

iHeartCommunications, Inc.  
Form 8-K  
February 19, 2015

**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 19, 2015**

**IHEARTCOMMUNICATIONS, INC.**

**(Exact name of registrant as specified in its charter)**

**Texas**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-09645**  
**(Commission**  
  
**File Number)**  
**200 East Basse Road**

**74-1787539**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**San Antonio, Texas 78209**

**(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))

**Item 2.02 Results of Operations and Financial Condition**

On February 19, 2015, iHeartMedia, Inc., our indirect parent, and Clear Channel Outdoor Holdings, Inc., our indirect subsidiary, issued press releases announcing their financial results for the quarter and year ended December 31, 2014. Copies of the press releases are furnished herewith as Exhibits 99.1 and 99.2, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 99.1 Press Release issued by iHeartMedia, Inc. on February 19, 2015 (incorporated by reference to Exhibit 99.1 to iHeartMedia, Inc.'s Current Report on Form 8-K filed on February 19, 2015)
- 99.2 Press Release issued by Clear Channel Outdoor Holdings, Inc. on February 19, 2015 (incorporated by reference to Exhibit 99.1 to Clear Channel Outdoor Holdings, Inc.'s Current Report on Form 8-K filed on February 19, 2015)

**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.

**IHEARTCOMMUNICATIONS, INC.**

Date: February 19, 2015

By: /s/ Scott D. Hamilton  
Scott D. Hamilton  
Senior Vice President, Chief Accounting Officer and  
Assistant Secretary

**Exhibit Index**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release issued by iHeartMedia, Inc. on February 19, 2015 (incorporated by reference to Exhibit 99.1 to iHeartMedia, Inc. s Current Report on Form 8-K filed on February 19, 2015)
99.2	Press Release issued by Clear Channel Outdoor Holdings, Inc. on February 19, 2015 (incorporated by reference to Exhibit 99.1 to Clear Channel Outdoor Holdings, Inc. s Current Report on Form 8-K filed on February 19, 2015)

th: 0; border-bottom-width: 1"> 08/27/2007\*\*\_Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These restricted shares vest in full on 08/24/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.