

---

---

**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): November 29, 2016**

---

**IHEARTMEDIA, INC.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-53354**  
(Commission  
File Number)

**26-0241222**  
(I.R.S. Employer  
Identification No.)

**200 East Basse Road, Suite 100**  
**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))
- 
-

---

**Item 8.01. Other Events.**

On November 29, 2016, iHeartCommunications, Inc. (“iHeartCommunications”), an indirect subsidiary of iHeartMedia, Inc., issued a press release clarifying the purpose of iHeartCommunications’ previously announced consent solicitations with respect to a proposed amendment to the indentures governing iHeartCommunications’ five series of priority guarantee notes and senior notes due 2021, which launched on November 28, 2016. 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 of iHeartCommunications, Inc., dated November 29, 2016 (incorporated by reference to Exhibit 99.1 to iHeartCommunications, Inc.’s Current Report on Form 8-K filed on November 29, 2016).

---

**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.

**IHEARTMEDIA, INC.**

Date: November 29, 2016

By: /s/ Lauren E. Dean

Lauren E. Dean  
Vice President, Associate General Counsel and  
Assistant Secretary

---

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1	Press Release of iHeartCommunications, Inc., dated November 29, 2016 (incorporated by reference to Exhibit 99.1 to iHeartCommunications, Inc.'s Current Report on Form 8-K filed on November 29, 2016).
------	---