

CITADEL BROADCASTING CORP  
Form S-8  
May 30, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**CITADEL BROADCASTING CORPORATION**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**51-0405729**  
(I.R.S. Employer

Identification Number)

**City Center West, Suite 400**

**7201 West Lake Mead Blvd.**

**Las Vegas, Nevada 89128**

(Address of Principal Executive Offices) (Zip Code)

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**Citadel Broadcasting Corporation Amended and Restated 2002 Long-Term Incentive Plan**

(Full title of the plans)

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Jacquelyn J. Orr

General Counsel and Vice President

City Center West, Suite 400

7201 West Lake Mead Blvd.

Las Vegas, Nevada 89128

(702) 804-5200

(Name, address, and telephone number of agent for service)

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Offering Price Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(3)</b>
Common Stock, par value \$0.01 per share ( Common Stock )	8,000,000	\$ 8.78	\$ 70,240,000	\$ 2,156.37

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- (1) Includes an indeterminate number of shares of Common Stock as may be issuable in the event of stock splits, stock dividends or similar transactions in accordance with Rule 416 under the Securities Act of 1933, as amended.
  - (2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, based on the average of the high and low sale prices per share of Common Stock as reported on the New York Stock Exchange on May 29, 2007.
  - (3) Computed in accordance with Rule 457(h) and Section 6(b) under the Securities Act of 1933 by multiplying (A) the proposed maximum aggregate offering price for all securities to be registered by (B) 0.0000307.
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EXPLANATORY NOTE

We are filing this Registration Statement to register an additional 8,000,000 shares of our common stock, par value \$0.01 per share (the Common Stock ), for issuance under the Citadel Broadcasting Corporation Amended and Restated 2002 Long-Term Incentive Plan (the Plan ). The increase in the number of shares authorized for issuance under the Plan, as well as certain other amendments to the Plan that are described in our definitive proxy statement for our 2007 annual meeting of stockholders, were approved by our stockholders at our 2007 annual meeting held on May 22, 2007. We announced this stockholders approval in a current report filed on Form 8-K with the Securities and Exchange Commission (the Commission ) on May 25, 2007. The full text of the Plan, as amended by that stockholder approval, will be sent to employees pursuant to Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the Securities Act ), and is available on the Commission s website as an exhibit to our Current Report on Form 8-K, filed with the Commission on May 25, 2007. We previously filed a registration statement on Form S-8 (Reg. No. 333-109779) on October 17, 2003 covering 5,000,000 shares of our Common Stock authorized for issuance under the original version of the Plan and a registration statement on Form S-8 (Reg. No. 333-125502) on June 3, 2005 covering an additional 5,000,000 shares of our Common Stock authorized for issuance under the Plan, as amended and restated on May 24, 2005. Pursuant to General Instruction E to Form S-8, the contents of those earlier registration statements, including the periodic and current reports that we filed with the Commission after the effectiveness of the earlier registration statements, are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those Items of Form S-8 containing new information not contained in the earlier registration statements are presented herein.

References to we, us, our and the Registrant refer to Citadel Broadcasting Corporation, a Delaware corporation.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

We hereby incorporate by reference into this Registration Statement the following documents:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed with the Commission on March 16, 2007.
- (b) Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2007, filed with the Commission on May 10, 2007.
- (c) Our Current Report on Form 8-K, filed with the Commission on March 2, 2007.
- (d) Our Current Report on Form 8-K, filed with the Commission on May 25, 2007.
- (e) Our Registration Statement on Form 8-A (Reg. No. 001-31740), filed with the Commission on July 22, 2003, in which there are described the terms, rights and provisions applicable to our outstanding Common Stock.

In addition, all documents and reports and any future filings made by us with the Commission under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents or reports. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so

modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel**

Certain legal matters with respect to the issuance of the securities offered hereby will be passed upon for us by Kirkland & Ellis LLP.

**Item 8. Exhibits**

See accompanying Exhibit Index for a list of Exhibits to this Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 30, 2007.

**CITADEL BROADCASTING CORPORATION**

By: /s/ Farid Suleman  
Name: Farid Suleman  
Title: Chief Executive Officer and Chairman

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Farid Suleman, Robert G. Freedline, Jacquelyn J. Orr, Patricia Stratford and Randy L. Taylor, jointly and severally, as his or her true and lawful attorneys-in-fact and agents with full powers of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and any and all additional registration statements pursuant to Instruction E to Form S-8 and any and all documents in connection therewith, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifies, approves and confirms all that his or her said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

**SIGNATURES**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Farid Suleman Farid Suleman	Chief Executive Officer and Chairman (Principal Executive Officer)	May 30, 2007
/s/ Robert G. Freedline Robert G. Freedline	Chief Financial Officer (Principal Financial Officer)	May 30, 2007
/s/ Randy L. Taylor Randy L. Taylor	Vice President-Finance (Principal Accounting Officer)	May 30, 2007
/s/ Katherine Brown Katherine Brown	Director	May 30, 2007
/s/ J. Anthony Forstmann J. Anthony Forstmann	Director	May 30, 2007
/s/ Theodore J. Forstmann Theodore J. Forstmann	Director	May 30, 2007
/s/ Michael A. Miles Michael A. Miles	Director	May 30, 2007
/s/ Michael J. Regan Michael J. Regan	Director	May 30, 2007
Charles P. Rose, Jr.	Director	
/s/ Herbert J. Siegel Herbert J. Siegel	Director	May 30, 2007
/s/ Wayne T. Smith Wayne T. Smith	Director	May 30, 2007

**INDEX TO EXHIBITS**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION OF EXHIBIT</b>
4.1	Citadel Broadcasting Corporation Amended and Restated 2002 Long-Term Incentive Plan, incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on May 25, 2007.
4.2	Form of Stock Option Agreement for use under the Plan, incorporated herein by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-109779), filed with the Commission on October 17, 2003.
4.3	Form of Stock Option Agreement under the Plan, incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report for the quarterly period ended June 30, 2006 on Form 10-Q, filed with the Commission on August 9, 2006.
4.4	Form of Restricted Stock Agreement under the Plan, incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report for the quarterly period ended June 30, 2006 on Form 10-Q, filed with the Commission on August 9, 2006.
4.5	Form of Performance Share Agreement, incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report for the quarterly period ended March 31, 2006 on Form 10-Q, filed with the Commission on May 10, 2006.
5.1*	Opinion of Kirkland & Ellis LLP.
23.1*	Consent of Kirkland & Ellis LLP (included in the opinion filed herewith as Exhibit 5.1).
23.2*	Consent of Deloitte & Touche LLP.
24*	Power of Attorney (included on the signature pages).

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\* Filed herewith.