
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 11-K

☒ Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2016

or

☐ Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number
001-32663

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

iHEART MEDIA, INC. 401(k) SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.
200 East Basse Road, Suite 100
San Antonio, Texas 78209
Telephone (210) 832-3700**

iHeart Media, Inc. 401(k) Savings Plan
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December 31, 2016 and 2015

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Report of Independent Registered Public Accounting Firm

To the Plan Administrator
iHeart Media, Inc. 401(k) Savings Plan
San Antonio, Texas

We have audited the accompanying statements of net assets available for benefits of the iHeart Media, Inc. 401(k) Savings Plan as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the iHeart Media, Inc. 401(k) Savings Plan at December 31, 2016 and 2015, and the changes in its net assets available for benefits for the year ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2016 has been subjected to audit procedures performed in conjunction with the audit of the iHeart Media, Inc. 401(k) Savings Plan financial statements. The information in the supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the information, we evaluated whether such information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Ernst & Young LLP

San Antonio, Texas
June 16, 2017

iHeart Media, Inc. 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

Assets	2016	2015
Investments at Fair Value:		
Plan interest in iHeart Media, Inc. Master Trust	\$ 939,627,572	\$ 875,648,418
Total investments, at fair value	939,627,572	875,648,418
Receivables:		
Employer contributions	628,311	560,031
Participants' contributions	2,001,441	1,773,246
Notes receivable from participants	14,891,733	15,363,646
Total receivables	17,521,485	17,696,923
Total assets	957,149,057	893,345,341
Net assets available for benefits	\$ 957,149,057	\$ 893,345,341

See Notes to Financial Statements

iHeart Media, Inc. 401(k) Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2016

Investment Income:

Plan interest in iHeart Media, Inc. Master Trust	\$ 76,560,096
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Interest income on notes receivable from participants

629,376

77,189,472

Contributions:

Employer	15,830,934
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Participants	48,070,903
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Rollovers	5,150,852
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Total contributions	69,052,689
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Total additions	146,242,161
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Deductions

Benefits paid to participants	82,181,286
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Administrative expenses	257,159
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Total deductions	82,438,445
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Net increase

63,803,716

Net assets available for benefits, beginning of year

893,345,341

Net assets available for benefits, end of year

\$ 957,149,057

See Notes to Financial Statements

iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015

Note 1: Description of Plan

The following description of the iHeart Media, Inc. 401(k) Savings Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan generally covering all eligible employees of iHeartMedia, Inc. (the "Company" or the "Plan Sponsor"). Employees become eligible to participate in the Plan after completing 90 days of service and attainment of age 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants may elect to defer a portion of their compensation by an amount that does not exceed the maximum allowed under Internal Revenue Service (IRS) rules and regulations. Each year, participants may elect to contribute up to 25% of their eligible pay on a pre-tax basis, up to the annual IRS maximum 401(k) deferral limit of \$18,000 in 2016. The Plan sponsor limits the 401(k) deferral percentage elections of all highly compensated employees in the Plan to a maximum of 5% of pay. The IRS limits the amount of compensation that can be taken into account for Plan purposes. For 2016, the qualified plan compensation limit was \$265,000. Employees participating in the Plan who attained age 50 by December 31 are eligible to contribute an additional \$6,000 in pre-tax "catch-up" contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one unitized majority-owned subsidiary common stock fund (Clear Channel Outdoor Holdings, Inc.) and various registered investment funds.

Employer contributions to the Plan include matching contributions, currently in an amount equal to 50% of the first 5% of each participant's voluntary contributions under the Plan. Additionally, elective contributions may be made annually at the discretion of the Plan sponsor's Board of Directors. The employer matching contribution was \$15,830,934 for the year ended December 31, 2016. No employer elective contributions were made for the year ended December 31, 2016.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Plan sponsor's contribution and Plan earnings (losses) and charged with certain stock fund expenses and transaction fees. Allocations are based on participant account balances and participant-directed transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015**

Forfeitures

Participant forfeitures of non-vested contributions and unclaimed benefits are used to reduce employer contributions to the Plan. For the year ended December 31, 2016, \$550,000 in forfeitures were used to reduce employer contributions. Unallocated forfeitures as of December 31, 2016 and 2015, were approximately \$125,321 and \$344,765, respectively.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan sponsor's contributions is based on years of continuous service. A participant is 100% vested in the Plan sponsor's contributions to the participant's account after five years of credited service (or upon the death or disability of the participant or attainment of age 65).

