WELLS SCOTT
Form 4
May 02, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WELLS SCOTT

(Last) (First) (Middle)

C/O CLEAR CHANNEL OUTDOOR HOLDINGS, INC., 20880 STONE OAK PARKWAY

(Street)

SAN ANTONIO, TX 78258

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Clear Channel Outdoor Holdings, Inc. [CCO]

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP and CEO - Americas

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	05/01/2019		A		643,578 (2)	A	(1)	643,578	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (3)	$ 6.85	05/01/2019		A		338,600		(4)	03/03/2025	Common Stock	338,600
Option (Right to Buy) (5)	$ 7.71	05/01/2019		A		37,764		(6)	06/15/2025	Common Stock	37,764
Option (Right to Buy) (7)	$ 5.69	05/01/2019		A		25,654		(8)	06/03/2026	Common Stock	25,654

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS SCOTT C/O CLEAR CHANNEL OUTDOOR HOLDINGS, INC. 20880 STONE OAK PARKWAY SAN ANTONIO, TX 78258			EVP and CEO - Americas	

Signatures

/s/ Lynn A. Feldman, as Attorney-in-fact on behalf of Scott R. Wells	05/02/2019
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Received in exchange for 643,578 shares of Class A common stock of Clear Channel Outdoor Holdings, Inc. ("Old CCOH"), which merged with and into Clear Channel Holdings, Inc. (n/k/a Clear Channel Outdoor Holdings, Inc.) ("New CCOH"), with New CCOH surviving the merger (the "Merger").

(2) Includes 22,915 shares of restricted stock which vest on June 15, 2019, 82,236 shares of restricted stock which vest in two equal installments on June 3, 2019 and June 3, 2020, 88,235 shares of restricted stock which vest on June 28, 2019, 208,333 shares of restricted stock which vest in two equal installments on September 7, 2020 and September 7, 2021 and 221,729 shares of restricted stock which vest in two equal installments on September 12, 2021 and September 12, 2022.

(3) Received in exchange for 338,600 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(4) Of the options, 169,300 options are currently vested and 169,300 will vest upon the achievement of performance conditions.

(5) Received in exchange for 37,764 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(6) Of the options, 29,323 options are currently vested and 8,442 vest on June 15, 2019.

(7) Received in exchange for 25,654 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(8) Of the options, 12,827 options are currently vested and 12,827 vest in two equal installments on on June 3, 2019 and June 3, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.