
**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 22, 2014

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 1.01 Entry into a Material Definitive Agreement

On September 22, 2014, iHeartCommunications, Inc. (formerly known as Clear Channel Communications, Inc.) (“iHeart”) entered into a Purchase Agreement (the “Purchase Agreement”), with iHeart’s parent, iHeartMedia Capital I, LLC (“Holdings”), certain subsidiary guarantors named therein (collectively with Holdings, the “Guarantors”), and Morgan Stanley & Co. LLC and Goldman, Sachs & Co., as representatives of the several initial purchasers, relating to the issuance and sale of \$250.0 million in aggregate principal amount of iHeart’s 9.0% Priority Guarantee Notes due 2022 (the “New Notes”). The New Notes will be issued as “additional notes” under the indenture governing iHeart’s outstanding \$750.0 million 9.0% Priority Guarantee Notes due 2022, and will have identical terms to, and will be treated as a single class with, the previously issued notes. The New Notes will be issued at a price of 101% of their principal amount plus accrued interest from September 10, 2014.

The New Notes will be fully and unconditionally guaranteed on a senior secured basis by Holdings and all of iHeart’s existing and future material wholly-owned domestic restricted subsidiaries. The New Notes and the related guarantees will be secured by (1) a lien on (a) the capital stock of iHeart and (b) certain property and related assets that do not constitute “principal property” (as defined in the indenture governing iHeart’s legacy notes), in each case equal in priority to the liens securing the obligations under iHeart’s senior secured credit facilities and priority guarantee notes and (2) a lien on the accounts receivable and related assets securing iHeart’s receivables based credit facility junior in priority to the lien securing iHeart’s obligations thereunder.

The New Notes are being offered and sold only to qualified institutional buyers in an unregistered offering pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Act”), and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Act.

The Purchase Agreement under which the New Notes will be sold by iHeart contains customary representations, warranties and agreements by iHeart and the Guarantors, and customary conditions to closing, indemnification obligations of iHeart and the Guarantors, including for liabilities under the Act, other obligations of the parties and termination provisions.

Item 8.01 Other Events

On September 22, 2014, iHeart issued a press release made pursuant to Rule 135c promulgated under the Act announcing the pricing of the previously announced offering of the New Notes. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.1 attached hereto and is incorporated by reference herein.

iHeart intends to use the net proceeds from the offering to prepay at par \$245.9 million aggregate amount of its term loan B facility and \$4.1 million aggregate amount of its term loan C—asset sale facility, and to pay accrued and unpaid interest with regard to such loans to, but not including, the date of prepayment.

This Current Report on Form 8-K and the statements contained in Exhibit 99.1 are neither an offer to sell nor the solicitation of an offer to buy the New Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by iHeartCommunications, Inc. on September 22, 2014

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 22, 2014

By: /s/ Hamlet T. Newsom, Jr.
Hamlet T. Newsom, Jr.
Vice President, Associate General Counsel and
Assistant Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by iHeartCommunications, Inc. on September 22, 2014

**iHeartCommunications, Inc. Announces Pricing of Offering
of 9.0% Priority Guarantee Notes due 2022**

San Antonio, September 22, 2014 — iHeartCommunications, Inc. (“iHeart”) announced today the pricing of its previously announced offering of \$250.0 million aggregate principal amount of its 9.0% Priority Guarantee Notes due 2022 (the “New Notes”). The New Notes will be issued as “additional notes” under the indenture governing iHeart’s outstanding \$750.0 million 9.0% Priority Guarantee Notes due 2022, and will have identical terms to, and will be treated as a single class with, the previously issued notes. The New Notes will be issued at a price of 101% of their principal amount plus accrued interest from September 10, 2014.

The New Notes will be fully and unconditionally guaranteed on a senior secured basis by iHeart’s parent, iHeartMedia Capital I, LLC, and all of iHeart’s existing and future material wholly-owned domestic restricted subsidiaries. The New Notes and the related guarantees will be secured by (1) a lien on (a) the capital stock of iHeart and (b) certain property and related assets that do not constitute “principal property” (as defined in the indenture governing iHeart’s legacy notes), in each case equal in priority to the liens securing the obligations under iHeart’s senior secured credit facilities and existing priority guarantee notes and (2) a lien on the accounts receivable and related assets securing iHeart’s receivables based credit facility junior in priority to the lien securing iHeart’s obligations thereunder.

iHeart intends to use the net proceeds from the offering to prepay at par \$245.9 million aggregate amount of its term loan B facility and \$4.1 million aggregate amount of its term loan C—asset sale facility, and to pay accrued and unpaid interest with regard to such loans to, but not including, the date of prepayment.

The New Notes and the related guarantees will be offered only to “qualified institutional buyers” in reliance on the exemption from registration pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to persons outside of the United States in compliance with Regulation S under the Securities Act. The New Notes and the related guarantees have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

This press release is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy the New Notes or any other securities. The New Notes offering is not being made to any person in any jurisdiction in which the offer, solicitation or sale is unlawful.

Forward-Looking Statements

This press release contains forward-looking statements based on current iHeart management expectations. These forward-looking statements include all statements other than those made solely with respect to historical facts. Numerous risks, uncertainties and other factors may cause actual results to differ materially from those expressed in any forward-looking statements. Such risks and uncertainties include, but are not limited to, whether or not iHeart will consummate the offering. Many of the factors that will determine the outcome of the subject matter of this press release are beyond iHeart’s ability to control or predict. iHeart undertakes no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements as a result of new information, future events or otherwise.

About iHeartCommunications

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 40 countries across five continents, connecting people to brands using innovative new technology.

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