

Clear Channel Outdoor Holdings, Inc.  
Form S-4  
June 21, 2012

As filed with the Securities and Exchange Commission on June 21, 2012

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CLEAR CHANNEL WORLDWIDE HOLDINGS, INC.\*

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or  
organization)

7310

(Primary Standard Industrial  
Classification Code Number)

20-2232023

(I.R.S. Employer  
Identification No.)

200 East Basse Road  
San Antonio, Texas 78209  
Telephone: (210) 832-3700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Robert H. Walls, Jr.  
Executive Vice President, General Counsel and Secretary  
Clear Channel Outdoor Holdings, Inc.

200 East Basse Road  
San Antonio, Texas 78209  
Telephone: (210) 832-3700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

James S. Rowe  
Kirkland & Ellis LLP  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000

\*The co-registrants listed on the next page are also included in this Form S-4 Registration Statement as additional registrants.

Approximate date of commencement of proposed sale to the public: The exchange will occur as soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer:

Accelerated filer:

Non-accelerated filer:  (Do not check if a smaller reporting company)

Smaller reporting company:

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
7.625% Series A Senior Subordinated Notes due 2020	\$275,000,000	100%	\$275,000,000	\$31,515 (1)
Guarantees of 7.625% Series A Senior Subordinated Notes due 2020 (2)	N/A	N/A	N/A	N/A (3)
7.625% Series B Senior Subordinated Notes due 2020	\$1,925,000,000	100%	\$1,925,000,000	\$220,605 (1)
Guarantees of 7.625% Series B Senior Subordinated Notes due 2020 (2)	N/A	N/A	N/A	N/A (3)

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended.

(2) See the following page for a table setting forth the guarantors, all of which are additional registrants.

(3) No separate consideration will be received for the guarantees, and no separate fee is payable, pursuant to Rule 457(n) under the Securities Act.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

## TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Additional Registrants*	Primary Standard Industrial Classification Number	Jurisdiction of Formation	I.R.S. Employer Identification No.
Clear Channel Outdoor Holdings, Inc.	7310	Delaware	86-0812139
Clear Channel Outdoor, Inc.	7310	Delaware	86-0801051
Clear Channel Adshel, Inc.	7310	Delaware	13-3935813
1567 Media LLC	7310	Delaware	74-2980035
Clear Channel Spectacolor, LLC	7310	Delaware	74-2951415
Clear Channel Outdoor Holdings Company Canada	7310	Delaware	74-2951063
Outdoor Management Services, Inc	7310	Nevada	16-1643708
IN-TER-SPACE Services, Inc.	7310	Pennsylvania	23-1940160

\* The address and agent for service of process for each of the additional registrants are the same as for Clear Channel Worldwide Holdings, Inc.

Table of Contents

The information in this prospectus is not complete and may be changed. These notes may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell nor is it an offer to buy these notes in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 21, 2012

PROSPECTUS

CLEAR CHANNEL WORLDWIDE HOLDINGS, INC.  
Exchange Offers for

\$275,000,000 7.625% Series A Senior Subordinated Notes due 2020 and

\$1,925,000,000 7.625% Series B Senior Subordinated Notes due 2020

We are offering to exchange up to \$275,000,000 aggregate principal amount of our new 7.625% Series A Senior Subordinated Notes due 2020 and up to \$1,925,000,000 aggregate principal amount of our new 7.625% Series B Senior Subordinated Notes due 2020, which will be registered under the Securities Act of 1933, as amended, for up to \$275,000,000 aggregate principal amount of our outstanding 7.625% Series A Senior Subordinated Notes due 2020 (the “A note exchange offer”) and up to \$1,925,000,000 aggregate principal amount of our outstanding 7.625% Series B Senior Subordinated Notes due 2020 (the “B note exchange offer”) and together with the A note exchange offer, the “exchange offers”), respectively. We refer to the outstanding 7.625% Series A Senior Subordinated Notes due 2020 as the “outstanding A notes” and the outstanding 7.625% Series B Senior Subordinated Notes due 2020 as the “outstanding B notes” (collectively, the “outstanding notes”). We refer to the new 7.625% Series A Senior Subordinated Notes due 2020 as the “Series A exchange notes” and the new 7.625% Series B Senior Subordinated Notes due 2020 as the “Series B exchange notes” (collectively, the “exchange notes”). We sometimes refer to the outstanding notes and the exchange notes collectively as the “notes.”

