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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): August 19, 2014

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**CLEAR CHANNEL COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

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**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 August 22, 2014 (the "Settlement Date"), Clear Channel Communications, Inc., a Texas corporation (the "Company"), and CC Finco, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company ("CC Finco"), completed the previously announced (i) sale of \$222.2 million aggregate principal amount of new Senior Notes due 2021 (the "New Notes") issued by the Company to CC Finco, and (ii) redemption of all of the Company's outstanding \$94.3 million aggregate principal amount of 10.75% Senior Cash Pay Notes due 2016 (the "Outstanding Cash Pay Notes") and \$127.9 million aggregate principal amount of 11.00%/11.75% Senior Toggle Notes due 2016 (the "Outstanding Toggle Notes" and collectively with the Outstanding Cash Pay Notes, the "Outstanding LBO Notes") using proceeds of the issuance of the New Notes, plus cash on hand.

**Senior Notes due 2021**

The New Notes were sold pursuant to a Note Purchase Agreement, dated as of August 19, 2014, between the Company and CC Finco, at a purchase price equal to 101.75% of the principal amount thereof, plus accrued interest from August 1, 2014 up to, but not including, the Settlement Date. The New Notes were issued as additional notes under the indenture, dated as of June 21, 2013 (the "Indenture"), among the Company, Clear Channel Capital I, LLC, as guarantor, the subsidiary guarantors named therein (collectively with Clear Channel Capital I, LLC, the "Guarantors"), Law Debenture Trust Company of New York, as trustee (the "Trustee"), and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent, under which the Company previously issued approximately \$1.9 billion of existing Senior Notes due 2021. The New Notes were offered only in reliance on exemptions from registration under the Securities Act of 1933, as amended (the "Securities Act"). The New Notes and related guarantees have not been registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Supplemental Indenture**

The New Notes were issued pursuant to a third supplemental indenture to the Indenture, dated as of August 22, 2014, among the Company, the Guarantors and the Trustee (the "Supplemental Indenture").

The Company's existing Senior Notes due 2021 and the New Notes (collectively, the "2021 Notes") mature on February 1, 2021 and bear interest at a rate of (i) 12.00% per annum in cash plus (ii) 2.00% per annum payment-in-kind interest. Interest will be payable semi-annually in arrears on February 1 and August 1 of each year beginning, in the case of the New Notes, on February 1, 2015. The 2021 Notes rank pari passu in right of payment with respect to all existing and future unsubordinated indebtedness of the Company. The guarantees of the 2021 Notes are subordinated to the guarantees of the Company's senior secured credit facility and certain other permitted debt, but rank equal to all other senior indebtedness of the Guarantors.

The Company may redeem the 2021 Notes at its option, in whole or part, at any time prior to August 1, 2015, at a price equal to 100% of the aggregate principal amount of the 2021 Notes redeemed, plus accrued and unpaid interest to the redemption date and plus an applicable premium. The Company may redeem the 2021 Notes, in whole or in part, on or after August 1, 2015, at the redemption prices set forth in the Indenture plus accrued and unpaid interest to the redemption date. At any time on or before August 1, 2015, the Company may elect to redeem up to 60% of the aggregate principal amount of the 2021 Notes at a redemption price equal to (x) with respect to the first 30% of the then outstanding aggregate principal amount of the 2021 Notes, 109.0% of the aggregate principal amount thereof and (y) with respect to the next 30% of the then outstanding aggregate principal amount of the 2021 Notes, 112.0% of the aggregate principal amount thereof, in each case plus accrued and unpaid interest thereon to the applicable redemption date, with the net proceeds of one or more equity offerings.

The Indenture contains covenants limiting the Company's ability and the ability of its restricted subsidiaries to, among other things: (i) pay dividends, redeem stock or make other distributions or investments; (ii) incur additional debt or issue certain preferred stock; (iii) modify any of the Company's existing senior notes; (iv) transfer or sell assets; (v) engage in certain transactions with affiliates; (vi) create restrictions on dividends or other payments by the restricted subsidiaries; (vii) create liens on assets; and (viii) merge, consolidate or sell substantially all of the Company's assets. The Indenture also provides for customary events of default.

The foregoing description is qualified in its entirety by reference to the complete text of the Supplemental Indenture filed as Exhibit 4.1 hereto and incorporated herein by reference.

**Redemption of Outstanding LBO Notes**

The Outstanding LBO Notes were redeemed on the Settlement Date at a redemption price equal to 100% of the principal amount thereof, plus accrued interest from August 1, 2014 up to, but not including, the Settlement Date.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth in Item 1.01 above is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
4.1	Third Supplemental Indenture, dated as of August 22, 2014, by and among Clear Channel Communications, Inc., Clear Channel Capital I, LLC, as guarantor, the other guarantors party thereto, and Law Debenture Trust Company of New York, as trustee.

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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.

**CLEAR CHANNEL COMMUNICATIONS, INC.**

Date: August 22, 2014

By: /s/ Hamlet T. Newsom Jr.  
Hamlet T. Newsom Jr.  
Vice President, Associate General Counsel and  
Assistant Secretary

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Third Supplemental Indenture, dated as of August 22, 2014, by and among Clear Channel Communications, Inc., Clear Channel Capital I, LLC, as guarantor, the other guarantors party thereto, and Law Debenture Trust Company of New York, as trustee.

