

LAMAR MEDIA CORP/DE  
Form 8-K  
January 26, 2012

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

**WASHINGTON, D.C. 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): January 26, 2012**

**LAMAR ADVERTISING COMPANY**

**LAMAR MEDIA CORP.**

*(Exact name of registrants as specified in their charters)*

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<b>Delaware</b>	<b>0-30242</b>	<b>72-1449411</b>
<b>Delaware</b> <i>(States or other jurisdictions</i>	<b>1-12407</b> <i>(Commission</i>	<b>72-1205791</b> <i>(IRS Employer</i>
<i>of incorporation)</i>	<i>File Numbers)</i>	<i>Identification Nos.)</i>
	<b>5321 Corporate Boulevard, Baton Rouge, Louisiana 70808</b>	
	<i>(Address of principal executive offices and zip code)</i>	
	<b>(225) 926-1000</b>	
	<i>(Registrants telephone number, including area code)</i>	

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 7.01. Regulation FD Disclosure**

On January 26, 2012, Lamar Advertising Company ( Lamar Advertising ) announced (i) a proposed institutional private placement of senior subordinated notes of Lamar Media Corp., its wholly owned subsidiary ( Lamar Media ) and (ii) a tender offer by Lamar Media for up to \$500.0 million principal amount of Lamar Media s existing 8% Senior Subordinated Notes due 2015, 6 5/8% Senior Subordinated Notes due 2015 Series B and 8% Senior Subordinated Notes due 2015 Series C (collectively, the 5/8% Notes ) of which an aggregate principal amount of \$843.1 million are currently outstanding. In connection with the proposed private placement and tender offer, Lamar Media is disclosing the following information:

*Proposed term loan A facility and planned amendments to the senior credit facility*

Lamar Media is currently in the process of requesting a new \$100 million term loan A facility under its existing senior credit facility and obtaining certain other amendments to its senior credit facility. Lamar Media s lenders have no obligation to make any additional commitments to Lamar Media under its senior credit facility or to agree to the proposed amendments to its senior credit facility. The consummation of the proposed institutional private placement of senior subordinated notes offering is not conditioned on Lamar Media obtaining the new term loan A facility or the proposed amendments to its senior credit facility.

**Item 8.01. Other Events.**

*Proposed Private Offering*

On January 26, 2012, Lamar Advertising issued a press release announcing a proposed institutional private placement of senior subordinated notes by Lamar Media (the Private Placement ). The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein in accordance with Rule 135c of the Securities Act of 1933, as amended.

*Tender Offer*

Also on January 26, 2012, Lamar Advertising issued a press release, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein, announcing that Lamar Media has launched a tender offer to purchase, for cash, up to \$500.0 million principal amount of Lamar Media s existing 8% Notes. The tender offer is subject to a number of conditions, including the successful completion of the Private Placement.

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*This Current Report on Form 8-K contains forward-looking statements regarding Lamar Media s proposed term loan A facility and the amendment of its existing senior credit facility. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those results indicated in the forward-looking statements include Lamar Media s ability to obtain the proposed term*

*loan A and to amend its existing credit facility and a decline in advertising spending. This Current Report on Form 8-K is not an offer to buy, or the solicitation of an offer to sell, securities, nor a solicitation for acceptance of the tender offer for the 6<sup>5</sup>/8% Notes.*

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

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release of Lamar Advertising Company dated January 26, 2012.
99.2	Press release of Lamar Advertising Company dated January 26, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: January 26, 2012

**LAMAR ADVERTISING COMPANY**

By: /s/ Keith A. Istre  
Keith A. Istre

Treasurer and Chief Financial Officer

Date: January 26, 2012

**LAMAR MEDIA CORP.**

By: /s/ Keith A. Istre  
Keith A. Istre

Treasurer and Chief Financial Officer

**EXHIBIT INDEX**

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