SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] BROADER MEDIA, LLC | | 2. Date of Event Requiring Statement (Month/Day/Year) 12/03/2015 | 3. Issuer Name and Ticker or Trading Symbol <u>Clear Channel Outdoor Holdings, Inc.</u> [CCO] | | | | |
|--|-------------------------------|--|---|---|--|--|--|
| | 200 EAST BASSE ROAD SUITE 100 | | | 4. Relationship of Reporting Person(s) f (Check all applicable) Director X Officer (give title below) | to Issuer 10% Owner Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) | |
| (Street) SAN ANTONIO | ТХ | 78209 | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | | | | Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|--|--|--|
|---------------------------------|--|--|--|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | Conversion or Exercise | Form: Direct (D) or | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---------------------|--------------------|--|----------------------------------|--|------------------------|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Indirect (I) Derivative (Instr. 5) Security | | |
| Class B Common Stock | (1)(2) | (1)(2) | Class A Common Stock | 100,000,000(3) | (4) | D | |

Explanation of Responses:

1. Each share of Class B Common Stock of the Issuer is convertible at any time into one share of Class A Common Stock, subject to certain limited exceptions.

2. Each share of Class B Common Stock will automatically convert into one share of Class A Common Stock upon any transfer, subject to certain limited exceptions, including transfer to affiliates.

3. Clear Channel Holdings, Inc., iHeartCommunications, Inc., iHeartMedia Capital I, LLC, iHeartMedia Capital II, LLC and iHeartMedia, Inc., the direct and indirect parents of the Reporting Person, are indirect beneficial owners of the reported securities.

4. Any conversions are effected on a one-for-one basis.

Remarks:

<u>/s/ Lauren E. Dean, as Vice</u> <u>President, Assistant General</u> <u>Counsel and Assistant Secretary</u>

12/09/2015

** Signature of Reporting Person

Date

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

 * If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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 Number.