

FELDMAN LYNN
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FELDMAN LYNN

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CLEAR CHANNEL
OUTDOOR HOLDINGS,
INC., 20880 STONE OAK
PARKWAY

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Gen.Counsel and Secretary

(Street)
SAN ANTONIO, TX 78258

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	05/01/2019		A	Amount 154,751 ⁽²⁾	(A) or (D) Price <u>(1)</u> 154,751	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
required to respond unless the form
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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽³⁾	\$ 5.54	05/01/2019		A		11,043		⁽⁴⁾	07/07/2026	Common Stock	11,043

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FELDMAN LYNN
C/O CLEAR CHANNEL OUTDOOR HOLDINGS, INC.
20880 STONE OAK PARKWAY
SAN ANTONIO, TX 78258

EVP, Gen.Counsel and Secretary

Signatures

/s/ Lynn A. Feldman 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 154,751 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 33,444 shares of restricted stock which vest in two equal installments on July 7, 2019 and July 7, 2020, 35,294 shares of restricted stock which vest on June 28, 2019, 41,667 shares of restricted stock which vest in two equal installments on September 7, 2020 and September 7, 2021 and 44,346 shares of restricted stock which vest in two equal installments on September 12, 2021 and September 12, 2022.

(3) Received in exchange for 11,043 options to purchase Class A common stock of Old CCOH in connection with the Merger.

(4) Of the options, 5,521 options have vested and 5,522 vest in two equal installments on July 7, 2019 and July 7, 2020.

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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