Notes Receivable From Participants

Participants may borrow from \$1,000 up to a maximum of the lesser of (i) \$50,000 reduced by the excess, if any, of (A) the highest outstanding balance of loans to the participant from the Plan during the one-year period ending on the day before the day the loan is made, over (B) the outstanding balance of loans to the participant from the Plan on the date on which the loan is made, or (ii) 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear a fixed interest rate equal to 1% above the prime rate as reported in the Wall Street Journal for the last business day of the quarter preceding the calendar quarter in which the loan is processed unless such rate is not "reasonable" within the meaning of ERISA, in which case a reasonable rate of interest shall be used.

Rollovers

Rollovers represent transfers of eligible cash distributions from any other qualified plans through a direct transfer from such plan.

Payment of Benefits

On termination of employment, the Plan provides that benefits will be paid by a lump-sum distribution, a rollover or a combination of a lump-sum and rollover. Participants also may elect to receive all or part of their funds invested in the Clear Channel Outdoor Holdings, Inc. stock fund in the form of shares of Clear Channel Outdoor Holdings, Inc. Class A common stock, subject to Plan requirements. The Plan sponsor encourages terminated participants to review the distribution options available under the Plan.

**iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015**

The Plan sponsor may periodically distribute the funds of terminated participants who do not make a distribution election. If the vested account balance is \$1,000 or less upon termination of employment, the funds will be distributed in the form of a lump-sum distribution unless the participant has elected to rollover the distribution. If the vested account balance is greater than \$1,000 but less than \$5,000 upon termination of employment, the distribution will be paid in the form of a direct rollover to an individual retirement plan designated by the iHeart Media, Inc. Retirement Benefits Committee unless the participant has elected to receive the distribution in a lump-sum payment or as a direct rollover. For benefits over \$5,000 upon termination of employment, participants may elect to have benefits paid by lump-sum distribution, remain in the Plan until the earlier of age 65 or death of the participant or rolled over into another qualified plan. Absent such an election, participants whose benefits exceed \$5,000 upon termination of employment will receive a lump-sum payment as soon as administratively feasible after reaching age 65. Hardship withdrawals are available to Plan participants upon approval.

Recent Accounting Standards

In February 2017, the Financial Accounting Standards Board issued Accounting Standards Update No. 2017-06 “Employee Benefit Plan Master Trust Reporting” (ASU 2017-06). ASU 2017-06 requires plans to report interests in a master trust and changes in the value of that interest as separate line items on the plan’s financial statements. The plans must also disclose the master trust’s investments by general type as well as other assets and liabilities and disclose the dollar amount of the plan’s interest in each category disclosed. The new standard is effective for fiscal years beginning after December 15, 2018 with retrospective application. Early adoption is permitted. Management is currently evaluating this updated guidance.

Note 2: Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment Valuation and Income Recognition

The Plan’s interest in the iHeart Media, Inc. Master Trust “(Master Trust)” is stated at fair value (see Note 4).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Payments of Benefits

Benefits are recorded when paid.

iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded as their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are recorded when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015

Note 3: Plan Interest in iHeart Media, Inc. Master Trust

The Master Trust was established for the investment of assets of the Plan and other Company sponsored retirement plans. These investments in the Master Trust consist of and are valued as follows:

- Clear Channel Outdoor Holdings, Inc. Class A common stock – quoted market price
- Registered investment funds – net asset value of shares held

The purpose of the Master Trust is the collective investment of the assets of participating employee benefit plans of the Company. Each participating plans' interest in the Master Trust is based on account balances of the participants and their elected investment fund options. The Master Trust's assets are allocated among participating plans by assigning to each plan those transactions (primarily contributions and benefit payments) which can be specifically identified and allocating among all plans investment income and administrative expenses to the individual plans on a daily basis based on each participant's account balance within each investment fund option.

