
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): April 28, 2014

CLEAR CHANNEL COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

001-09645
(Commission File Number)

74-1787539
(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 1.01 Entry into a Material Definitive Agreement

On April 28, 2014, Clear Channel Communications, Inc. (the “Company”) entered into a Purchase Agreement (the “Purchase Agreement”), by and among the Company, CCU Escrow Corporation, a newly formed Texas corporation (the “Escrow Issuer”), and Goldman, Sachs & Co., as representative of the several initial purchasers, relating to the issuance and sale of \$850,000,000 in aggregate principal amount of the Escrow Issuer’s 10.0% Senior Notes due 2018 (the “Notes”). The Notes were priced at 100.0% of par and will be issued under an indenture to be dated as of May 1, 2014.

At the closing of the offering of Notes, the Escrow Issuer, which was created solely to issue the Notes, will deposit the gross proceeds of the offering (and the Company will deposit an amount sufficient to pay accrued interest on the Notes through the term of the escrow) into a segregated escrow account until the date on which certain escrow release conditions are satisfied.

Upon release, the proceeds from the Notes, will be used to redeem approximately \$567.1 million aggregate principal amount of the Company’s 5.5% senior notes due 2014 (the “2014 legacy notes”) (including 2014 legacy notes held by a subsidiary of the Company) and \$241.0 million aggregate principal amount of the Company’s 4.9% senior notes due 2015 (the “2015 legacy notes”), to pay accrued and unpaid interest to, but not including, the date of redemption, and to pay the fees and expenses related to the offering and the redemption of the 2014 legacy notes and the 2015 legacy notes. Substantially simultaneously with the consummation of the redemption of the 2014 legacy notes and the 2015 legacy notes, the Escrow Issuer intends to merge with and into the Company, with the Company continuing as the surviving corporation. At the time of, and as a result of the consummation of the merger, the Company will assume all of the obligations of the Escrow Issuer under the Notes (the “Assumption”).

Prior to the Assumption, the Notes will be secured by a first-priority security interest in the escrow account and all deposits and investment property therein. Following the Assumption, the Notes will be the senior unsecured obligations of the Company and will not be guaranteed by any of the Company’s parent companies or any of its subsidiaries.

The Notes are being offered and sold only to qualified institutional buyers in an unregistered offering pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act.

The Purchase Agreement under which the Notes will be sold by the Escrow Issuer contains customary representations, warranties and agreements by the Company and the Escrow Issuer, and customary conditions to closing, indemnification obligations of the Company and the Escrow Issuer, including for liabilities under the Securities Act, other obligations of the parties and termination provisions.

Item 8.01 Other Events

On April 28, 2014, the Company announced the pricing of the Escrow Issuer’s offering of \$850,000,000 aggregate principal amount of 10.0% Senior Notes due 2018. The offering represents an increase of \$450,000,000 from the previously announced offering size. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.1 attached hereto and is incorporated by reference herein.

This Current Report on Form 8-K and the statements contained in Exhibit 99.1 do not and shall not constitute an offer to sell or the solicitation of an offer to buy the Notes, the 2014 legacy notes, the 2015 legacy notes or any securities, nor shall there be any sale of any securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Clear Channel Communications, Inc. on April 28, 2014

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 COMMUNICATIONS, INC.

Date: April 29, 2014

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

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Clear Channel Communications, Inc. on April 28, 2014

Clear Channel Communications, Inc. Announces Pricing of Upsized Private Offering of Senior Notes

San Antonio, April 28, 2014 — Clear Channel Communications, Inc. (“CCU”) announced today that CCU Escrow Corporation, a newly formed Texas corporation (the “Escrow Issuer”), has priced an offering of \$850,000,000 in aggregate principal amount of 10.0% senior notes due 2018 (the “Notes”) in a private offering that is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). The offering represents an increase of \$450,000,000 from the previously announced offering size. The Notes were priced at 100.0% of par and will be issued under an indenture to be dated as of May 1, 2014. The sale of the Notes is expected to be completed on May 1, 2014, subject to customary closing conditions.

At the closing of the offering of Notes, the Escrow Issuer, which was created solely to issue the Notes, will deposit the gross proceeds of the offering (and CCU will deposit an amount sufficient to pay accrued interest on the Notes through the term of the escrow) into a segregated escrow account until the date on which certain escrow release conditions are satisfied, including the substantially concurrent (1) redemption of approximately \$567.1 million aggregate principal amount of CCU’s 5.5% senior notes due 2014 (the “2014 legacy notes”) (including 2014 legacy notes held by a subsidiary of CCU) and \$241.0 million aggregate principal amount of CCU’s 4.9% senior notes due 2015 (the “2015 legacy notes”) and (2) assumption of the Escrow Issuer’s obligations under the Notes by CCU (the “Assumption”), as described below.

No later than 30 days after the closing of the offering of Notes, CCU intends to issue a 30-day irrevocable notice to redeem approximately \$567.1 million aggregate principal amount of its 2014 legacy notes and \$241.0 million aggregate principal amount of its 2015 legacy notes. At the end of the 30-day period, the escrowed funds will be released and used to redeem the 2014 legacy notes and the 2015 legacy notes called for redemption, to pay accrued and unpaid interest to, but not including, the date of redemption, and to pay the fees and expenses related to this offering and the redemption of the 2014 legacy notes and the 2015 legacy notes.

Substantially simultaneously with the consummation of the redemption of the 2014 legacy notes and the 2015 legacy notes, the Escrow Issuer intends to merge with and into CCU, with CCU continuing as the surviving corporation. At the time of and as a result of the consummation of the merger, CCU will assume all of the obligations of the Escrow Issuer under the Notes in the Assumption.

If the proceeds from the Notes are not released from escrow on or prior to the date that is 60 days after the issue date of the Notes, the Escrow Issuer will redeem all of the Notes at 100% of the aggregate principal amount thereof, plus accrued and unpaid interest from the date of issuance of the Notes to, but not including, the date of redemption.

Prior to the Assumption, the Notes will be secured by a first-priority security interest in the escrow account and all deposits and investment property therein. Following the Assumption, the Notes will be the senior unsecured obligations of CCU and will not be guaranteed by any of CCU’s parent companies or any of its subsidiaries.

The Notes will be offered only to “qualified institutional buyers” in reliance on the exemption from registration pursuant to Rule 144A under the Securities Act and to persons outside of the United States in compliance with Regulation S under the Securities Act. The Notes have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

This press release is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other securities. The offering of Notes is not being made to any person in any jurisdiction in which the offer, solicitation or sale is unlawful. Any offers of the Notes will be made only by means of a private offering circular. This press release should not be construed as a notice of redemption, offer or solicitation with respect to the 2014 legacy notes or the 2015 legacy notes.

Forward-Looking Statements

This press release contains forward-looking statements based on current CCU management expectations. These forward-looking statements include all statements other than those made solely with respect to historical facts. Numerous risks, uncertainties and other factors may cause actual results to differ materially from those expressed in any forward-looking statements. Such risks and uncertainties include, but are not limited to, whether or not the Escrow Issuer will consummate the offering, the anticipated use of proceeds of the offering, if consummated, and whether the Assumption will in fact occur. Many of the factors that will determine the outcome of the subject matter of this press release are beyond CCU’s ability to control or predict. Neither CCU nor the Escrow Issuer undertakes any obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise.

About Clear Channel Communications

Clear Channel Communications is one of the leading global media and entertainment companies specializing in radio, digital, outdoor, mobile, live events, and on-demand entertainment and information services for local communities and providing premier opportunities for advertisers.

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Executive Vice President, Communications
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