

DILGER JASON
Form 4
May 02, 2019

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DILGER JASON

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Accounting Officer

(Last) (First) (Middle)

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

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

(Street)
SAN ANTONIO, TX 78258

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock ⁽¹⁾ | 05/01/2019 | | A | (A) Amount 57,468 ₍₂₎ | (D) Price <u>(1)</u> 57,468 | D | |

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

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(9-02)

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 48,873 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 8,595 shares of shares held in brokerage, 2,292 shares of restricted stock which vest on June 15, 2019, 9,868 shares of restricted stock which vest in two equal installments on June 3, 2019 and June 3, 2020, 18,213 shares of restricted stock which vest in two equal installments on September 7, 2020 and September 7, 2021 and 18,500 shares of restricted stock which vest in two equal installments on September 12, 2021 and September 12, 2022.

(3) Received in exchange for 3,078 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(4) Of the options, 1,539 options are currently vested and 1,539 vest in two equal installments on June 3, 2019 and June 3, 2020.

(5) Received in exchange for 3,776 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(6) Of the options, 2,832 options are currently vested and 944 vest on June 15, 2019.

(7) Received in exchange for 2,778 options to purchase Class A common stock of Old CCOH in connection with the Merger

(8) The options are fully vested.

(9) Received in exchange for 2,778 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(10) The options are fully vested.

(11) Received in exchange for 23,006 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(12) The options are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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