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Clear Channel Outdoor Holdings, Inc.

Form 8-A12B

November 02, 2005

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

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934
CLEAR CHANNEL OUTDOOR HOLDINGS, INC.
(Exact Name of Registrant as Specified in Its Charter)**

Delaware
(State of Incorporation or Organization)

86-0812139
(I.R.S. Employer Identification No.)

200 East Basse Road
San Antonio, Texas
(Address of Principal Executive Offices)

78209
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates: 333-127375
Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Class A common stock, par value \$.01 per share
Securities to be registered pursuant to Section 12(b) of the Act:

New York Stock Exchange
None

Item 1. Description of Registrant's Securities to be Registered

A description of the Class A common stock, par value \$0.01 per share (the *Class A Common Stock*), of Clear Channel Outdoor Holdings, Inc., a Delaware corporation (the *Registrant*), is set forth under the caption "Description of Capital Stock" in the Registrant's registration statement on Form S-1 (Registration No. 333-127375), initially filed with the Securities and Exchange Commission on August 10, 2005, as amended, including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the *Securities Act*), which description is incorporated herein by reference. The Registrant hereby further incorporates by reference the description of the Class A Common Stock included in any form of prospectus subsequently filed by the Registrant pursuant to Section 424(b) of the Securities Act.

Item 2. Exhibits

None.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CLEAR CHANNEL OUTDOOR
HOLDINGS, INC.

By: /s/ Randall T. Mays
Randall T. Mays
Executive Vice President and
Chief Financial Officer

Dated: November 1, 2005