
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 13, 2007 (December 7, 2007)

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-32663
(Commission File Number)

86-0812139
(IRS Employer Identification No.)

200 E. Basse Rd.
San Antonio, TX 78209
(Address of Principal Executive Offices, Including Zip Code)

210-832-3700
(Registrant's Telephone Number, Including Area Code)

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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INFORMATION TO BE INCLUDED IN THIS REPORT

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 7, 2007, the Board of Directors of Clear Channel Outdoor Holdings, Inc. (the "*Company*") approved an amendment to the Amended and Restated By-Laws of the Company.

The amendment to the Amended and Restated By-Laws of the Company amended Article V, Sections 5.1 of the Company's bylaws to facilitate the issuance of shares in book entry form in order for the Company to be eligible to participate in the Direct Registration System as required by the New York Stock Exchange.

The amendment to the Amended and Restated By-Laws of the Company is effective as of December 7, 2007. The foregoing description of the amendment to the Company's bylaws is not complete and is qualified in its entirety by reference to the text of the amendment to the bylaws of the Company attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this Report:

<u>Exhibit Number</u>	<u>Description</u>
3.1	First Amendment to the Amended and Restated By-Laws of Clear Channel Outdoor Holdings, Inc. dated December 7, 2007

SIGNATURE

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: December 13, 2007

By: /s/ Herbert W. Hill, Jr.
Herbert W. Hill, Jr.
Sr. Vice President/Chief Accounting Officer

**FIRST AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS OF
CLEAR CHANNEL OUTDOOR HOLDINGS, INC.
A Delaware Corporation
(Adopted December 7, 2007)**

This First Amendment to the Amended and Restated By-Laws of Clear Channel Outdoor Holdings, Inc. (the *'Bylaws'*) hereby amends the Bylaws in the following respect: Article V, Section 5.1 is hereby amended and restated to read in its entirety as follows:

“SECTION 5.1 **Certificated and Uncertificated Shares; Transfers.** The shares of stock of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the Corporation shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate representing the number of shares registered in certificate form. The certificates of stock shall be signed, countersigned and registered in such manner as the Board of Directors may by resolution prescribe, which resolution may permit all or any of the signatures on such certificates to be in facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.”

CERTIFICATION

I, the undersigned officer, hereby certify that the foregoing First Amendment to the Amended and Restated By-Laws of Clear Channel Outdoor Holdings, Inc. was duly adopted by the Board of Directors of Clear Channel Outdoor Holdings, Inc.

Date: December 7, 2007

By: /s/ Herbert W. Hill, Jr.
Name: Herbert W. Hill, Jr.
Title: Sr. Vice President/Chief Accounting Officer