

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**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

1. Name and Address of Reporting Person* <u>PITTMAN ROBERT W</u>  (Last) (First) (Middle) <u>C/O IHEARTMEDIA, INC.</u> <u>200 E. BASSE ROAD, SUITE 100</u>  (Street) <u>SAN ANTONIO TX 78209</u>  (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>03/25/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/27/2015</u>		

**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	03/25/2015		P <sup>(1)</sup>		200	A	\$4.5	550,200	D	
Class A Common Stock	03/27/2015		P <sup>(1)</sup>		200	A	\$4.69	550,400	D	
Class A Common Stock								706,215	I	By Pittman CC, LLC <sup>(2)</sup>

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The reported transaction was made pursuant to a Rule 10b5-1 plan adopted on March 11, 2015.
- The reported item represents shares of Class A Common Stock beneficially owned by Pittman CC, LLC, a limited liability company controlled by the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

**Remarks:**

On March 27, 2015, the reporting person filed a Form 4 that inadvertently overstated the number of shares of Class A common stock directly beneficially owned by the reporting person in Column 5 of Table I by 378,000 shares. This amendment is being filed to correct the number of shares reported in Column 5. All of the Forms 4 filed by the reporting person between March 27, 2015 and August 21, 2015 similarly overstated the total number of shares directly beneficially owned by the reporting person in Column 5 by 378,000 shares and should be deemed amended by the filing of this amendment. As of the filing of this amendment, the reporting person directly beneficially owns 653,983 shares of Class A common stock, including 500,000 restricted shares of Class A common stock, of which 50,000 vest on October 15, 2017, 100,000 vest in equal installments on December 31, 2017 and December 31, 2018 and 350,000 are subject to performance vesting (none of which have vested as of the date of this amendment).

/s/ Lauren E. Dean, as attorney-in-fact on behalf of Robert W. Pittman 11/15/2016

\*\* 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.

June 3, 2016

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Robert H. Walls, Jr., Scott D. Hamilton, Brian D. Co  
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever  
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect  
IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

Robert W. Pittman

/s/ Robert W. Pittman