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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 26, 2017**

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**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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

**001-32663**  
(Commission  
File Number)

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

**200 East Basse Road, Suite 100**  
**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)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- ☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 26, 2017, at the Annual Meeting of Stockholders of Clear Channel Outdoor Holdings, Inc. (the “Company”), the Company’s stockholders approved the Company’s 2012 Amended and Restated Stock Incentive Plan (the “Plan”). The Plan, which amends and restates the Company’s 2012 Stock Incentive Plan, is a broad-based incentive plan that provides for granting stock options, stock appreciation rights, restricted stock, deferred stock awards, and performance-based cash and stock awards to any of the Company’s or its subsidiaries’ present or future directors, officers, employees, consultants, or advisers. A description of the material terms of the Plan is set forth under the heading “PROPOSAL 4: APPROVAL OF THE ADOPTION OF THE 2012 AMENDED AND RESTATED STOCK INCENTIVE PLAN” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 19, 2017, which description is hereby incorporated by reference into this Item 5.02. The summary of the 2012 Amended and Restated Stock Incentive Plan below is qualified in its entirety by reference to the full text of the plan filed herewith as Exhibit 10.1 and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 26, 2017, the Company held its Annual Meeting of Stockholders. Set forth below are the final voting results for each proposal submitted to a vote of the stockholders at the Company’s Annual Meeting of Stockholders.

1. The Company’s stockholders elected the following nominee for director to serve as a Class II director for a three-year term or until her successor shall have been elected and qualified.

**Proposal 1: Election of Directors**

|                                    | <b>For</b>    | <b>Withheld</b> | <b>Broker<br/>Non-Vote</b> |
|------------------------------------|---------------|-----------------|----------------------------|
| <b><u>Class A Common Stock</u></b> |               |                 |                            |
| Olivia Sabine                      | 24,261,138    | 16,694,061      | 4,531,233                  |
| <b><u>Class B Common Stock</u></b> |               |                 |                            |
| Olivia Sabine                      | 6,300,000,000 | —               | —                          |
| <b><u>Total</u></b>                |               |                 |                            |
| Olivia Sabine                      | 6,324,261,138 | 16,694,061      | 4,531,233                  |

2. The advisory resolution on executive compensation was approved.

**Proposal 2: Approval of the advisory (non-binding) resolution on executive compensation**

|                                    | <b>For</b>           | <b>Against</b>   | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|------------------------------------|----------------------|------------------|----------------|----------------------------|
| <b><u>Class A Common Stock</u></b> | 34,753,517           | 6,031,232        | 170,450        | 4,531,233                  |
| <b><u>Class B Common Stock</u></b> | 6,300,000,000        | —                | —              | N/A                        |
| <b><u>Total</u></b>                | <u>6,334,753,517</u> | <u>6,031,232</u> | <u>170,450</u> | <u>4,531,233</u>           |

3. In the advisory vote on the frequency of future advisory votes on executive compensation, votes were cast as set forth below. In light of the voting results, the Company’s Board of Directors has decided that the Company will include an advisory vote on executive compensation in its proxy materials once every three years until the next required advisory vote on the frequency of future advisory votes on executive compensation. In accordance with the rules and regulations of the Securities and Exchange Commission, the Company is required to hold an advisory vote on the frequency of future advisory votes on executive compensation at least once every six years.

**Proposal 3: Advisory (non-binding) vote on the frequency of future advisory votes on executive compensation**

|                             | <u>1 year</u>     | <u>2 years</u> | <u>3 years</u>       | <u>Abstain</u> | <u>Broker<br/>Non-Vote</u> |
|-----------------------------|-------------------|----------------|----------------------|----------------|----------------------------|
| <b>Class A Common Stock</b> | 18,978,594        | 33,820         | 21,782,120           | 160,665        | 4,531,233                  |
| <b>Class B Common Stock</b> | —                 | —              | 6,300,000,000        | —              | N/A                        |
| <b>Total</b>                | <u>18,978,594</u> | <u>33,820</u>  | <u>6,321,782,120</u> | <u>160,665</u> | <u>4,531,233</u>           |

4. The adoption of the 2012 Amended and Restated Stock Incentive Plan was approved.

**Proposal 4: Adoption of 2012 Amended and Restated Stock Incentive Plan**

|                             | <u>For</u>           | <u>Against</u> | <u>Abstain</u> | <u>Broker<br/>Non-Vote</u> |
|-----------------------------|----------------------|----------------|----------------|----------------------------|
| <b>Class A Common Stock</b> | 39,955,271           | 811,565        | 188,363        | 4,531,233                  |
| <b>Class B Common Stock</b> | 6,300,000,000        | —              | —              | N/A                        |
| <b>Total</b>                | <u>6,339,955,271</u> | <u>811,565</u> | <u>188,363</u> | <u>4,531,233</u>           |

5. The selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2017 was ratified.

**Proposal 5: Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the year ending December 31, 2017**

|                             | <u>For</u>           | <u>Against</u> | <u>Abstain</u> | <u>Broker<br/>Non-Vote</u> |
|-----------------------------|----------------------|----------------|----------------|----------------------------|
| <b>Class A Common Stock</b> | 45,056,019           | 183,700        | 246,713        | N/A                        |
| <b>Class B Common Stock</b> | 6,300,000,000        | —              | —              | N/A                        |
| <b>Total</b>                | <u>6,345,056,019</u> | <u>183,700</u> | <u>246,713</u> | <u>N/A</u>                 |

6. The Company's stockholders elected the following nominee for director to serve as a Class II director for a three-year term or until his successor shall have been elected and qualified.

**Proposal 6: Election of Paul Keglevic as Director**

|                                    | <u>For</u>    | <u>Withheld</u> | <u>Broker<br/>Non-Vote</u> |
|------------------------------------|---------------|-----------------|----------------------------|
| <b><u>Class A Common Stock</u></b> |               |                 |                            |
| Paul Keglevic                      | 35,064,071    | 1,175,316       | 4,842,863                  |
| <b><u>Class B Common Stock</u></b> |               |                 |                            |
| Paul Keglevic                      | 6,300,000,000 | —               | N/A                        |
| <b><u>Total</u></b>                |               |                 |                            |
| Paul Keglevic                      | 6,335,064,071 | 1,175,316       | 4,842,863                  |

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 10.1               | Clear Channel Outdoor Holdings, Inc. 2012 Amended and Restated Stock Incentive Plan (Incorporated by reference to Appendix B to the Clear Channel Outdoor Holdings, Inc. definitive proxy statement on Schedule 14A for its 2017 Annual Meeting of Stockholders filed on April 19, 2017). |

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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 hereunto duly authorized.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

Date: June 1, 2017

By: /s/ Lauren E. Dean

Lauren E. Dean  
Vice President, Associate General Counsel and  
Assistant Secretary