THIRD SUPPLEMENTAL INDENTURE (this "Third Supplemental Indenture"), dated as of August 22, 2014, between Clear Channel Communications, Inc., a Texas corporation (the "Issuer"), the guarantors listed on the signature pages hereto (the "Guarantors"), and Law Debenture Trust Company of New York, as trustee (the "Trustee").

W I T N E S S E T H

WHEREAS, the Issuer has heretofore executed and delivered to the Trustee an indenture (the "Base Indenture"), dated as of June 21, 2013, as supplemented by a first supplemental indenture dated as of December 16, 2013 (the "First Supplemental Indenture") and a second supplemental indenture dated as of December 24, 2013 (the "Second Supplemental Indenture" and, together with the Base Indenture and the First Supplemental Indenture, the "Indenture"), providing for the issuance of an unlimited aggregate principal amount of Senior Notes due 2021 (the "Notes");

WHEREAS, Section 2.01 of the Indenture provides that additional Notes ranking pari passu with the Initial Notes may be created and issued from time to time by the Issuer without notice to or consent of the Holders and shall be consolidated with and form a single class with the Initial Notes and shall have the same terms as to status, redemption or otherwise as the Initial Notes;

WHEREAS, the Issuer and the Guarantors desire to execute and deliver this Third Supplemental Indenture for the purpose of issuing \$222,245,404 in aggregate principal amount of additional Notes (the "Additional Notes"), having identical terms as the Initial Notes and as the additional notes issued under the Indenture on December 16, 2013 and December 24, 2013 (the "2013 Additional Notes"); and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee is authorized to execute and deliver this Third Supplemental Indenture.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

(1) Capitalized Terms. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.

(2) Additional Notes. As of the date hereof, the Issuer will issue, and the Trustee is directed to instruct Deutsche Bank Trust Company Americas, as authenticating agent, to authenticate and deliver, the Additional Notes under the Indenture, which shall constitute "Additional Notes" for all purposes thereunder. The Additional Notes shall accrue interest from August 1, 2014. The Initial Notes, the 2013 Additional Notes and the Additional Notes shall be treated as a single class for all purposes under the Indenture. For all purposes of the Indenture, the term "Notes" shall include the Additional Notes, unless indicated otherwise.

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(3) Governing Law. THIS THIRD SUPPLEMENTAL INDENTURE WILL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES THEREOF.

(4) Counterparts. The parties may sign any number of copies of this Third Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

(5) Effect of Headings. The Section headings herein are for convenience only and shall not affect the construction hereof.

*[Signature pages follow]*

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IN WITNESS WHEREOF, the parties hereto have caused this Third Supplemental Indenture to be duly executed, all as of the date first above written.

CLEAR CHANNEL COMMUNICATIONS, INC.

By: /s/ Brian D. Coleman  
Name: Brian D. Coleman  
Title: Senior Vice President and Treasurer

[CCU – Senior Notes – Third Supplemental Indenture]

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CLEAR CHANNEL CAPITAL I, LLC

By: /s/ Brian Coleman  
Name: Brian Coleman  
Title: Senior Vice President, Treasurer

[CCU – Senior Notes – Third Supplemental Indenture]

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AMFM BROADCASTING, INC.  
AMFM BROADCASTING LICENSES, LLC  
AMFM OPERATING INC.  
AMFM RADIO LICENSES, LLC  
AMFM TEXAS, LLC  
AMFM TEXAS LICENSES, LLC  
CAPSTAR RADIO OPERATING COMPANY  
CAPSTAR TX, LLC  
CC BROADCAST HOLDINGS, INC.  
CC FINCO HOLDINGS, LLC  
CC LICENSES, LLC  
CHRISTAL RADIO SALES, INC.  
CINE GUARANTORS II, INC.  
CITICASTERS CO.  
CITICASTERS LICENSES, INC.  
CLEAR CHANNEL BROADCASTING, INC.  
CLEAR CHANNEL BROADCASTING LICENSES, INC.  
CLEAR CHANNEL HOLDINGS, INC.  
CLEAR CHANNEL IDENTITY, INC.  
CLEAR CHANNEL INVESTMENTS, INC.  
CLEAR CHANNEL MANAGEMENT SERVICES, INC.  
CLEAR CHANNEL MEXICO HOLDINGS, INC.  
CLEAR CHANNEL REAL ESTATE, LLC  
CLEAR CHANNEL SATELLITE SERVICES, INC.  
CRITICAL MASS MEDIA, INC.  
KATZ COMMUNICATIONS, INC.  
KATZ MEDIA GROUP, INC.  
KATZ MILLENNIUM SALES & MARKETING INC.  
KATZ NET RADIO SALES, INC.  
M STREET CORPORATION  
PREMIERE RADIO NETWORKS, INC.  
TERRESTRIAL RF LICENSING, INC.

By: /s/ Brian Coleman  
Name: Brian Coleman  
Title: Senior Vice President, Treasurer and  
Assistant Secretary

[CCU – Senior Notes – Third Supplemental Indenture]

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AMFM TEXAS BROADCASTING, LP

By: AMFM BROADCASTING, INC.  
Its: Sole Member

By: /s/ Brian Coleman  
Name: Brian Coleman  
Title: Senior Vice President, Treasurer and  
Assistant Secretary

[CCU – Senior Notes – Third Supplemental Indenture]

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LAW DEBENTURE TRUST COMPANY OF NEW YORK, as Trustee

By: /s/ James D. Heaney

Name: James D. Heaney

Title: Managing Director

[CCU – Senior Notes – Third Supplemental Indenture]