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

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**FORM 8-K**

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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 13, 2013

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**CC MEDIA HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

000-53354  
(Commission File Number)

26-0241222  
(I.R.S. Employer  
Identification No.)

200 East Basse Road  
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))
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**Item 5.02**                    **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

2013 Supplemental Incentive Plan

On February 13, 2013 the Compensation Committee of the board of directors of CC Media Holdings, Inc. (“CCMH”) approved a supplemental incentive plan (the “SIP”) pursuant to which a limited number of employees of CCMH and its subsidiaries are eligible to receive an additional bonus opportunity for 2013 based on their respective achievement of supplemental performance criteria established for each participant by the Compensation Committee. The supplemental performance criteria are in addition to the annual performance criteria established by the Compensation Committee for each participant pursuant to CCMH’s 2008 Annual Incentive Plan, but consist of the types of business criteria specified in the definition of “Performance Goals” under CCMH’s 2008 Annual Incentive Plan. Following the conclusion of 2013, based on such supplemental performance criteria, the Compensation Committee, in its sole discretion, will determine the bonus amount, if any, earned, which will be paid 36 months after the date of approval of the supplemental performance criteria by the Compensation Committee. To receive payment of an award under the SIP, a participant must be an active employee of CCMH or its subsidiaries at the time of payment.

John E. Hogan, Chairman and Chief Executive Officer of the Media and Entertainment division of CCMH and its subsidiary Clear Channel Communications, Inc., is a participant in the SIP and is eligible to receive an additional bonus opportunity from CCMH of between \$0 and \$900,000, based on achievement of the supplemental performance criteria approved by CCMH’s Compensation Committee for Mr. Hogan.

The foregoing summary is qualified in its entirety by reference to the summary description of the SIP, a copy of which is included as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01**                    **Financial Statements and Exhibits**

(d) Exhibits

10.1                    Summary Description of 2013 Supplemental Incentive Plan.

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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.

**CC MEDIA HOLDINGS, INC.**

Date: February 15, 2013

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

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Exhibit No.	Description
10.1	Summary Description of 2013 Supplemental Incentive Plan.

**Summary Description of 2013 Supplemental Incentive Plan**

<b>Eligibility:</b>	Participation is limited to a select group of senior management designated by the Compensation Committee of the Board of Directors of CC Media Holdings, Inc. ("CCMH")
<b>Target Opportunity:</b>	Target opportunity is established for each participant by the Compensation Committee
<b>Performance Measures:</b>	Participants pursue achievement of 2-3 incremental objectives (the "Supplemental Performance Criteria") to the performance criteria established under CCMH's 2008 Annual Incentive Plan  Performance is measured over a 12 month cycle
<b>Target Performance and Measure Approvals:</b>	Targets and Supplemental Performance Criteria are reviewed and approved by the CEO and Compensation Committee
<b>Assessments:</b>	Performance assessments are reviewed and approved by the CEO and Compensation Committee  Performance will be assessed in the normal performance management cycle and achievement will be expressed as a percentage between 0% and 100%
<b>Payment of Awards:</b>	Based upon accomplishment of the Supplemental Performance Criteria established for each participant, awards will be paid to each participant 36 months following the date on which the Supplemental Performance Criteria are established  All awards will be reviewed and approved by the CEO and Compensation Committee
<b>Limitations:</b>	To receive payment, the participant must be an active employee of CCMH or its subsidiaries at the time of payment

The plan is intended to comply with the applicable requirements of Section 409A of the Internal Revenue Code ("Section 409A") and shall be limited, construed and interpreted in accordance with such intent. To the extent that any award is subject to Section 409A, it shall be paid in a manner that will comply with Section 409A, including proposed, temporary or final regulations or any other guidance issued by the Secretary of the Treasury and the Internal Revenue Service with respect thereto. Notwithstanding anything herein to the contrary, any provision in the plan that is inconsistent with Section 409A shall be deemed to be amended to comply with Section 409A and to the extent such provision cannot be amended to comply therewith, such provision shall be null and void. The company shall have no liability to any holder or recipient of an award or any other person if an award that is intended to be exempt from, or compliant with, Section 409A is not so exempt or compliant or for any action taken by the committee or the company that is inconsistent with Section 409A. In the event that any amount or benefit under the plan becomes subject to penalties under Section 409A, responsibility for payment of such penalties shall rest solely with the affected holder or recipient of the award and not with the company.