

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>PITTMAN ROBERT W</u> <hr/> (Last) (First) (Middle) <u>C/O IHEARTMEDIA, INC.</u> <u>200 E. BASSE ROAD</u> <hr/> (Street) <u>SAN ANTONIO TX 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/03/2015		P <sup>(1)</sup>		675	A	\$5.5	1,028,066 <sup>(2)</sup>	D	
Class A Common Stock	08/04/2015		P <sup>(1)</sup>		650	A	\$6.1	1,028,716 <sup>(2)</sup>	D	
Class A Common Stock								706,215	I	By Pittman CC, LLC <sup>(3)</sup>

