

Clear Channel Outdoor Holdings, Inc.  
Form 8-K  
May 20, 2014

---

---

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): May 16, 2014

---

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction  
of incorporation)

1-32663  
(Commission File Number)

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

200 East Basse Road  
San Antonio, Texas 78209  
(Address of principal executive offices)

Registrant's telephone number, including area code: (210) 832-3700

Not Applicable  
(Former name or former address, if changed since last report)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## Item 5.07 Submission of Matters to a Vote of Security Holders

On May 16, 2014, Clear Channel Outdoor Holdings, Inc. (the “Company”) held its Annual Meeting of Stockholders. Set forth below are the final voting results for each proposal submitted to a vote of the stockholders at the Company’s Annual Meeting of Stockholders.

1. The Company’s stockholders elected each of the three nominees for directors to serve as directors for a three year term or until his successor shall have been elected and qualified.

Proposal 1. Election of Directors	Votes For	Votes Withheld	Broker Non-Votes
<b>Class A Common Stock</b>			
Thomas R. Shepherd	38,583,020	543,066	2,405,809
Christopher M. Temple	38,506,613	619,473	2,405,809
Scott R. Wells	26,251,505	12,874,581	2,405,809
<b>Class B Common Stock</b>			
Thomas R. Shepherd	6,300,000,000	0	0
Christopher M. Temple	6,300,000,000	0	0
Scott R. Wells	6,300,000,000	0	0
<b>Total</b>			
Thomas R. Shepherd	6,338,583,020	543,066	2,405,809
Christopher M. Temple	6,338,506,613	619,473	2,405,809
Scott R. Wells	6,326,251,505	12,874,581	2,405,809

2. The advisory resolution on executive compensation was approved.

Proposal 2. Approval of the advisory (non-binding) resolution on executive compensation	Votes For	Votes Against	Abstentions	Broker Non-Votes
Class A Common Stock	30,492,339	3,663,732	4,970,015	2,405,809
Class B Common Stock	6,300,000,000	0	0	0
<b>Total</b>	<b>6,330,492,339</b>	<b>3,663,732</b>	<b>4,970,015</b>	<b>2,405,809</b>

3. The selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2014 was ratified.

Proposal 3. Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the year ending December 31, 2014	Votes For	Votes Against	Abstentions	Broker Non-Votes
Class A Common Stock	41,513,860	15,827	2,208	0

Edgar Filing: Clear Channel Outdoor Holdings, Inc. - Form 8-K

Class B Common Stock	6,300,000,000	0	0	0
Total	6,341,513,860	15,827	2,208	0

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

Date: May 20, 2014

By: /s/ Hamlet T. Newsom, Jr.  
Hamlet T. Newsom, Jr.  
Vice President, Associate General  
Counsel and  
Assistant Secretary