

WESTWOOD ONE INC /DE/

Form 8-K

February 24, 2006

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**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): February 22, 2006  
WESTWOOD ONE, INC.  
(Exact name of registrant as specified in its charter)**

**Delaware**

**001-14691**

**95-3980449**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification  
No.)

**40 West 57<sup>th</sup> Street, 5<sup>th</sup> Floor  
New York, NY**

**10019**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(212) 641-2000**

(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 (see General Instruction A.2. below):

- 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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EX-99.1: PRESS RELEASE

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**Section 2 Financial Information**

Item 2.02 Results of Operations and Financial Condition.

On February 24, 2006, Westwood One, Inc. (the Company ) issued a press release announcing earnings for the full year and fourth quarter ended December 31, 2005. A copy of such press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein in its entirety.

**Section 5 Corporate Governance and Management**

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On February 22, 2006, Farid Suleman, a director of the Company, notified the Company of his resignation as a director of the Company, effective as of February 22, 2006.

**Section 9 Financial Statements and Exhibits**

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following is a list of the exhibits filed as a part of this Form 8-K:

Exhibit No.	Description of Exhibit
99.1	Press Release, dated February 24, 2006, announcing earnings for the full year and fourth quarter ended December 31, 2005.

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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.

**WESTWOOD ONE, INC.**

Date: February 24, 2006

By: /s/ David Hillman  
Name: David Hillman  
Title: Senior Vice President,  
General Counsel and  
Secretary

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EXHIBIT INDEX  
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dated February 22, 2006  
Westwood One, Inc.

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