The proportionate interest of the Plan in the Master Trust at December 31, 2016 and 2015, was approximately 98.1% and 98.2%, respectively. The following table presents the fair values of the Master Trust at December 31, 2016 and 2015.

	2016	2015
Investments at Fair Value:		
Clear Channel Outdoor Holdings, Inc. Class A common stock	\$ 2,404,775	\$ 1,809,338
Cash holdings	68,593	38,318
Registered investment funds	954,916,814	889,843,375
	<u>\$ 957,390,182</u>	<u>\$ 891,691,031</u>

iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015

The Plan's balance and percentage interest in each of the investment fund options of the Master Trust are as follows:

Investments at Fair Value	December 31, 2016	Percentage of Master Trust	December 31, 2015	Percentage of Master Trust
Fidelity 500 Index Institutional	\$165,436,425	98.23%	—	—
Fidelity Extended Market Index	93,717,306	98.98%	—	—
Fidelity Diversified International – Class K	57,458,725	97.95%	\$ 63,040,486	98.20%
Fidelity Growth Company Fund – Class K	81,751,134	97.41%	84,656,008	97.41%
Fidelity Low Priced Stock – Class K	58,524,022	97.92%	59,163,032	97.85%
Fidelity Freedom K Income	7,864,959	97.09%	7,925,852	97.50%
Fidelity Freedom K 2010	43,621,611	98.39%	44,508,044	98.53%
Fidelity Freedom K 2015	1,026,826	99.76%	—	—
Fidelity Freedom K 2020	50,017,928	96.30%	47,859,399	96.45%
Fidelity Freedom K 2025	2,885,083	99.05%	—	—
Fidelity Freedom K 2030	66,472,631	98.06%	59,404,078	97.91%
Fidelity Freedom K 2035	2,575,596	97.34%	—	—
Fidelity Freedom K 2040	50,633,014	97.44%	43,680,030	97.67%
Fidelity Freedom K 2045	1,391,643	95.37%	—	—
Fidelity Freedom K 2050	30,390,138	98.10%	22,367,530	98.15%
Fidelity Freedom K 2055	508,614	98.75%	—	—
Fidelity Institutional Money Market	—	—	45,650,391	98.41%
Goldman Sachs Small Cap Value Institutional	25,152,590	98.74%	20,019,847	98.83%
Prudential Total Return Bond	64,403,701	98.28%	62,378,537	98.68%
Spartan 500 Index	—	—	153,824,754	98.25%
Spartan Extended Market Index	—	—	86,837,491	99.18%
T. Rowe Price Institutional Large Cap Value	61,075,942	99.33%	54,699,565	99.35%
Vanguard Federal Money Market	53,150,748	98.83%	—	00.00%
Voya Small Cap Opportunity	19,095,568	97.85%	17,785,718	98.10%
Clear Channel Outdoor Stock Fund (unitized*)	2,473,368	100%	1,847,656	100%
	\$ 939,627,572		\$ 875,648,418	

* A non-registered fund comprised of the underlying Clear Channel Outdoor Holdings, Inc. Class A common stock and a short-term cash component.

iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015

The following table presents the investment income of the Master Trust for the year ended December 31, 2016.

