

CITADEL BROADCASTING CORP

Form 8-K

January 28, 2008

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

WASHINGTON, DC 20549

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**FORM 8-K**

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**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 23, 2008

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**CITADEL BROADCASTING CORPORATION**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of

incorporation)

**001-31740**  
(Commission File Number)

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)

**51-0405729**  
(IRS Employer

Identification No.)

## Edgar Filing: CITADEL BROADCASTING CORP - Form 8-K

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-(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) Resignation of Current Chief Financial Officer

On January 23, 2008, Robert G. Freedline provided notice of his resignation, effective January 31, 2008, as Citadel Broadcasting Corporation's Chief Financial Officer and principal financial officer.

(c) Appointment of Acting Chief Financial Officer

Effective February 1, 2008, Randy L. Taylor will be promoted to Senior Vice President, Acting Chief Financial Officer and acting principal financial officer. Mr. Taylor will maintain the other positions he currently holds at Citadel Broadcasting Corporation (the Company).

Since November 6, 2006, Mr. Taylor has served as the Company's Vice President Finance Principal Accounting Officer. Since September 25, 2006, Mr. Taylor has been the Vice President, Finance Principal Accounting Officer of Citadel Broadcasting Company, the Company's wholly owned subsidiary, and he continued in this capacity after his November 6, 2006 appointment. From January 2001 through September 2005, Mr. Taylor served as the Company's Vice President-Finance and corporate secretary, and from April 1999 through January 2001, as its Vice President-Controller. During the year between September 2005 and September 2006, Mr. Taylor served as Vice President Corporate Controller for Bally Technologies, Inc.

The material provisions of the terms of Mr. Taylor's employment are presented in the Letter Agreement dated August 29, 2006, between Citadel Broadcasting Company and Mr. Taylor, and the Memorandum dated November 6, 2006, between the Company and Mr. Taylor, which are incorporated by reference herein and filed with this current report on Form 8-K as exhibits 10.1 and 10.2. A summary of the material provisions of the terms of Mr. Taylor's employment are presented in Part II, Section 5, of the Company's quarterly report for the quarterly period ended September 30, 2006 on Form 10-Q.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description.</b>
10.1	Letter Agreement, dated August 29, 2006, between Citadel Broadcasting Company and Randy L. Taylor (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report for the quarterly period ended September 30, 2006 on Form 10-Q).
10.2	Memorandum, dated November 6, 2006, between the Company and Randy L. Taylor (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report for the quarterly period ended September 30, 2006 on Form 10-Q).
99.1	Press Release issued by Citadel Broadcasting Corporation, dated January 28, 2008.

**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: January 28, 2008

By: /s/ JACQUELYN J. ORR  
Name: Jacquelyn J. Orr  
Title: General Counsel & Vice President