
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

Clear Channel Outdoor Holdings, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

18451C109

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) DW Partners, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) " (b) "	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,658,350
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,658,350
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,658,350	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* "	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.9%**	
12	TYPE OF REPORTING PERSON* PN, IA	

* SEE INSTRUCTIONS BEFORE FILLING OUT
** SEE ITEM 4(b).

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) DW Investment Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) " (b) "	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,658,350
	7	SOLE DISPOSITIVE POWER 0
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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,658,350	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* "	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.9%**	
12	TYPE OF REPORTING PERSON* OO, HC	

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4(b).

SCHEDULE 13G

This Schedule 13G (this “Schedule 13G”) is being filed on behalf of DW Partners, LP, a Delaware limited partnership (“DWP”) and DW Investment Partners, LLC, a Delaware limited liability company (“DWIP”), relating to the Common Stock, \$.01 par value, (the “Common Stock”), of Clear Channel Outdoor Holdings, Inc. a Delaware corporation (the “Issuer”).

This Schedule 13G relates to Common Stock of the Issuer purchased by DWP through the accounts of certain private funds (collectively, the “Funds”). DWP serves as the investment manager to the Funds and may direct the vote and dispose of the 2,658,350 shares of Common Stock held by the Funds. DWIP serves as the general partner of DWP and may direct DWP to direct the vote and disposition of the 2,658,350 shares of Common Stock held by the Funds.

Item 1(a) Name of Issuer.

Clear Channel Outdoor Holdings, Inc.

Item 1(b) Address of Issuer’s Principal Executive Offices.

200 East Basse Road, San Antonio, Texas

Item 2(a) Name of Person Filing.

DW Partners, LP (“DWP”) and DW Investment Partners, LLC (“DWIP”).

Item 2(b) Address of Principal Business Office, or, if none, Residence.

590 Madison Avenue, 9th Floor
New York, NY 10022

Item 2(c) Citizenship or Place of Organization.

DWP is a limited partnership organized under the laws of the State of Delaware. DWIP is a limited liability company organized under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities.

Common Stock, \$.01 par value (the “Common Stock”).

Item 2(e) CUSIP Number.

18451C109

Item 3 Reporting Person.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) “ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) “ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) “ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) “ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) x An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) “ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) x A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) “ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) “ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) “ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership.

- (a) DWP and DWIP are the beneficial owners of 2,658,350 shares of Common Stock.
- (b) DWP and DWIP are the beneficial owners of 5.9 % of the outstanding shares of Common Stock. This percentage is determined by dividing 2,658,350 by 44,936,373, the number of shares of Common Stock issued and outstanding as of November 28, 2014, as reported in the Issuer’s most recent Form 10-Q filed on December 10, 2014.

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- (c) DWP, as the investment adviser to the Funds, may direct the vote and dispose of the 2,658,350 shares of Common Stock held by the Funds. DWIP, as the general partner of DWP, may direct it to direct the vote and dispose of the 2,658,350 shares of Common Stock held by the Funds.

Item 5 Ownership of Five Percent or Less of a Class.

Inapplicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits Exhibit 99.1

Joint Filing Agreement dated February 13, 2015, by and among DWP and DWIP.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

DW Partners, LP

By: DW Investment Partners, LLC, general partner

By: /s/ David Warren

David Warren

Authorized Person

DW INVESTMENT PARTNERS, LLC

By: /s/ David Warren

David Warren

Authorized Person

EXHIBIT 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$.01 par value, of Clear Channel Outdoor, Inc., a Delaware corporation, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 13, 2015.

DW PARTNERS, LP

By: DW Investment Partners, LLC, general partner

By: /s/ David Warren
David Warren
Authorized Person

DW INVESTMENT PARTNERS, LLC

By: /s/ David Warren
David Warren
Authorized Person