

Clear Channel Outdoor Holdings, Inc.  
Form 8-K  
February 07, 2011

**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): February 7, 2011

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-32663**  
(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 2.02 Results of Operations and Financial Condition**

On February 7, 2011, Clear Channel Outdoor Holdings, Inc. issued a press release announcing its financial results for the quarter and year ended December 31, 2010. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Results of Operations and Financial Condition**

On February 7, 2011, Clear Channel Communications, Inc. ( CCU ), an indirect parent of the registrant, issued a press release made pursuant to Rule 135c promulgated under the Securities Act announcing that it intends, subject to market and other conditions, to offer \$750 million in aggregate principal amount of priority guarantee notes due 2021 (the Notes ) in a private offering to be offered and sold only to qualified institutional buyers in an unregistered offering pursuant to Rule 144A under 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.

This current report on Form 8-K is neither an offer to sell nor the solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

A copy of the press release announcing the private offering of the Notes is attached hereto as Exhibit 99.2 and incorporated herein by reference.

On February 7, 2011, CCU also announced that it intends to pursue amendments to its senior secured credit facilities and its receivables based credit facility. The full text of the press release is attached hereto as Exhibit 99.3 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 99.1 Press Release issued by Clear Channel Outdoor Holdings, Inc. on February 7, 2011
- 99.2 Press Release issued by Clear Channel Communications, Inc. on February 7, 2011
- 99.3 Press Release issued by Clear Channel Communications, Inc. on February 7, 2011

**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: February 7, 2011

By: /s/ Scott D. Hamilton  
Scott D. Hamilton  
Chief Accounting Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Clear Channel Outdoor Holdings, Inc. on February 7, 2011
99.2	Press Release issued by Clear Channel Communications, Inc. on February 7, 2011
99.3	Press Release issued by Clear Channel Communications, Inc. on February 7, 2011