

LAMAR MEDIA CORP/DE  
Form 8-K  
February 07, 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): February 6, 2012**

**LAMAR ADVERTISING COMPANY**

**LAMAR MEDIA CORP.**

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

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**Delaware**  
**Delaware**  
(States or other jurisdictions  
of incorporation)

**0-30242**  
**1-12407**  
(Commission

**72-1449411**  
**72-1205791**  
(IRS Employer

**File Numbers)**  
**5321 Corporate Boulevard, Baton Rouge, Louisiana 70808**

**Identification Nos.)**

(Address of principal executive offices and zip code)

**(225) 926-1000**

(Registrants telephone number, including area code)

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 8.01. Other Events.**

On February 6, 2012, Lamar Advertising Company issued a press release announcing that its wholly owned subsidiary, Lamar Media Corp. ( Lamar Media ), has amended its previously announced tender offer to purchase a portion of its outstanding 6 5/8% Senior Subordinated Notes due 2015, 6 5/8% Senior Subordinated Notes due 2015 Series B and 6 5/8% Senior Subordinated Notes due 2015 Series C (collectively, the 6 5/8% Notes ). The amendment increased the aggregate principal amount of 6 5/8% Notes that may be purchased in the tender offer from up to \$600 million to up to \$700 million. The tender offer was also amended to include the closing of a \$100 million term loan A facility under Lamar Media s existing senior credit facility as a condition to Lamar Media s obligation to complete the tender offer. All other terms and conditions remained the same. The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

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*This Current Report on Form 8-K contains forward-looking statements regarding Lamar Media s contemplated term loan A 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 close the term loan A 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 5/8% 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 February 6, 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: February 7, 2012

**LAMAR ADVERTISING COMPANY**

By: /s/ Keith A. Istre  
Keith A. Istre  
Treasurer and Chief Financial Officer

Date: February 7, 2012

**LAMAR MEDIA CORP.**

By: /s/ Keith A. Istre  
Keith A. Istre  
Treasurer and Chief Financial Officer

**EXHIBIT INDEX**

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