

CITADEL BROADCASTING CORP

Form 8-K

May 24, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 24, 2005

**CITADEL BROADCASTING CORPORATION**  
(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>DELAWARE</b>                                   | <b>001-31740</b>         | <b>51-0405729</b>                    |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (IRS Employer Identification<br>No.) |

**City Center West, Suite 400**  
**7201 West Lake Mead Blvd.**  
**Las Vegas, Nevada 89128**  
(Address of Principal executive offices, including Zip Code)

**(702) 804-5200**  
(Registrant's 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))
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**Item 8.01 Other Events.**

On May 24, 2005, we held our 2005 Annual Meeting of Shareholders for the following purposes:

1. To elect four members of the Company's Board of Directors;
2. To amend the Citadel Broadcasting Corporation 2002 Long-Term Incentive Plan to increase the number of shares of common stock available for issuance under the plan by 5,000,000 shares and to comply with new tax laws, which provide new rules for the taxation of deferred compensation; and
3. To ratify the appointment of the Company's independent accountants.

All of the proposals were approved by the shareholders. A copy of the Citadel Broadcasting Corporation Amended and Restated 2002 Long-Term Incentive Plan is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit No. Description

99.1 Citadel Broadcasting Corporation Amended and Restated 2002 Long-Term Incentive Plan.

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**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.

**CITADEL BROADCASTING CORPORATION**

Date: May 24, 2005

By: /s/ Randy L. Taylor

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Name: Randy L. Taylor

Title: Vice President-Finance and Secretary