

CITADEL BROADCASTING CORP  
Form 8-K  
December 04, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**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 30, 2007**

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**CITADEL BROADCASTING CORPORATION**

**(Exact Name of Registrant as Specified in Its Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of**  
**Incorporation)**

**001-31740**  
**(Commission File Number)**

**51-0405729**  
**(IRS Employer Identification No.)**

**City Center West, Suite 400**

**7201 West Lake Mead Blvd.**

**Las Vegas, Nevada 89128**

**(Address of Principal Executive Offices, Including Zip Code)**

**(702) 804-5200**

**(Registrant's Telephone Number, Including Area Code)**

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)

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- “ 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-(b))
  
  - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On November 30, 2007, Citadel Broadcasting Corporation ( Citadel ) entered into an indemnification agreement (the Indemnification Agreement ) with Thomas Reifenheiser in connection with his election to Citadel s Board of Directors (the Board ). The Indemnification Agreement provides for Citadel to indemnify Mr. Reifenheiser for certain expenses and liabilities that may arise in connection with his service as a director, as described in such Indemnification Agreement. A copy of the Indemnification Agreement is filed herewith as Exhibit 10.1.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) As of November 30, 2007, the Board elected Thomas Reifenheiser to the Board to serve as a Class II director to fill the vacancy created by Katherine Brown s resignation. Mr. Reifenheiser s term will expire on the date of Citadel s annual meeting of shareholders in 2008 or when his successor has been elected and has qualified. Citadel issued a press release announcing Mr. Reifenheiser s election to the Board on December 4, 2007, which is filed herewith as Exhibit 99.1.

Mr. Reifenheiser will be compensated for his service as a director in accordance with Citadel s standard compensation arrangements for directors who are not employees of Citadel or general partners of Forstmann Little & Co. as described in the Current Report on Form 8-K that Citadel filed with the Securities and Exchange Commission on May 26, 2006.

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

<b>Exhibit</b>	<b>Description</b>
10.1	Indemnification Agreement, dated November 30, 2007.
99.1	Press Release issued by Citadel Broadcasting Corporation, dated December 4, 2007.

**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.

**CITADEL BROADCASTING CORPORATION**

Date: December 4, 2007

By: /s/ PATRICIA STRATFORD  
Name: Patricia Stratford

Title: Senior Vice President - Finance and Administration