

WESTWOOD ONE INC /DE/

Form 10-Q/A

August 22, 2008

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

**FORM 10-Q/A  
(Amendment No. 1)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2008  
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 0-14691  
WESTWOOD ONE, INC.  
(Exact name of registrant as specified in its charter)**

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

**95-3980449**  
(I.R.S. Employer  
Identification No.)

**40 West 57<sup>th</sup> Street, 5<sup>th</sup> Floor, New York, NY**  
(Address of principal executive offices)

**10019**  
(Zip Code)

**(212) 641-2000**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 ( Exchange Act ) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares of stock outstanding at June 30, 2008 (excluding treasury shares):

Common stock, par value \$.01 per share 101,344,822 shares

Class B stock, par value \$.01 per share 291,722 shares

Convertible Preferred Stock, par value \$.01 per share 75,000 shares

**Explanatory Note**

This Amendment No. 1 on Form 10-Q/A amends our Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 filed with the SEC on August 11, 2008 (the Original 10-Q ). This amendment replaces Exhibit 3.1, which was previously filed with the Original 10-Q.

Except for the information described above, the Company has not modified or updated disclosures provided in the Original 10-Q in this Form 10-Q/A. Accordingly this Form 10-Q/A does not reflect events occurring after the filing of

the Original 10-Q or modify or update those disclosures affected by subsequent events. Information not affected by this amendment is unchanged and reflects the disclosures made at the time the Original 10-Q was filed.

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SIGNATURES

EXHIBIT INDEX

Exhibit 3.1

Exhibit 31.a

Exhibit 31.b

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**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 thereunto duly authorized.

WESTWOOD ONE, INC.

By: /S/ Thomas F.X. Beusse

Name: Thomas F.X. Beusse  
Title: Chief Executive Officer

By: /S/ Gary J. Yusko

Name: Gary J. Yusko  
Title: Chief Financial Officer

Date: August 22, 2008

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1*	Restated Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware.
31.a*	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.b*	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.