
**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 7.01 Regulation FD Disclosure

On September 22, 2014, iHeartCommunications, Inc. (formerly known as Clear Channel Communications, Inc.) (“iHeart”), an indirect subsidiary of iHeartMedia, Inc. (“Parent”), distributed a confidential preliminary offering circular dated September 22, 2014 (the “Offering Circular”) relating to the proposed offering (the “Proposed Offering”) of \$250,000,000 aggregate principal amount of iHeart’s Priority Guarantee Notes due 2022 (the “New Notes”) to be 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 New Notes will be issued as “additional notes” under the indenture governing iHeart’s outstanding Priority Guarantee Notes due 2022 that were issued on September 10, 2014.

The Offering Circular discloses that through September 19, 2014, revenues for iHeart’s iHeartMedia segment were pacing up 2.8%, with core stations pacing up 1.3%. Pacing for the Americas Outdoor advertising and International Outdoor advertising segments were down 0.8% and up 4.5%, respectively.

Pacing data reflects revenues booked at a specific date versus the comparable date in the prior period and may or may not reflect the actual revenue growth at the end of the period. iHeart’s revenue pacing information includes an adjustment to prior periods to include all acquisitions and exclude all divestitures in both periods presented for comparative purposes. It also excludes the effects of foreign exchange movements.

The pacing data included in the Offering Circular may be deemed material, non-public information and is being furnished hereby pursuant to Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

On September 22, 2014, iHeart issued a press release announcing the launch of the Proposed Offering. 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.

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 Proposed Private
Offering of \$250.0 Million of Additional Priority Guarantee Notes due 2022**

San Antonio, September 22, 2014 — iHeartCommunications, Inc. (formerly known as Clear Channel Communications, Inc.) (“iHeart”) announced today that it intends to offer, subject to market and customary conditions, \$250.0 million in aggregate principal amount of Priority Guarantee Notes due 2022 (the “New Notes”) in a private offering that is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). The New Notes will be issued as “additional notes” under the indenture governing iHeart’s outstanding Priority Guarantee Notes due 2022 that were issued on 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 this offering to prepay at par \$243.5 million aggregate amount of its term loan B facility and \$4.0 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 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. Any offers of the New Notes will be made only by means of a private offering circular.

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, and if it does, the terms of the New Notes and the size, timing and use of proceeds of 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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