MATERIAL TERMS OF THE EXCHANGE OFFERS

- The exchange offers expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2012, unless extended.
- We will exchange all outstanding notes that are validly tendered and not withdrawn prior to the expiration or termination of the applicable exchange offer. You may withdraw your tender of outstanding notes at any time before the expiration of the applicable exchange offer.
- The terms of the exchange notes to be issued in each exchange offer are substantially identical to the same series of outstanding notes, except that the transfer restrictions and registration rights relating to the applicable outstanding notes will not apply to the exchange notes.
- The exchange of outstanding notes for exchange notes should not be a taxable event for U.S. federal income tax purposes, but you should see the discussion under the caption “Certain United States Federal Income Tax Considerations” for more information.
- \_\_\_\_\_ We will not receive any proceeds from the exchange offers.
- We issued the outstanding notes in transactions not requiring registration under the Securities Act and, as a result, their transfer is restricted. We are making the exchange offers to satisfy your registration rights as a holder of the outstanding notes.



Table of Contents

We are not asking you for a proxy and you are not requested to send us a proxy.

For a discussion of certain factors that you should consider before participating in this exchange offer, see “Risk Factors” beginning on page 14 of this prospectus.

Neither the Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of the exchange notes to be distributed in the exchange offer, nor have any of these organizations determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

You should rely only on the information contained in, or incorporated by reference in, this prospectus. We have not authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. You should assume that the information contained in, or incorporated by reference in, this prospectus is accurate as of the date on the front cover of this prospectus or the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since then. We are not making an offer to sell the exchange notes offered by this prospectus in any jurisdiction where the offer or sale is not permitted.

We have filed a registration statement on Form S-4 to register with the SEC the exchange notes to be issued in exchange for the outstanding notes. This prospectus is part of that registration statement.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offers must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, starting on the expiration date (as defined herein) and ending on the close of business 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See “Plan of Distribution.”

THE DATE OF THIS PROSPECTUS IS \_\_\_\_\_, 2012.

Table of Contents

## TABLE OF CONTENTS

	Page
<u>FORWARD-LOOKING STATEMENTS</u>	iii
<u>MARKET DATA</u>	iv
<u>INCORPORATION BY REFERENCE</u>	iv
<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	14
<u>USE OF PROCEEDS</u>	33
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	34
<u>SELECTED FINANCIAL DATA</u>	35
<u>EXCHANGE OFFERS</u>	37
<u>DESCRIPTION OF THE EXCHANGE NOTES</u>	45
<u>CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	166
<u>PLAN OF DISTRIBUTION</u>	167
<u>LEGAL MATTERS</u>	167
<u>EXPERTS</u>	167
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	168

Clear Channel Worldwide Holdings, Inc., the issuer of the notes, is an indirect wholly-owned subsidiary of Clear Channel Outdoor Holdings, Inc. Unless otherwise specified, in this prospectus, (i) “Clear Channel Outdoor Holdings,” “we,” “our,” “us” and the “Company” refer to Clear Channel Outdoor Holdings, Inc. and its consolidated subsidiaries, including Clear Channel Worldwide Holdings, Inc., (ii) “Clear Channel Worldwide Holdings” and the “issuer” refer to Clear Channel Worldwide Holdings, Inc. and its consolidated subsidiaries; (iii) “CCOI” refers to Clear Channel Outdoor, Inc., a direct, wholly-owned subsidiary of Clear Channel Outdoor Holdings and a guarantor of the notes; (iv) “Clear Channel Communications” refers to Clear Channel Communications, Inc., the indirect holder of approximately 89% of the common stock of Clear Channel Outdoor Holdings; and (v) “CC Media Holdings” refers to CC Media Holdings, Inc., the indirect parent company of Clear Channel Communications. Clear Channel Communications merged with a subsidiary of CC Media Holdings, a company formed by private equity funds sponsored by Bain Capital Partners, LLC (“Bain Capital”) and Thomas H. Lee Partners, L.P. (“THL”), in July 2008.

Unless otherwise specified or the context requires, references to “dollars” and “\$” are to United States dollars.

Table of Contents

FORWARD-LOOKING STATEMENTS

Some of the statements contained in, and incorporated by reference in, this prospectus that are not historical in nature may constitute forward-looking statements within the meaning of the federal securities laws. These statements are often identified by the words “will,” “should,” “anticipate,” “believe,” “expect,” “intend,” “estimate,” “hope,” or similar expressions. These statements reflect management’s current views with respect to future events and are subject to risks and uncertainties. There are important factors that could cause actual results to differ materially from those in forward-looking statements, many of which are beyond our control. These factors, risks and uncertainties include the following:

