

iHeartCommunications, Inc.  
Form 8-K  
October 12, 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): October 11, 2017**

**IHEARTCOMMUNICATIONS, INC.**

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

**Texas**  
**(State or other jurisdiction**

**of incorporation)**

**001-09645**  
**(Commission**

**File Number)**  
**20880 Stone Oak Pkwy.**

**74-1787539**  
**(I.R.S. Employer**

**Identification No.)**

**San Antonio, Texas 78258**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (210) 822-2828**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On October 11, 2017, (i) Clear Channel Outdoor Holdings, Inc. ( CCOH ), an indirect, non-wholly owned subsidiary of iHeartCommunications, Inc. ( iHeartCommunications ), provided notice of its intent to make a demand (the Demand ) for repayment on October 31, 2017 of \$25.0 million outstanding under the Revolving Promissory Note, dated as of November 10, 2005, between iHeartCommunications, as maker, and CCOH, as payee (as amended by the first amendment dated as of December 23, 2009 and the second amendment dated as of October 23, 2013), and (ii) the Board of Directors of CCOH declared a special cash dividend payable on October 31, 2017 to CCOH 's Class A and Class B stockholders of record at the closing of business on October 26, 2017, in an aggregate amount equal to \$25.0 million, to be funded with the proceeds of the Demand. iHeartCommunications will be entitled to receive approximately 89.5%, or approximately \$22.4 million, of the proceeds of the dividend through its wholly-owned subsidiaries. The remaining approximately 10.5% of the proceeds of the dividend, or approximately \$2.6 million, will be paid to the public stockholders of CCOH.

**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.

**IHEARTCOMMUNICATIONS, INC.**

Date: October 12, 2017

By: /s/ Lauren E. Dean  
Lauren E. Dean  
Vice President, Associate General Counsel and  
Assistant Secretary