
**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 6, 2025

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)

88-0318078
(I.R.S. Employer
Identification No.)

**4830 North Loop 1604W, Suite 111
San Antonio, Texas, 78249**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (210) 547-8800

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	CCO	New York Stock Exchange

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 6, 2025, Clear Channel Outdoor Holdings, Inc. (the “Company”) issued a press release announcing that it has completed the sale of its businesses in Mexico, Peru and Chile to lobal Media US LLC, an affiliate of Global Media, S.A. in a simultaneous sign and close transaction. The Company has received \$20 million in cash at closing and is also eligible to receive an additional \$1.25 million earn-out. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

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 Securities Exchange Act of 1934, as amended (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 of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Clear Channel Outdoor Holdings, Inc. on February 6, 2025
104	Cover Page Interactive Data File (formatted as inline XBRL)

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 6, 2025

By: /s/ Lynn A. Feldman

Lynn A. Feldman
Executive Vice President, Chief Legal Officer
and Corporate Secretary



Clear Channel Outdoor Holdings, Inc. Sells Businesses in Mexico, Peru and Chile to Global Media US LLC

SAN ANTONIO, February 6, 2025 – Clear Channel Outdoor Holdings, Inc. (NYSE: CCO) (the “Company”) today announced it has completed the sale of its businesses in Mexico, Peru and Chile to Global Media US LLC, doing business as Global Via Pública in a simultaneous sign and close transaction.

The Company has received \$20 million cash at closing based on a \$34 million Enterprise Value. The Company is also eligible to receive an additional \$1.25 million earn-out. The consideration may be subject to further customary adjustments. The Company intends to use the anticipated net proceeds from the sale to improve its liquidity position.

“The sale of our Mexico, Peru, and Chile businesses further demonstrates the progress we are making to optimize our portfolio and focus on growing our America and Airports segments while strengthening our balance sheet,” said Scott Wells, Chief Executive Officer of Clear Channel Outdoor Holdings, Inc. “The completion of this transaction reflects the commitment and dedication of our team, and I would like to thank all of our colleagues in these markets for their hard work.”

“This transaction aligns with our strategic goals and strengthens our established Latin American business,” said Federico Diez, President of Global Via Pública. “We are excited about the opportunity to continue driving business growth and leverage our media platform and teams to deliver dynamic outdoor advertising campaigns for our customers.”

The sales process for the remaining Latin American business in Brazil is ongoing.

Accounting Treatment

During the fourth quarter of 2024, the Company’s plan to sell the businesses in Mexico, Peru and Chile met the criteria to be reported as discontinued operations. In accordance with U.S. Generally Accepted Accounting Principles, starting with the release of the Company’s fourth quarter 2024 results, assets and liabilities of these discontinued operations will be presented separately in the Company’s Consolidated Balance Sheets, and results of discontinued operations will be reported as a separate component of consolidated net loss in the Company’s Consolidated Statements of Loss, for all periods presented, resulting in changes to the presentation of certain prior period amounts.

Advisors

The Company engaged Moelis & Company LLC as financial advisor to assist with the process to sell the Company's Latin American businesses.

About Clear Channel Outdoor Holdings

Clear Channel Outdoor Holdings, Inc. (NYSE: CCO) is at the forefront of driving innovation in the out-of-home advertising industry. Our dynamic advertising platform is broadening the pool of advertisers using our medium through the expansion of digital billboards and displays and the integration of data analytics and programmatic capabilities that deliver measurable campaigns that are simpler to buy. By leveraging the scale, reach and flexibility of our diverse portfolio of assets, we connect advertisers with millions of consumers every month.

For further information, please contact:

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Cautionary Statement Concerning Forward-Looking Statements

Certain statements in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The words "expect," "anticipate," "estimate" and similar words and expressions are intended to identify such forward-looking statements. In addition, any statements that refer to expectations or other characterizations of future events or circumstances, such as the use of proceeds from the sale of our Mexico, Peru and Chili businesses, our expectations with respect to optimizing our portfolio, our expectations with respect to our America and Airports businesses, our business plans and strategies and our liquidity are forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict.

Various risks that could cause future results to differ from those expressed by the forward-looking statements included in this press release are described in the section entitled “Item 1A. Risk Factors” of the Company’s reports filed with the SEC, including the Company’s Annual Report on Form 10-K for the year ended December 31, 2023. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company does not undertake any obligation to publicly update or revise any forward-looking statements because of new information, future events or otherwise.