

WELLS SCOTT
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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WELLS SCOTT

(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)
EVP and CEO - Americas

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock ⁽¹⁾	05/01/2019		A		643,578 ⁽²⁾	A <u>(1)</u> 643,578	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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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽³⁾	\$ 6.85	05/01/2019		A		338,600		⁽⁴⁾	03/03/2025	Common Stock	338,600
Option (Right to Buy) ⁽⁵⁾	\$ 7.71	05/01/2019		A		37,764		⁽⁶⁾	06/15/2025	Common Stock	37,764
Option (Right to Buy) ⁽⁷⁾	\$ 5.69	05/01/2019		A		25,654		⁽⁸⁾	06/03/2026	Common Stock	25,654

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WELLS SCOTT C/O CLEAR CHANNEL OUTDOOR HOLDINGS, INC. 20880 STONE OAK PARKWAY SAN ANTONIO, TX 78258	EVP and CEO - Americas

Signatures

/s/ Lynn A. Feldman, as Attorney-in-fact on behalf of Scott R. Wells

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 643,578 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 22,915 shares of restricted stock which vest on June 15, 2019, 82,236 shares of restricted stock which vest in two equal installments on June 3, 2019 and June 3, 2020, 88,235 shares of restricted stock which vest on June 28, 2019, 208,333 shares of restricted stock which vest in two equal installments on September 7, 2020 and September 7, 2021 and 221,729 shares of restricted stock which vest in two equal installments on September 12, 2021 and September 12, 2022.

(3) Received in exchange for 338,600 options to purchase Class A common stock of Old CCOH in connection with the Merger.

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- (4) Of the options, 169,300 options are currently vested and 169,300 will vest upon the achievement of performance conditions.
- (5) Received in exchange for 37,764 options to purchase Class A common stock of Old CCOH in connection with the Merger.
- (6) Of the options, 29,323 options are currently vested and 8,442 vest on June 15, 2019.
- (7) Received in exchange for 25,654 options to purchase Class A common stock of Old CCOH in connection with the Merger.
- (8) Of the options, 12,827 options are currently vested and 12,827 vest in two equal installments on on June 3, 2019 and June 3, 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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