

Clear Channel Outdoor Holdings, Inc.  
Form S-8 POS  
May 02, 2019

As filed with the Securities and Exchange Commission on May 2, 2019

Registration No. 333-167468

Registration No. 333-132950

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

**Post-Effective Amendment No. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**88-0318078**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification Number)**

**Clear Channel Outdoor Holdings, Inc.**

**20880 Stone Oak Parkway**

**San Antonio, Texas 78258**

**(Address of Registrant's Principal Executive Office) (Zip Code)**

**iHeartCommunications, Inc. 401(k) Savings Plan, as amended and restated**

**(Full Title of the Plan)**

**Lynn A. Feldman**

**Clear Channel Outdoor Holdings, Inc.**

**20880 Stone Oak Parkway**

**San Antonio, Texas 78258**

**(210) 832-3700**

**(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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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 7(a)(2)(B) of the Securities Act.

## **EXPLANATORY NOTE**

### **DEREGISTRATION OF SECURITIES**

On April 3, 2006, Clear Channel Outdoor Holdings, Inc. ( Old CCOH ) filed a Registration Statement on Form S-8 (Registration No. 333-132950) and on June 11, 2010, Old CCOH filed a Registration Statement on Form S-8 (Registration No. 333-167468) (together, the Registration Statements ) with the Securities and Exchange Commission to register shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), and an indeterminate amount of interests to be offered pursuant to the iHeartCommunications, Inc. 401(k) Savings Plan, as amended and restated (the Plan ).

On May 1, 2019, Clear Channel Outdoor Holdings, Inc. (formerly known as Clear Channel Holdings, Inc.) (the Company ) consummated the transactions contemplated by the Agreement and Plan of Merger (the Merger Agreement ), dated as of March 27, 2019, by and between the Company and Old CCOH. Pursuant to the Merger Agreement, Old CCOH merged with and into the Company with the Company surviving the merger (the Merger ) and changing its name to Clear Channel Outdoor Holdings, Inc., and shares of Class A Common Stock of Old CCOH ( Old CCOH Class A Common Stock ) (other than shares of Old CCOH Class A Common Stock held by the Company or any direct or indirect wholly-owned subsidiary of the Company) converted into an equal number of shares of common stock, par value \$0.01 per share of the Company ( Common Stock ). In connection with the Merger, the portion of the Plan covering the Company s employees became the Clear Channel Outdoor Holdings, Inc. 401(k) Savings Plan.

Following the Merger, the Plan no longer offers Common Stock as an investment option. In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment is being filed to deregister and remove any and all securities previously registered under the Registration Statements, including all plan interests, that remain unsold under the Registration Statements as of the date hereof.

**SIGNATURES**

*The Registrant* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on this the 2nd day of May, 2019.

**CLEAR CHANNEL OUTDOOR  
HOLDINGS, INC.**

By: /s/ Brian D. Coleman  
Brian D. Coleman  
Chief Financial Officer

No other person is required to sign this post-effective amendment to the Registration Statement on behalf of the registrant in reliance upon Rule 478 under the Securities Act of 1933.

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustee (or other persons who administer the Plan) have duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City San Antonio, State of Texas, on this the 2nd day of May, 2019.

**CLEAR CHANNEL OUTDOOR  
HOLDINGS, INC.**

**401(k) SAVINGS PLAN**

By: /s/ Kim Heintz  
Kim Heintz