK THE APP	ROPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**			
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	Mark C. Wehr	ly				
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11	8.1%					
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Preliminary Note: this Schedule 13G reports that effective on January 1, 2007 Douglas M. MacMahon became a managing member of Farallon Capital Management, L.L.C. and Farallon Partners, L.L.C., two of the Reporting Persons listed below, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.

This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on January 9, 2006 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Beasley Broadcast Group, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

3033 Riviera Drive, Suite 200, Naples, Florida 34103

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to Class A Common Stock, par value \$0.001 per share (the "Class A Shares"), of the Company. The CUSIP number of the Class A Shares is 074014101.

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Noonday Sub-adviser Entities

(i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser to each of the Funds and the Managed Accounts (the

"First Noonday Sub-adviser"), with respect to all of the Class A Shares held by the Funds and the Managed Accounts;

- (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Class A Shares held by the Funds and the Managed Accounts; and
- (iii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday

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General Partner"), with respect to all of the Class A Shares held by the Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

The Noonday Managing Members

(iv) David I. Cohen ("Cohen") and Saurabh K. Mittal
 ("Mittal"), the managing members of both the First
 Noonday Sub-adviser and the Noonday General Partner,
 with respect to all of the Class A Shares held by the
 Funds and the Managed Accounts.

Cohen and Mittal are referred to herein as the "Noonday Individual Reporting Persons."

The Noonday Fund

(v) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Class A Shares held by it.

The Farallon Funds

- (vi) Farallon Capital Partners, L.P., a California limited
 partnership ("FCP"), with respect to the Class A
 Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a
 California limited partnership ("FCIP"), with respect
 to the Class A Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a

Delaware limited partnership ("FCIP III"), with respect to the Class A Shares held by it;

- (x) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Class A Shares held by it; and

FCP, FCIP, FCIP II, FCIP III, Tinicum and FCOI II are together referred to herein as the "Farallon Funds." The Noonday Fund and the Farallon Funds are together referred to herein as the "Funds."

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The Management Company

(xii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Class A Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

The Farallon General Partner

(xiii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the "Farallon General Partner"), with respect to the Class A Shares held by each of the Funds.

The Farallon Managing Members

(xiv) The following persons who are managing members of
both the Farallon General Partner and the Management
Company, with respect to the Class A Shares held by
the Funds and the Managed Accounts: Chun R. Ding
("Ding"), William F. Duhamel ("Duhamel"), Richard B.
Fried ("Fried"), Monica R. Landry ("Landry"), Douglas
M. MacMahon ("MacMahon"), William F. Mellin
("Mellin"), Stephen L. Millham ("Millham"), Jason E.
Moment ("Moment"), Rajiv A. Patel ("Patel"), Derek C.
Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and
Mark C. Wehrly ("Wehrly").

Ding, Duhamel, MacMahon, Fried, Landry, Mellin, Millham, Moment, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons." The Farallon Individual Reporting Persons and the Noonday Individual Reporting Persons are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Noonday Sub-adviser Entities, the Funds, the Management Company and the Farallon General Partner is set forth above. Each

of the Individual Reporting Persons other than Mittal is a citizen of the United States. Mittal is a citizen of India. The address of the principal business office of each of the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the principal business office of each of the Reporting Persons other than the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or

240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity

Specified In (a) - (j):

Not Applicable.

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Item 4. Ownership

The information required by Items 4(a) – (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Class A Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and Managed Accounts, may be deemed to be the beneficial owner of all such Class A Shares owned by the Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Class A Shares owned by the Funds and the Managed Accounts. The Noonday Individual Reporting Persons, as managing members of both the First Noonday Sub-adviser and the Noonday General Partner, may each be deemed to be the beneficial owner of all such Class A Shares owned by the Funds and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Class A Shares owned by the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Class A Shares owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Class A Shares owned by the Funds and the Managed Accounts. Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner, and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Class A Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

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Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 10, 2007

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C., On its own behalf and as the General Partner of NOONDAY ASSET MANAGEMENT, L.P. By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf,
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
TINICUM PARTNERS, L.P. and
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on each person's behalf, which

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were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Power of Attorney executed by Patel authorizing Landry to sign and file this Schedule 13G on his behalf, $% \left(1\right) =\left(1\right) +\left(1\right) +$ to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. The Power of Attorney executed by MacMahon authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2007, by such Reporting Person with respect to the Class A Common Stock of Univision Communications Inc., is hereby incorporated by reference.

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EXHIBIT INDEX

EXHIBIT 2

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

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EXHIBIT 2 to SCHEDULE 13G

JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 10, 2007

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C., On its own behalf and as the General Partner of NOONDAY ASSET MANAGEMENT, L.P. By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C. By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C., On its own behalf,

as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
TINICUM PARTNERS, L.P. and
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Monica R. Landry, Managing Member

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/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

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