

WESTWOOD ONE INC /DE/

Form 8-K

November 13, 2006

**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): November 7, 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 2 Financial Information

### Item 2.02 Results of Operations and Financial Condition.

On November 9, 2006, Westwood One, Inc. (the Company ) issued a press release announcing earnings for the third quarter ended September 30, 2006. A copy of such press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein in its entirety.

## Section 8 Other Events

### Item 8.01 Other Events.

On November 7, 2006, the Company s Board of Directors ( Board ) declared a cash dividend of two cents (\$0.02) per share on issued and outstanding shares of the Company s common stock and a cash dividend of one and sixth tenth cents (\$0.016) per share on issued and outstanding shares of the Company s Class B stock, such dividends to be paid on December 15, 2006 to stockholders of record at the close of business on November 21, 2006. A copy of the press release announcing the cash dividend on the Company s common stock is furnished herewith as Exhibit 99.1 and is incorporated by reference herein in its entirety.

On November 9, 2006, the Company issued a press release announcing the Board s formation of a Strategic Review Committee comprised of independent directors. A copy of such press release is furnished herewith as Exhibit 99.2 and is incorporated by reference herein in its entirety.

## Section 9 Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits.

The following is a list of the exhibits filed as a part of this Form 8-K:

Exhibit

No.      Description of Exhibit

99.1      Press Release, dated November 9, 2006, announcing earnings for the third quarter ended September 30, 2006 and the declaration of a cash dividend on the Company s common stock and Class B stock.

99.2      Press Release, dated November 9, 2006, announcing the Board s formation of a Strategic Review 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: November 10, 2006

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

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EXHIBIT INDEX  
Current Report on Form 8-K  
dated November 7, 2006  
Westwood One, Inc.

Exhibit

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99.2	Press Release, dated November 9, 2006, announcing the Board's formation of a Strategic Review Committee.