Eccleshare Christopher William Form 4

May 02, 2019

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Eccleshare Christopher William

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

below)

Clear Channel Outdoor Holdings, Inc. [CCO]

(Check all applicable)

Chief Executive Officer

(Last) (First)

(Middle)

3. Date of Earliest Transaction

\_X\_\_ Director X\_ Officer (give title

10% Owner Other (specify

C/O CLEAR CHANNEL **OUTDOOR HOLDINGS.** INC., 20880 STONE OAK

**PARKWAY** 

Security

(Instr. 3)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

3.

(Month/Day/Year)

05/01/2019

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN ANTONIO, TX 78258

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial

any (Month/Day/Year)

Execution Date, if

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported Transaction(s) Indirect (I) Ownership (Instr. 4) (Instr. 4)

Code V Amount

or (D) Price

(A)

(Instr. 3 and 4)

Common 05/01/2019 Stock (1)

608,717 A (2)

<u>(1)</u> 608,717 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

### Edgar Filing: Eccleshare Christopher William - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | e 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | Date               | 7. Title and A Underlying S (Instr. 3 and | Securities                       |
|---|---|---|---|---|---|---------------------|--------------------|---|----------------------------------|
|   |   |   |   | Code V                                  | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                                     | Amount or<br>Number of<br>Shares |
| Option (Right to Buy) (3)                           | \$ 1.17   | 05/01/2019                              |   | A                                       | 164,907   | <u>(4)</u>          | 09/10/2019         | Common<br>Stock                           | 164,907                          |
| Option (Right to Buy) (5)                           | \$ 1.16   | 05/01/2019                              |   | A                                       | 22,500  | <u>(6)</u>          | 02/24/2020         | Common<br>Stock                           | 22,500                           |
| Option (Right to Buy) (7)                           | \$ 1.43   | 05/01/2019                              |   | A                                       | 63,583  | (8)                 | 09/10/2020         | Common<br>Stock                           | 63,583                           |
| Option<br>(Right to<br>Buy) (9)                     | \$ 4.78   | 05/01/2019                              |   | A                                       | 15,360  | (10)                | 12/13/2020         | Common<br>Stock                           | 15,360                           |
| Option<br>(Right to<br>Buy) (11)                    | \$ 6.09   | 05/01/2019                              |   | A                                       | 90,000  | (12)                | 02/21/2021         | Common<br>Stock                           | 90,000                           |
| Option<br>(Right to<br>Buy) (13)                    | \$ 5.02   | 05/01/2019                              |   | A                                       | 90,000  | (14)                | 03/26/2022         | Common<br>Stock                           | 90,000                           |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                         |       |  |  |
|--|---------------|-----------|-------------------------|-------|--|--|
|  | Director      | 10% Owner | Officer                 | Other |  |  |
| Eccleshare Christopher William<br>C/O CLEAR CHANNEL OUTDOOR HOLDINGS, INC.<br>20880 STONE OAK PARKWAY<br>SAN ANTONIO, TX 78258 | X             |           | Chief Executive Officer |       |  |  |
| Signatures   |               |           |                         |       |  |  |
| /s/ Lynn A. Feldman, as Attorney-in-fact on behalf of C. W<br>Eccleshare   | Villiam       |           | 05/02/2019              |       |  |  |
| **Signature of Reporting Person  |               |           | Date                    |       |  |  |

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## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Received in exchange for 608,717 shares of Class A common stock of Clear Channel Outdoor Holdings, Inc. ("Old CCOH"), which merged with and into Clear Channel Holdings, Inc. (n/k/a Clear Channel Outdoor Holdings, Inc.) ("New CCOH"), with New CCOH surviving the merger (the "Merger").
- Includes 25,000 shares of restricted stock which vest in two equal installments on September 21, 2019 and September 21, 2020, 4,191 shares of restricted stock which vest in two equal installments on September 21, 2019 and September 21, 2020, 70,588 shares of restricted stock which vest on June 28, 2019 and 221,729 shares of restricted stock which vest in two equal installments on September 12, 2021 and September 12, 2022.
- (3) Received in exchange for 164,907 options to purchase Class A common stock of the Old CCOH in connection with the Merger.
- (4) The options are fully vested.
- (5) Received in exchange for 22,500 options to purchase Class A common stock of the Old CCOH in connection with the Merger.
- (6) The options are fully vested.
- (7) Received in exchange for 63,583 options to purchase Class A common stock of the Old CCOH in connection with the Merger.
- (8) The options are fully vested.
- (9) Received in exchange for 15,360 options to purchase Class A common stock of the Old CCOH in connection with the Merger.
- (10) The options are fully vested.
- (11) Received in exchange for 90,000 options to purchase Class A common stock of the Old CCOH in connection with the Merger.
- (12) The options are fully vested.
- (13) Received in exchange for 90,000 options to purchase Class A common stock of the Old CCOH in connection with the Merger.
- (14) The options are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.