

WESTWOOD ONE INC /DE/

Form 8-K

April 05, 2006

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**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 31, 2006**  
**WESTWOOD ONE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

**001-14691**

**95-3980449**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification  
No.)

**40 West 57<sup>th</sup> Street, 5<sup>th</sup> Floor**  
**New York, NY**

**10019**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(212) 641-2000**

(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 (see General Instruction A.2. below):

- 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))
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**Section 5 Corporate Governance and Management**

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On March 31, 2006, Leslie Moonves, a director of the Company, notified the Company of his resignation as a director of the Company, effective as of April 4, 2006.

(d) On March 31, 2006, the Company's Board of Directors (the Board) elected Walter Berger, the Chief Financial Officer and an Executive Vice President of CBS Radio Inc., as a Class II director of the Company, effective as of the date of Mr. Moonves' resignation (April 4, 2006). Mr. Berger has not been named to serve on any committees of the Board. In addition, Mr. Carnesale, an existing director of the Company, ceased to be a member of the Audit Committee in connection with the Board's election of Grant F. Little, III as a director and member of the Audit Committee.

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**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.

**WESTWOOD ONE, INC.**

Date: April 4, 2006

By: /s/ David Hillman

Name: David Hillman  
Title: EVP, Business Affairs, General  
Counsel and Secretary