

CITADEL BROADCASTING CORP

Form 8-K

August 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): August 15, 2011**

**CITADEL BROADCASTING CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-31740**  
(Commission  
File Number)

**51-0405729**  
(IRS Employer  
Identification Number)

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**Cheyenne Corporate Center, Suite 220**

**7690 West Cheyenne Avenue**

**Las Vegas, Nevada 89129**

**(Address of Principal Executive Offices)**

**(702) 804-5200**

**(Registrant's Telephone Number, Including Area Code)**

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 2.02. Results of Operations and Financial Condition.**

On August 15, 2011, Citadel Broadcasting Corporation (the Registrant ) issued a press release announcing certain financial results for the three and six months ended June 30, 2011. The full text of the press release is furnished herewith as Exhibit 99.1.

The information contained in Exhibit 99.1 is incorporated herein by reference. The information in this Current Report (including the exhibit) is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended except as shall be expressly set forth by specific reference in any such filing.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

**Exhibit**

| <b>Number</b> | <b>Exhibit Description</b>           |
|---------------|--------------------------------------|
| 99.1          | Press Release dated August 15, 2011. |

**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.

**CITADEL BROADCASTING CORPORATION**

Date: August 15, 2011

By: */s/ RANDY L. TAYLOR*  
**Randy L. Taylor**  
**Senior Vice President and Chief Financial Officer**

**EXHIBIT INDEX**

**Exhibit**

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