

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Macri Steven James</u> <hr/> (Last) (First) (Middle) <u>C/O IHEARTMEDIA, INC.</u> <u>200 E. BASSE ROAD</u> <hr/> (Street) <u>SAN ANTONIO TX</u> <u>78209</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>iHeartMedia, Inc. [IHRT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">SVP, Finance</p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/07/2015</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	10/07/2015		M		10,000	A	\$0.00 ⁽¹⁾	17,878	D	
Class A Common Stock	10/07/2015		F		3,697	D ⁽²⁾	\$4.1	14,181	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock	⁽¹⁾	07/08/2015		M			10,000	⁽¹⁾	10/07/2018	Class A Common Stock	10,000	80,000	D	

Explanation of Responses:

- Transaction represents the vesting of shares of restricted stock awarded on October 7, 2013. These shares were granted under the iHeartMedia, Inc. 2008 Executive Incentive Plan. Of the remaining unvested shares of restricted stock issued under this reward, 30,000 shares of the restricted stock are subject to time vesting restrictions and 50,000 shares of restricted stock will vest, if at all, based on the achievement of performance conditions.
- Transaction represents shares withheld for taxes on vested restricted stock.

Remarks:

/s/ Robert H. Walls, Jr., as
Attorney-in-Fact on behalf of 10/08/2015
Steven Macri

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.