

ARBITRON INC
Form 8-K
April 20, 2001

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 18, 2001

Arbitron Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-01969

52-0278528

(State or other
jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

142 West 57th Street, New York, New York

10019-3300

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 887-1300

(Former name or former address, if changed since last report)

Item 5. Other Events

As previously announced, on March 30, 2001, the Board of Directors of Arbitron Inc. (the "Company") adopted a Stockholder Rights Plan which will expire at the close of business on September 30, 2001. In connection with the Stockholder Rights Plan, a right to purchase one-one thousandth of a share of Series A Junior Participating Preferred Stock of the Company was distributed for each outstanding share of the Company's common stock held of record on April 13, 2001 (the "Record Date"). On April 18, 2001, the Company mailed to stockholders of record on the Record Date a Summary of the Stockholder Rights Plan (the "Summary").

The Company's cover letter and the Summary are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference. A copy of the Stockholder Rights Plan was previously filed as an exhibit to the Company's Form 8-K Current Report dated March 30, 2001.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

- 99.1. Cover letter to stockholders dated April 18, 2001
99.2. Summary of
the
Stockholder
Rights Plan

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

ARBITRON INC.

Date: April 20, 2001 By: /s/ STEPHEN
B. MORRIS

Stephen B. Morris Chief
Executive Officer and President

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1.	Cover letter to stockholders dated April 18, 2001
99.2.	Summary of the Stockholder Rights Plan

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