
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): May 16, 2018

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
(I.R.S. Employer
Identification No.)

20880 Stone Oak Parkway
San Antonio, Texas 78258
(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)

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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 16, 2018, Clear Channel Outdoor Holdings, Inc. (the “Company”) received a written notice from the New York Stock Exchange (the “NYSE”) stating that the Company was not in compliance with the NYSE’s continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual because it did not file its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018 (the “Form10-Q”) by May 15, 2018. The NYSE informed the Company in its notice that, under the NYSE’s rules, the Company would have six months from the filing due date to file the Form 10-Q with the Securities and Exchange Commission (the “SEC”).

As previously reported by the Company in its Form12b-25 filed with the SEC on May 11, 2018, the Company’s delay in filing the Form10-Q resulted from management’s determination that it was necessary and prudent to delay the filing of the Form 10-Q to allow management to focus on completing the annual report on Form10-K for the fiscal year ended December 31, 2017.

On May 22, 2018, the Company filed the Form 10-Q and regained compliance with the NYSE continued listing requirements.

In accordance with NYSE procedures, the Company issued a press release disclosing the receipt of the NYSE notice and the filing of the Form10-Q, a copy of which is attached to this Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith:

99.1 [Press Release dated May 22, 2018.](#)

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: May 22, 2018

By: /s/ Lauren E. Dean
Lauren E. Dean
Senior Vice President, Associate General Counsel and
Assistant Secretary

FOR IMMEDIATE RELEASE

CLEAR CHANNEL OUTDOOR HOLDINGS, INC. PROVIDES UPDATE ON**FORM 10-Q FILING**

San Antonio, TX, May 22, 2018 – Clear Channel Outdoor Holdings, Inc. (NYSE: CCO) (the “Company”) announced that it has filed its Quarterly Report on Form 0-Q for the fiscal quarter ended March 31, 2018 (the “Form 10-Q”). The Company had been delayed in filing the Form 10-Q on time, and, as a result, received a notice from the New York Stock Exchange (the “NYSE”) that the Company was not in compliance with the NYSE’s continued listing requirements under the timely filing criteria.

As previously disclosed, the Company’s delay in filing the Form 10-Q resulted from management’s determination that it was necessary and prudent to delay the filing of the Form 10-Q to allow management to focus on completing the annual report on Form 10-K for the fiscal year ended December 31, 2017. The Company regained compliance with the NYSE continued listing requirements upon the filing of its Form 10-Q on May 22, 2018.

About Clear Channel Outdoor Holdings, Inc.

Clear Channel Outdoor Holdings, Inc. (NYSE: CCO) is one of the world’s largest outdoor advertising companies with over 560,000 displays in 31 countries across Asia, Europe, Latin America and North America. Reaching millions of people monthly, including consumers in 43 of the top 50 U.S. markets, Clear Channel Outdoor enables advertisers to engage with consumers through innovative advertising solutions. Clear Channel Outdoor is pioneering the integration of out-of-home with mobile and social platforms, and the company’s digital platform includes more than 1,200 digital billboards across 28 markets in the U.S. and more than 14,000 digital displays in international markets. More information is available at www.clearchanneloutdoor.com and www.clearchannelinternational.com.

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