

DILGER JASON
Form 4
May 02, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DILGER JASON

(Last) (First) (Middle)

C/O CLEAR CHANNEL
OUTDOOR HOLDINGS,
INC., 20880 STONE OAK
PARKWAY

(Street)

SAN ANTONIO, TX 78258

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Clear Channel Outdoor Holdings,
Inc. [CCO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock ⁽¹⁾	05/01/2019		A	Amount 57,468 ⁽²⁾	(A) or (D) Price 57,468	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) <u>(3)</u>	\$ 5.69	05/01/2019		A		3,078		<u>(4)</u>	06/03/2026	Common Stock	3,078
Option (Right to Buy) <u>(5)</u>	\$ 7.714	05/01/2019		A		3,776		<u>(6)</u>	06/15/2025	Common Stock	3,776
Option (Right to Buy) <u>(7)</u>	\$ 5.854	05/01/2019		A		2,778		<u>(8)</u>	04/04/2024	Common Stock	2,778
Option (Right to Buy) <u>(9)</u>	\$ 4.654	05/01/2019		A		2,778		<u>(10)</u>	04/10/2023	Common Stock	2,778
Option (Right to Buy) <u>(11)</u>	\$ 1.514	05/01/2019		A		23,006		<u>(12)</u>	08/05/2021	Common Stock	23,006

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DILGER JASON C/O CLEAR CHANNEL OUTDOOR HOLDINGS, INC. 20880 STONE OAK PARKWAY SAN ANTONIO, TX 78258	Chief Accounting Officer

Signatures

/s/ Lynn A. Feldman, as Attorney-in-fact on behalf of Jason A.
Dilger

05/02/2019

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Received in exchange for 48,873 shares of Class A common stock of Clear Channel Outdoor Holdings, Inc. ("Old CCOH"), which merged with and into Clear Channel Holdings, Inc. (n/k/a Clear Channel Outdoor Holdings, Inc.) ("New CCOH"), with New CCOH surviving the merger (the "Merger").

(2) Includes 8,595 shares of shares held in brokerage, 2,292 shares of restricted stock which vest on June 15, 2019, 9,868 shares of restricted stock which vest in two equal installments on June 3, 2019 and June 3, 2020, 18,213 shares of restricted stock which vest in two equal installments on September 7, 2020 and September 7, 2021 and 18,500 shares of restricted stock which vest in two equal installments on September 12, 2021 and September 12, 2022.

(3) Received in exchange for 3,078 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(4) Of the options, 1,539 options are currently vested and 1,539 vest in two equal installments on June 3, 2019 and June 3, 2020.

(5) Received in exchange for 3,776 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(6) Of the options, 2,832 options are currently vested and 944 vest on June 15, 2019.

(7) Received in exchange for 2,778 options to purchase Class A common stock of Old CCOH in connection with the Merger

(8) The options are fully vested.

(9) Received in exchange for 2,778 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(10) The options are fully vested.

(11) Received in exchange for 23,006 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(12) The options are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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