

Clear Channel Outdoor Holdings, Inc.  
Form 8-K  
March 15, 2017

**UNITED STATES**  
**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): March 15, 2017**

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-32663**  
**(Commission**

**File Number)**  
**200 East Basse Road, Suite 100**

**86-0812139**  
**(I.R.S. Employer**

**Identification No.)**

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**San Antonio, Texas 78209**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (210) 832-3700**

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On March 15, 2017, iHeartCommunications, Inc. ( iHeartCommunications ), an indirect parent of Clear Channel Outdoor Holdings, Inc., commenced exchange offers (the Notes Exchange Offers ) to exchange certain series of iHeartCommunication s outstanding debt securities (the Existing Notes ) for new securities of iHeartCommunications, iHeartMedia, Inc. and CC Outdoor Holdings, Inc. and concurrent consent solicitations with respect to the terms of the Existing Notes. On March 15, 2017, iHeartCommunications also commenced offers (the Term Loan Offers ) to amend or exchange its outstanding Term Loan D and Term Loan E borrowings under its senior secured credit facility for new term loans of iHeartCommunications and/or new securities of iHeartMedia, Inc., CC Outdoor Holdings, Inc. and Broader Media, LLC. The new securities being offered to holders of the iHeartCommunications existing debt in the Notes Exchange Offers and the Term Loan Offers are referred to as the New Securities.

The New Securities will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This Current Report on Form 8-K is neither an offer to sell or exchange nor the solicitation of an offer to buy the New Securities or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

A copy of the press release announcing the Notes Exchange Offers is attached hereto as Exhibit 99.1 and is incorporated in this Item 7.01 by reference.

A copy of the press release announcing the Term Loan Offers is attached hereto as Exhibit 99.2 and is incorporated in this Item 7.01 by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

The following documents are filed herewith:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press Release issued by iHeartCommunications, Inc., dated March 15, 2017, announcing the commencement of the Notes Exchange Offers (incorporated by reference to iHeartCommunication s Current Report on Form 8-K filed on March 15, 2017). |
| 99.2               | Press Release issued by iHeartCommunications, Inc., dated March 15, 2017, announcing the commencement of the Term Loan Offers (incorporated by reference to iHeartCommunication s Current Report on Form 8-K filed on March 15, 2017).      |

**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 hereunto duly authorized.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

Date: March 15, 2017

By: /s/ Lauren E. Dean

Lauren E. Dean

Vice President, Associate General Counsel and

Assistant Secretary

**EXHIBIT INDEX**

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