

iHeartCommunications, Inc.
Form 8-K
December 13, 2016

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): December 8, 2016

IHEARTCOMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction

of incorporation)

001-09645
(Commission

File Number)
200 East Basse Road, Suite 100

74-1787539
(I.R.S. Employer

Identification No.)

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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 7.01. Regulation FD Disclosure.

Decision Regarding the Company's 5.50% Senior Notes due 2016

Clear Channel Holdings, Inc. (CCH), a wholly-owned subsidiary of iHeartCommunications, Inc. (the Company), owns \$57.1 million aggregate principal amount of the Company's 5.50% Senior Notes due 2016 (the Senior Notes due 2016). On December 9, 2016, a special committee of independent directors of the Company decided to not repay the \$57.1 million principal amount of the Senior Notes due 2016 held by CCH when the notes mature on December 15, 2016. On December 12, 2016, the Company informed CCH that it does not intend to repay the \$57.1 million principal amount of the Senior Notes due 2016 held by CCH when the notes mature on December 15, 2016. CCH informed the Company that, while it retains its right to exercise remedies under the indenture governing the Senior Notes due 2016 (the Legacy Note Indenture) in the future, it does not currently intend to, and it does not currently intend to request that the trustee, seek to collect principal amounts due or exercise or request enforcement of any remedy with respect to the nonpayment of such principal amount under the Legacy Notes Indenture. As a result, \$57.1 million of the Senior Notes due 2016 will remain outstanding, and the granting of certain additional security interests to certain of the Company's lenders and the holders of the Company's priority guarantee notes will not occur. The Company intends to repay in full the other \$192.9 million of Senior Notes due 2016 held by other holders on December 15, 2016, and intends to continue to pay interest on the Senior Notes due 2016 held by CCH for so long as such notes continue to remain outstanding.

For as long as the Company has at least \$500 million of legacy notes outstanding, including the \$57.1 million of Senior Notes due 2016 currently held by CCH, it will not have an obligation to grant certain additional security interests in favor of certain of its lenders and its priority guarantee note holders (or the holders of its legacy notes) under the springing lien described in the agreements governing that indebtedness, and the limitations existing with respect to the existing security interests will remain in place until up to 60 days following the date on which not more than \$500 million aggregate principal amount of the legacy notes remain outstanding.

Texas Litigation

On December 12, 2016, the Company initiated an action against the indenture trustees under the indentures governing the Company's priority guarantee notes and Citibank, N.A. as administrative agent under the Company's term loans, which is styled as *iHeartCommunications, Inc., f/k/a Clear Channel Communications, Inc., et al. v. U.S. Bank National Association, et al.*, and an action against the indenture trustee under the Legacy Note Indenture, which is styled as *iHeartCommunications, Inc., f/k/a Clear Channel Communications, Inc., et al. v. The Bank of New York, n/k/a The Bank of New York Mellon Corporation*, in the District Court of Bexar County, Texas (the Texas Court). The Company is seeking a declaration by the Texas Court that (i) the \$57.1 million of Senior Notes due 2016 held by CCH are outstanding and will remain outstanding until they are canceled or repaid, and (ii) the Company and the other plaintiffs will not be obligated to grant the springing lien to certain holders of the Company's debt and will not be obligated to do so unless and until 60 days after there is an additional repayment or cancellation of legacy notes such that the amount of legacy notes outstanding falls to \$500 million or less.

On December 13, 2016, iHeartMedia, Inc., the parent company of the Company, issued a press release announcing the decision regarding the Senior Notes due 2016 and the Texas litigation. A copy of the press release is attached as Exhibit 99.1 hereto. In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this report, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall such information, including Exhibit 99.1, be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following documents are filed herewith:

| Exhibit No. | Description |
|----------------|---|
| 99.1 | Press Release of iHeartMedia, Inc., dated December 13, 2016 (incorporated by reference to Exhibit 99.1 to iHeartMedia, Inc.'s Current Report on Form 8-K filed on December 13, 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.

IHEARTCOMMUNICATIONS, INC.

Date: December 13, 2016

By: /s/ Lauren E. Dean
Lauren E. Dean
Vice President, Associate General Counsel and
Assistant Secretary

EXHIBIT INDEX

Exhibit

Number

Description

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