- risks associated with a global economic downturn and its impact on capital markets;
- other general economic and political conditions in the United States and in other countries in which we currently do business, including those resulting from recessions, political events and acts or threats of terrorism or military conflicts;
  - industry conditions, including competition;
  - the level of expenditures on advertising;
  - legislative or regulatory requirements;
  - fluctuations in operating costs;
  - technological changes and innovations;
  - changes in labor conditions and management;
  - capital expenditure requirements;
  - risks of doing business in foreign countries;
  - fluctuations in exchange rates and currency values;
  - the outcome of pending and future litigation;
    - changes in interest rates;
    - taxes and tax disputes;
  - shifts in population and other demographics;
  - access to capital markets and borrowed indebtedness;
  - our ability to implement our business strategies;
- the risk that we may not be able to integrate the operations of acquired businesses successfully;
-



the risk that our cost savings initiatives may not be entirely successful or that any cost savings achieved from those initiatives may not persist;

- the impact of our substantial indebtedness, including the effect of our leverage on our financial position and earnings;
  - our relationship with Clear Channel Communications;
- the impact of the above and similar factors on Clear Channel Communications, our primary direct or indirect external source of capital; and
- certain other factors set forth in our other filings with the SEC, including the Annual Report on Form 10-K of Clear Channel Outdoor Holdings for the year ended December 31, 2011 and the Quarterly Report on Form 10-Q of Clear Channel Outdoor Holdings for the quarter ended March 31, 2012.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking statements. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them does, what impact they will have on our results of operations and financial condition. You should carefully read the factors described in the “Risk Factors” section of this prospectus for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements.

Table of Contents

All forward-looking statements speak only as of the date of this prospectus, or as of the date of the date of the document incorporated by reference, and are expressly qualified in their entirety by the cautionary statements contained in this prospectus. We undertake no obligation to update or revise forward-looking statements which may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events.

MARKET DATA

Market and industry data presented throughout this prospectus, or incorporated into this prospectus by reference, has been obtained from a combination of our own internal company surveys, the good faith estimates of management and various trade associations and publications. While we believe our internal surveys, third-party information, estimates of management and data from trade associations are reliable, we have not verified this data with any independent sources. Accordingly, we do not make any representations as to the accuracy or completeness of that data. As of April 5, 2012, entities affiliated with David C. Abrams, a member of the board of directors of CC Media Holdings and Clear Channel Communications, beneficially owned approximately 11.0% of the outstanding shares of capital stock of Arbitron, Inc. Information provided by Arbitron, Inc. is contained in reports that are available to all of the clients of Arbitron, Inc. and was not commissioned by or prepared for Mr. Abrams.

INCORPORATION BY REFERENCE

This prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this document. We have elected to incorporate by reference information into this prospectus by referring to another document that we have filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except as described in the following sentence. Any statement in this prospectus or in any document which is incorporated or deemed to be incorporated by reference in this prospectus will be deemed to have been modified or superseded to the extent that a statement contained in this prospectus or any document that we subsequently file with the SEC that is incorporated or deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed to be a part of this prospectus except as so modified or superseded.

This prospectus incorporates by reference the following documents that we have previously filed with the SEC:

- the Current Reports on Form 8-K of Clear Channel Outdoor Holdings filed with SEC on June 21, 2012, May 21, 2012, March 16, 2012, February 29, 2012, February 23, 2012, January 24, 2012, January 10, 2012 and January 3, 2012 (excluding portions of such Form 8-Ks which were furnished and not filed with the SEC);
- the Quarterly Report on Form 10-Q of Clear Channel Outdoor Holdings for the quarter ended March 31, 2012;
- the Annual Report on Form 10-K of Clear Channel Outdoor Holdings for the year ended December 31, 2011; and
- the Definitive Proxy Statement of Clear Channel Outdoor Holdings filed with SEC on April 9, 2012.

We are also incorporating by reference all other reports that we file on behalf of Clear Channel Outdoor Holdings with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and continuing until the close of business 180 days after consummation of the exchange offers.



Table of Contents

Statements contained in this prospectus as to the contents of any contract or other document referred to in this prospectus do not purport to be complete, and where reference is made to the particular provisions of such contract or other document, such provisions are qualified in all respects by reference to all of the provisions of such contract or other document.

We will provide without charge to each person to whom a copy of this prospectus has been delivered, on the written or oral request of such person, a copy of any or all of the documents which have been or may be incorporated in this prospectus by reference (other than exhibits to such documents unless such exhibits are specifically incorporated by reference in any such documents). Requests for such copies should be directed to:

Clear Channel Outdoor Holdings, Inc.  
Attention: Investor Relations  
200 East Basse Road  
San Antonio, Texas 78209  
Telephone: (210) 832-3700

Table of Contents

SUMMARY

Clear Channel Worldwide Holdings, the issuer of the notes, is an indirect, wholly-owned subsidiary of Clear Channel Outdoor Holdings. The outstanding notes are and the exchange notes will be guaranteed by Clear Channel Outdoor Holdings and certain of its existing and future domestic subsidiaries. The financial statements incorporated by reference in this prospectus are those of Clear Channel Outdoor Holdings.

