
**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): February 25, 2019

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) 822-2828

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 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 7.01 Regulation FD Disclosure.

On February 25, 2019, Clear Channel Outdoor Holdings, Inc. (the “Company”) issued a press release announcing that Brian Coleman, the current Senior Vice President and Treasurer of the Company and of iHeartMedia, Inc. (the indirect parent of the Company (“iHeartMedia”)), will become the Chief Financial Officer of the Company upon consummation of the Company’s separation from iHeartMedia in connection with iHeartMedia’s emergence from Chapter 11. The Company also announced that Lynn Feldman, currently serving as Executive Vice President and General Counsel of the Company’s Clear Channel Outdoor Americas (CCOA) division, will become Executive Vice President, General Counsel and Corporate Secretary of the Company upon consummation of the Company’s separation from iHeartMedia in connection with iHeartMedia’s emergence from Chapter 11.

A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall such information, including Exhibit 99.1, be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

This Current Report on Form 8-K and the press release incorporated by reference herein include “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as “may,” “will,” “expect,” “believe,” “would,” “estimate,” “continue,” or “future,” or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, the proposed restructuring of iHeartMedia, the composition and responsibilities of senior management and future outcomes. These forward-looking statements are based on current expectations and projections about future events. Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified, and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements.

Item 9.01 Financial Statements and Exhibits

**Exhibit
No.**

Description

99.1	<u>Press Release issued by Clear Channel Outdoor Holdings, Inc., dated February 25, 2019.</u>
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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: February 25, 2019

By: /s/ Lauren E. Dean

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

BRIAN COLEMAN TO BECOME CHIEF FINANCIAL OFFICER OF CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**Experienced Financial and Operating Executive Currently Serving as SVP and Treasurer of iHeartMedia, Inc., Coleman Will Take On New Role When Clear Channel Outdoor Holdings Becomes Standalone Public Company****Lynn Feldman To Become EVP and General Counsel of Clear Channel Outdoor Holdings, Inc.; Will Also Continue In Her Role as General Counsel and Corporate Secretary for Clear Channel Outdoor Americas**

San Antonio, TX and New York, NY – February 25, 2019 – Clear Channel Outdoor Holdings, Inc. (NYSE:CCO), a subsidiary of iHeartMedia, Inc. (PINK: IHRTQ), announced today that Brian Coleman will become Chief Financial Officer of Clear Channel Outdoor Holdings, Inc. (CCOH) when the company becomes a standalone public company upon iHeartMedia's emergence from its previously announced restructuring process.

Coleman, an experienced financial and operating executive who currently serves as Senior Vice President and Treasurer of iHeartMedia, Inc., oversees the treasury, cash management and risk management functions for both iHeartMedia and CCOH and is directly responsible for management of the companies' capital structure, liability management and liquidity. In this new role, Coleman's new responsibilities as CFO of CCOH will include assisting in the development of global financial strategy for each of the company's operating divisions; leading all global financial functions, including liquidity management and tax strategies; supporting the capital allocation process; leading all M&A activities; and managing the company's investor relations strategy, including equity and debt capital market communications. He will report to William Eccleshare, who will serve as CEO of CCOH upon the companies' separation.

The company also announced today that Lynn Feldman, currently serving as Executive Vice President and General Counsel of CCOH's Clear Channel Outdoor Americas (CCOA) division, will become Executive Vice President, General Counsel and Corporate Secretary of CCOH when it becomes a standalone company. Feldman will advise CCOH's new Board of directors and senior leadership team on all major transactions, litigation, financial strategies and other critical initiatives; be responsible for the development and execution of the legal strategy and operations that support the company's business plans; and lead the company's compliance program. Feldman, who in this new role will report to William Eccleshare, will also continue in her role as General Counsel for CCOA.

"Our number one priority as Clear Channel Outdoor Holdings prepares to become a standalone company is to build the strong leadership team that can move quickly to position us for growth and success," said Eccleshare. "Brian and Lynn both have outstanding track records at Clear Channel over the past several years, and I am confident that they possess the strategic expertise and strong operational experience to enable us to hit the ground running as a newly independent company and emerge as a leader in the global out-of-home market."

Forward-Looking Statements

This press release includes “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as “may,” “will,” “expect,” “believe,” “would,” “estimate,” “continue,” or “future,” or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, the proposed restructuring of iHeartMedia, timing to exit Chapter 11 and future outcomes. These forward-looking statements are based on current expectations and projections about future events. Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified, and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements.

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 450,000 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 [**ClearChannelOutdoor.com**](http://ClearChannelOutdoor.com) and [**ClearChannelInternational.com**](http://ClearChannelInternational.com).

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