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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 31, 2015

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**IHEARTCOMMUNICATIONS, INC.**  
(Exact name of registrant as specified in its charter)

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**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 31, 2015, Mark P. Mays, a current member of the Board of Directors of iHeartMedia, Inc. (“iHeartMedia”), the indirect parent of iHeartCommunications, Inc. (the “Company”), indicated his intention not to stand for re-election at iHeartMedia’s upcoming annual meeting of stockholders. Mr. Mays informed iHeartMedia that his decision not to stand for re-election is not the result of any disagreement with iHeartMedia on any matter relating to the iHeartMedia’s operations, policies or practices. In connection with his separation from the iHeartMedia Board of Directors, Mr. Mays also will no longer serve on the Company’s Board of Directors as of the iHeartMedia annual meeting.

## 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: April 6, 2015

By: /s/ Robert H. Walls, Jr.

Robert H. Walls, Jr.  
Executive Vice President, General Counsel and  
Secretary