Clear Channel Worldwide Holdings is a holding company that owns 100% of our International segment through the indirect ownership of numerous international subsidiaries. Clear Channel Worldwide Holdings also owns certain other immaterial subsidiaries that are included in our Americas segment. Clear Channel Worldwide Holdings has no direct operations or operating assets.

The following summary is qualified in its entirety by the more detailed information, including the section entitled “Risk Factors” and the consolidated and combined financial statements and related notes, contained elsewhere in, or incorporated by reference in, this prospectus. Because this is a summary, it may not contain all of the information that may be important to you. You should read the entire prospectus and the other documents to which we have referred you before deciding whether to invest in the exchange offers.

Overview

We are a leading global outdoor advertising company with key market positions in each of our operating segments: Americas and International.

- Americas. We are the largest outdoor advertising company in the Americas (based on revenues), which includes the United States and Canada. As of December 31, 2011, we owned or operated more than 100,000 display structures, including 857 digital billboards in 37 U.S. markets. Our Americas assets consist of billboards, street furniture, transit displays, airport displays, mall displays and wallscapes and other spectacles, which we believe are in premier real estate locations in various markets throughout the Americas. As of December 31, 2011, we had operations in 48 of the top 50 markets in the United States, based on designated market area (“DMA”) region rankings, including all of the top 20 markets. Our Americas advertising business is focused on metropolitan areas with dense populations. For the year ended December 31, 2011 and the three months ended March 31, 2012, our Americas segment represented 42% and 43% of our revenue, respectively.
- International. We are a leading international outdoor advertising company with operations in Asia, Australia, Europe and Latin America, with approximately 33% of our 2011 revenue in this segment derived from France and the U.K. As of December 31, 2011, we owned or operated more than 650,000 displays across more than 30 countries, including key positions in attractive international growth markets, such as China and Australia. Our International assets consist of street furniture and transit displays, billboards, mall displays, Smartbike schemes, wallscapes and other spectacles. Our International business is focused on metropolitan areas with dense populations. For the year ended December 31, 2011 and the three months ended March 31, 2012, our International segment represented 58% and 57% of our revenue, respectively.

For the year ended December 31, 2011 and the three months ended March 31, 2012, we generated revenue of \$3,003.9 million and \$651.3 million, respectively.

Our Strengths

Global Scale and Local Market Leadership. We are a leading global outdoor advertising company. As of December 31, 2011, we owned and operated more than 750,000 outdoor advertising displays worldwide in metropolitan and densely-populated real estate locations, providing advertisers with both a global and a local reach. Our global scale enables productive and cost-effective investment across our portfolio, which supports our competitive position.

Table of Contents

- Our business is focused on urban markets with dense populations. Our real estate locations in these markets provide reach to a broad audience and therefore a compelling opportunity for our advertisers to reach a mass audience at a relatively low cost. We believe that the buying decision for our customers is based on the strength of the network of locations for outdoor advertising we can offer. The strength of our network is derived from the value of our permits and site-leases. In the United States, we have operations in 48 of the top 50 markets, including all of the 20 largest markets, and our International division currently has a presence in more than 30 countries.
- Our scale has enabled cost-effective investment in new display technologies, such as digital billboards, which we believe can support future growth. This technology allows us to transition from selling space on a display to a single advertiser to selling time on that display to multiple advertisers, creating new revenue opportunities from both new and existing clients.

**Strong Collection of Assets.** Through acquisitions and organic growth, we have aggregated a sizable portfolio of assets. The domestic outdoor industry is regulated by the Federal government as well as state and municipal governments. Statutes and regulations govern the construction, repair, maintenance, lighting, spacing, location, replacement and content of outdoor advertising structures. Due to such regulation, it has become increasingly difficult to construct new outdoor advertising structures. Further, for many of our existing billboards, a permit for replacement cannot be sought by our competitors or landlords. Internationally, regulations vary by country and region but generally provide for limitations on the number, placement, size, nature and density of outdoor displays. As a result, our existing billboards in top demographic areas have significant value.

**Outdoor is a Compelling Value Proposition to Advertisers.** We believe outdoor advertising offers a cost-effective advertising medium for advertisers, broad reach, access to consumers when they are out of the home and relatively low cost per thousand persons reached relative to other media. We also believe the outdoor industry is well-positioned to benefit from the fragmentation of audiences of other media as it is able to reach mass audiences on a local market basis.

- **Cost-Effective Advertising Medium.** Outdoor media provides advertisers with highly cost-effective advertising as measured by cost per thousand persons reached.
- **Broad Audience Reach.** According to the Arbitron 2009 In-Car Study, the average American spends about 20 hours in a car per week, a 31% increase since 2003. The captive in-car audience is subject to increasing out-of-home advertiser exposures as time and distance of commutes increase.