
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): October 19, 2013

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)

86-0812139
(I.R.S. Employer
Identification No.)

200 East Basse Road
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))
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Item 8.01 Other Events

On October 21, 2013, Clear Channel Outdoor Holdings, Inc. (the “Company”) issued a press release announcing that on October 19, 2013, in accordance with the terms of the Stipulation of Settlement, dated July 8, 2013, among the Company, a special litigation committee consisting of certain independent directors of the Company, Clear Channel Communications, Inc. (“CCU”), the Company’s indirect parent company, and the other parties thereto, (i) the Company notified CCU of its intent to make a demand (the “Demand”) for repayment on November 8, 2013 of \$200,000,000 outstanding under the Revolving Promissory Note, dated as of November 10, 2005, between CCU, as maker, and the Company, as payee (as amended by the first amendment dated as of December 23, 2009, the “Due from CCU Note”), and (ii) the board of directors of the Company declared a special cash dividend payable in cash on November 8, 2013 to Class A and Class B stockholders of record at the closing of business on November 5, 2013, in an aggregate amount equal to \$200,000,000 (or approximately \$0.56 per share, based on shares outstanding at the close of business on September 30, 2013), conditioned only upon CCU satisfying the Demand. As the indirect parent of the Company, CCU will be entitled to approximately 88% of the proceeds from the dividend through its wholly owned subsidiaries. The remaining approximately 12% of the proceeds from the dividend, or approximately \$24 million, will be paid to the public stockholders of the Company. Following satisfaction of the Demand, the balance outstanding under the Due from CCU Note will be reduced by \$200,000,000. As of September 30, 2013, the outstanding balance of the Due from CCU Note was \$944,628,469.

A copy of the press release is furnished herewith as Exhibit 99.1 and is 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 October 21, 2013.

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: October 21, 2013

By: /s/ Hamlet T. Newsom, Jr.

Hamlet T. Newsom, Jr.
Vice President, Associate General Counsel and
Assistant Secretary

Exhibit Index

Exhibit No.	Description
99.1	Press Release issued by Clear Channel Outdoor Holdings, Inc. on October 21, 2013.

FOR IMMEDIATE RELEASE

CLEAR CHANNEL OUTDOOR DECLARES SPECIAL CASH DIVIDEND

San Antonio, October 21, 2013... In accordance with the terms of the Stipulation of Settlement, dated July 8, 2013, among Clear Channel Outdoor Holdings, Inc. (the “Company”) (NYSE: CCO), a special litigation committee consisting of certain independent directors of the Company, Clear Channel Communications, Inc. (“CCU”), the Company’s indirect parent company, and the other parties thereto, the Company announced today (i) that it notified CCU of its intent to make a demand (the “Demand”) for repayment on November 8, 2013 of \$200,000,000 outstanding under the Revolving Promissory Note, dated as of November 10, 2005, between CCU, as maker, and the Company, as payee (as amended by the first amendment dated as of December 23, 2009, the “Due from CCU Note”), and (ii) that its board of directors declared a special cash dividend payable in cash on November 8, 2013 to Class A and Class B stockholders of record at the closing of business on November 5, 2013, in an aggregate amount equal to \$200,000,000 (or approximately \$0.56 per share, based on shares outstanding at the close of business on September 30, 2013), conditioned only on CCU satisfying the Demand. As the indirect parent of the Company, CCU will be entitled to approximately 88% of the proceeds from the dividend through its wholly-owned subsidiaries. The remaining approximately 12% of the proceeds from the dividend, or approximately \$24 million, will be paid to the public stockholders of the Company. Following satisfaction of the Demand, the balance outstanding under the Due from CCU Note will be reduced by \$200,000,000. As of September 30, 2013, the outstanding balance of the Due from CCU Note was \$944,628,469.

About Clear Channel Outdoor Holdings, Inc.

Clear Channel Outdoor Holdings, Inc., (NYSE: CCO) is one of the world’s largest outdoor advertising companies, with more than 750,000 displays in over 40 countries across five continents, including 48 of the 50 largest markets in the United States. Clear Channel Outdoor Holdings offers many types of displays across its global platform to meet the advertising needs of its customers. This includes a growing digital platform that now offers over 1,000 digital billboards across 37 U.S. markets. Clear Channel Outdoor Holdings’ International segment operates in nearly 30 countries across Asia, Australia, Europe and Latin America in a wide variety of formats. More information is available at www.clearchanneloutdoor.com and www.clearchannelinternational.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements based on our expectations. These forward-looking statements include all statements other than those made solely with respect to historical facts. Numerous risks, uncertainties and other factors may cause actual results to differ materially from those expressed in these forward-looking statements. Many of the factors that will determine the outcome of the subject matter of this press release are beyond our ability to control or predict. We undertake no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise, including CCU’s satisfaction of the Demand, which is a condition to the payment of the dividend.

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