

iHeartCommunications, Inc.  
Form 8-K  
April 06, 2015

**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): March 31, 2015**

**IHEARTCOMMUNICATIONS, INC.**

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

**Texas**  
**(State or other jurisdiction**

**of incorporation)**

**001-09645**  
**(Commission**

**File Number)**  
**200 East Basse Road**

**74-1787539**  
**(I.R.S. Employer**

**Identification No.)**

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**San Antonio, Texas 78209**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (210) 822-2828**

**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:

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

On March 31, 2015, Mark P. Mays, a current member of the Board of Directors of iHeartMedia, Inc. ( iHeartMedia ), the indirect parent of iHeartCommunications, Inc. (the Company ), indicated his intention not to stand for re-election at iHeartMedia s upcoming annual meeting of stockholders. Mr. Mays informed iHeartMedia that his decision not to stand for re-election is not the result of any disagreement with iHeartMedia on any matter relating to the iHeartMedia s operations, policies or practices. In connection with his separation from the iHeartMedia Board of Directors, Mr. Mays also will no longer serve on the Company s Board of Directors as of the iHeartMedia annual meeting.

**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.

**IHEARTCOMMUNICATIONS, INC.**

Date: April 6, 2015

By: /s/ Robert H. Walls, Jr.  
Robert H. Walls, Jr.  
Executive Vice President, General Counsel and  
Secretary