Investment income	
Net appreciation in fair value of investments	\$ 43,102,741
Interest and dividends	<u>34,695,791</u>
	<u>\$ 77,798,532</u>

Note 4: Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include: (i) *Common stocks*, which are valued at the closing price reported on the active market on which the individual securities are traded; and (ii) *Registered investment funds*, which are valued at the quoted net asset value (NAV) of shares held by the Plan at year-end. There are no Level 2 or 3 securities held by the Plan.

iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015

Recurring measurements

The following tables present the fair value measurements of assets recognized in the Master Trust measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2016 and 2015:

2016				
Fair Value Measurements Using				
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Master Trust				
Registered investment funds	\$954,916,814	\$954,916,814	—	—
Common stock	2,404,775	2,404,775	—	—
Cash holdings	68,593	68,593	—	—
Total assets at fair value	<u>\$957,390,182</u>	<u>\$957,390,182</u>	<u>\$ —</u>	<u>\$ —</u>

There have been no significant changes in the valuation techniques during the year December 31, 2016. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

2015				
Fair Value Measurements Using				
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Master Trust				
Registered investment funds	\$889,843,375	\$889,843,375	—	—
Common stock	1,809,338	1,809,338	—	—
Cash holdings	38,318	38,318	—	—
Total assets at fair value	<u>\$891,691,031</u>	<u>\$891,691,031</u>	<u>\$ —</u>	<u>\$ —</u>

iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015

Note 5: Related Party Transactions

Certain Plan investments are managed by Fidelity Management Trust Company (Fidelity). Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. The Plan also invests in a non-registered fund comprised of the underlying Class A common stock of a majority-owned subsidiary (Clear Channel Outdoor Holdings, Inc.) and a short-term cash component.

The Plan sponsor paid \$3,240 in professional fees related to the Plan for the year ended December 31, 2016.

Note 6: Plan Termination

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in the employer's contributions allocated to their account.

Note 7: Tax Status

The IRS has determined and informed the Plan sponsor by a letter dated March 21, 2016 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC) and therefore, the related trust is exempt from taxation. Prior to receiving the March 21, 2016 Determination Letter for the 2014 Plan Restatement, a 2015 Plan Restatement was executed. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and therefore, believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 8: Risk and Uncertainties

The Master Trust invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

iHeart Media, Inc. 401(k) Savings Plan
Notes to Financial Statements
December 31, 2016 and 2015

During the second quarter of 2014, the FASB issued ASU no. 2014-15, *Presentation of Financial Statements – Going concern (subtopic 205-40): disclosure of uncertainties about an Entity’s ability to continue as a going concern*. This update provides U.S. GAAP guidance on management’s responsibility in evaluating whether there is substantial doubt about a company’s ability to continue as a going concern. The Plan Sponsor adopted this standard for the year ended December 31, 2016. In the Plan Sponsor’s Form 10-Q filed on May 4, 2017, the Plan Sponsor disclosed that there is substantial doubt as to the Plan Sponsor’s ability to continue as a going concern for a period of 12 months following May 4, 2017. The Plan’s management believe that the conditions which cause this substantial doubt regarding the Plan Sponsor’s ability to continue as a going concern do not impact the Plan’s ability to continue as a going concern.

SUPPLEMENTAL SCHEDULE

iHeart Media, Inc. 401(k) Savings Plan
Schedule H, Line 4i: Schedule of Assets (Held at End of Year)
EIN: 74-1787539 PN 001
December 31, 2016

Identity of issue, borrower, lessor or similar party	Description of investment including maturity, rate of interest, collateral, par or maturity value	Current Value
* Notes Receivable from Participants	Various due dates with interest rates between 3.25% - 9.25%	<u>\$ 14,891,733</u>
* Denotes party-in-interest		<u><u>\$ 14,891,733</u></u>

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

IHEART MEDIA, INC. 401(K) SAVINGS PLAN

Date: June 16, 2017

By: /s/ Michael Perkins

Michael Perkins

Chairman, Retirement Benefits Committee

EXHIBIT INDEX

Exhibit	Description
23.1*	Consent of Ernst & Young LLP

* Filed herewith.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-8 No. 333-132950 and Form S-8 No. 333-167468) pertaining to the iHeart Media, Inc. 401(k) Savings Plan of our report dated June 16, 2017, with respect to the financial statements and schedule of the iHeart Media, Inc. 401(k) Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2016.

/s/ Ernst & Young LLP

San Antonio, Texas
June 16, 2017