
**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): September 27, 2016

IHEARTCOMMUNICATIONS, 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 8.01. Other Events.

On September 27, 2016, iHeartCommunications, Inc. issued a press release announcing the commencement of a consent solicitation to solicit the consent of holders of its outstanding Senior Notes due 2021 (the "Notes") to a proposed amendment to the indenture governing the Notes. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following documents are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 27, 2016, announcing the Consent Solicitation.

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.

IHEARTCOMMUNICATIONS, INC.

Date: September 27, 2016

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

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press Release, dated September 27, 2016, announcing the Consent Solicitation.



FOR IMMEDIATE RELEASE

PRESS RELEASE

IHEARTCOMMUNICATIONS, INC. ANNOUNCES CONSENT SOLICITATION TO HOLDERS OF OUTSTANDING SENIOR NOTES DUE 2021

San Antonio, TX, September 27, 2016 — iHeartCommunications, Inc. (the “Company”) announced today the commencement of a consent solicitation (the “Consent Solicitation”) to seek the consent of holders of its outstanding Senior Notes due 2021 (the “Notes”) to a proposed amendment (the “Proposed Amendment”) to the indenture governing the Notes (the “Indenture”). The Proposed Amendment, if adopted, would amend Section 4.09(b)(1) of the Indenture to increase the aggregate principal amount of Indebtedness under Credit Facilities (as defined in the Indenture) permitted to be incurred under Section 4.09(b)(1) by \$500,000,000 to \$17,270,638,000.

The Consent Solicitation will expire at 5:00 p.m., New York City time, on October 3, 2016, unless the Consent Solicitation is extended or earlier terminated (the “Expiration Time”). Subject to the terms and conditions of the Consent Solicitation, only the holders of Notes as of 5:00 p.m., New York City time, on September 26, 2016 (the “Record Time”) who validly deliver (and do not validly revoke) their consents prior to the Expiration Time will receive their portion of an aggregate cash payment of \$8.6 million (the “Consent Fee”). The Consent Fee will be paid to each consenting holder pro rata in accordance with the aggregate principal amount of Notes for which consents were validly tendered (and not revoked) prior to the Expiration Time. Consents may not be revoked after the earlier of (i) the execution of the supplemental indenture giving effect to the Proposed Amendment and (ii) the Expiration Time.

The Consent Solicitation is contingent upon the satisfaction of certain conditions, including, without limitation, the receipt of the consents of holders of at least a majority of the aggregate principal amount of the Notes outstanding (excluding any Notes held by the Company or its affiliates) as of the Record Time to the Proposed Amendment by the Expiration Time. If any of the conditions are not satisfied, the Company is not obligated to accept any consent to the Proposed Amendment or to pay any portion of the Consent Fee and may terminate the Consent Solicitation.

The complete terms and conditions of the Consent Solicitation are set forth in a Consent Solicitation Statement dated as of the date hereof and the related Letter of Consent (the “Consent Solicitation Documents”) that are being sent to the holders of the Notes. The Company may, in its sole discretion, terminate, extend or amend the Consent Solicitation at any time as described in the Consent Solicitation Documents.

Moelis & Company LLC is acting as the solicitation agent for the Consent Solicitation. Global Bondholder Services Corporation is acting as the tabulation agent and information agent for the Consent Solicitation. Questions regarding the Consent Solicitation may be directed to Moelis & Company LLC at (866) 980-2551. Requests for the Consent Solicitation Documents may be directed to Global Bondholder Services Corporation at (212) 430-3774 (for bankers and brokers) or (866) 470-3900 (for all others).

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

About iHeartMedia, Inc./iHeartCommunications, Inc.

iHeartMedia, Inc (OTCBB: IHRT), the parent company of iHeartCommunications, Inc., is one of the leading global media and entertainment companies. The company specializes in radio, digital, outdoor, mobile, social, live events, on-demand entertainment and information services for local communities, and

uses its unparalleled national reach to target both nationally and locally on behalf of its advertising partners. The company is dedicated to using the latest technology solutions to transform the company's products and services for the benefit of its consumers, communities, partners and advertisers, and its outdoor business reaches over 35 countries across five continents, connecting people to brands using innovative new technology.

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