

Clear Channel Outdoor Holdings, Inc.  
Form 8-K  
December 07, 2015

**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): December 7, 2015**

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-32663**  
**(Commission**

**File Number)**  
**200 East Basse Road**

**86-0812139**  
**(I.R.S. Employer**

**Identification No.)**

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**San Antonio, Texas 78209**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (210) 832-3700**

**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))

### Item 7.01 Regulation FD Disclosure

On December 7, 2015, Clear Channel International B.V. ( Clear Channel International ), an indirect wholly-owned subsidiary of Clear Channel Outdoor Holdings, Inc. (the Company ), distributed a confidential preliminary offering circular dated December 7, 2015 (the Offering Circular ) relating to the proposed offering (the Proposed Offering ) of \$225,000,000 aggregate principal amount of Clear Channel International s Senior Notes due 2020 to be offered and sold only to qualified institutional buyers in an unregistered offering in reliance on Rule 144A under the Securities Act of 1933, as amended (the Securities Act ), and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act.

The Company is furnishing herewith, and incorporating by reference herein, as Exhibit 99.1 attached hereto, the following sections of the Offering Circular:

Offering Circular Summary Recent Developments ;

Offering Circular Summary Summary Historical Consolidated Financial Data ;

Selected Issuer, Guarantor and Non-Guarantor Financial Data ;

Management s Discussion and Analysis of Financial Condition and Results of Operations ;

Unaudited Consolidated Financial Statements ; and

Audited Consolidated Financial Statements.

In addition, on December 7, 2015, the Company issued a press release announcing the launch of the Proposed Offering. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.2 attached hereto and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including Exhibits 99.1 and 99.2, shall not be deemed filed for the purposes of Section 18 of the Exchange Act of 1934, as amended (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall such information, including Exhibits 99.1 and 99.2, be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### Item 9.01 Financial Statements and Exhibits

#### Exhibit

| No.  | Description   |
|------|---|
| 99.1 | Sections of Clear Channel International B.V. s confidential preliminary offering circular, dated December 7, 2015 |



**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.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

Date: December 7, 2015

By: /s/ Scott D. Hamilton  
Scott D. Hamilton  
Senior Vice President, Chief Accounting Officer  
and Assistant Secretary

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 99.1                   | Sections of Clear Channel International B.V. s confidential preliminary offering circular, dated December 7, 2015 |
| 99.2                   | Press Release issued by Clear Channel Outdoor Holdings, Inc. on December 7, 2015                                  |