

iHeartCommunications, Inc.  
Form 8-K  
January 25, 2018

**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): January 24, 2018**

**IHEARTCOMMUNICATIONS, INC.**

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

**Texas**  
**(State or other jurisdiction**

**of incorporation)**

**001-09645**  
**(Commission**

**File Number)**  
**20880 Stone Oak Pkwy.**

**74-1787539**  
**(I.R.S. Employer**

**Identification No.)**

**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 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 8.01. Other Events.**

Consistent with its previous disclosure, on January 24, 2018, Clear Channel Outdoor Holdings, Inc. ( CCOH ), an indirect, non-wholly owned subsidiary of iHeartCommunications, Inc. ( iHC ), (i) demanded (the Demand ) repayment of \$30.0 million outstanding under the Revolving Promissory Note, dated as of November 10, 2005, between iHC, as maker, and CCOH, as payee (as amended by the first amendment dated as of December 23, 2009, the second amendment dated as of October 23, 2013 and the third amendment dated as of November 29, 2017, the Note ), and (ii) paid a special cash dividend to Class A and B stockholders of record at the closing of business on January 19, 2018, in an aggregate amount equal to \$30.0 million, or \$0.0824 per share, using proceeds of the Demand. As the indirect parent of CCOH, iHC received approximately 89.5%, or approximately \$26.8 million, of the dividend proceeds through its wholly-owned subsidiaries. Following satisfaction of the Demand, the balance outstanding under the Note was reduced by \$30.0 million.

**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: January 25, 2018

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