

CLEAR CHANNEL COMMUNICATIONS INC

Form S-8 POS

July 30, 2008

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As filed with the Securities and Exchange Commission on July 30, 2008

Registration No. 333-38582

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-4  
ON  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
CLEAR CHANNEL COMMUNICATIONS, INC.  
(Exact name of registrant as specified in its charter)**

**Texas**  
(State or other jurisdiction of incorporation or  
organization)

**74-1787539**  
(I.R.S. Employer Identification No.)

**200 East Basse Road**  
**San Antonio, TX**  
(Address of Principal Executive Offices)

**78209**  
(Zip Code)

**AGREEMENT BETWEEN SFX ENTERTAINMENT, INC. AND DAVID FALK;  
AGREEMENT BETWEEN SFX ENTERTAINMENT, INC. AND CURTIS POLK;  
AGREEMENT BETWEEN SFX ENTERTAINMENT, INC. AND PETER STRAUSS;  
AGREEMENT BETWEEN SFX ENTERTAINMENT, INC. AND KRAIG FOX;  
AGREEMENT BETWEEN SFX ENTERTAINMENT, INC. AND MIKE PRINCIPE;  
AGREEMENT BETWEEN SFX ENTERTAINMENT, INC. AND GREG GAMBLE;  
AGREEMENT BETWEEN SFX ENTERTAINMENT, INC. AND TERRY MOLONEY;  
CERTAIN OPTION AGREEMENTS BETWEEN  
SFX ENTERTAINMENT, INC. AND ROBERT F.X. SILLERMAN;  
CERTAIN OPTION AGREEMENTS BETWEEN SFX ENTERTAINMENT, INC.  
AND HOWARD J. TYTEL;  
AMENDED AND RESTATED EMPLOYMENT AGREEMENT BETWEEN  
SFX ENTERTAINMENT, INC. AND MICHAEL G. FERREL;  
AMENDED AND RESTATED EMPLOYMENT AGREEMENT BETWEEN  
SFX ENTERTAINMENT, INC. AND ROBERT F.X. SILLERMAN;  
AMENDED AND RESTATED EMPLOYMENT AGREEMENT BETWEEN  
SFX ENTERTAINMENT, INC. AND HOWARD J. TYTEL;  
AMENDED AND RESTATED EMPLOYMENT AGREEMENT BETWEEN  
SFX ENTERTAINMENT, INC. AND THOMAS BENSON;  
SECOND AMENDED AND RESTATED EMPLOYMENT AGREEMENT BETWEEN  
SFX ENTERTAINMENT, INC. AND BRIAN E. BECKER;  
EMPLOYMENT AGREEMENT BETWEEN SFX ENTERTAINMENT, INC. AND RICHARD A LIESE;  
CERTAIN AGREEMENTS BETWEEN SFX ENTERTAINMENT, INC. AND CERTAIN  
EXISTING AND FORMER EMPLOYEES OF SFX ENTERTAINMENT, INC.;  
STOCK OPTION AGREEMENTS WITH CERTAIN EXISTING AND FORMER DIRECTORS, OFFICERS,  
EMPLOYEES AND  
CONSULTANTS OF SFX ENTERTAINMENT, INC. PURSUANT  
TO THE SFX ENTERTAINMENT, INC. 1998 STOCK OPTION AND RESTRICTED STOCK PLAN;**

**THE SFX ENTERTAINMENT, INC. 1999 STOCK OPTION AND RESTRICTED STOCK PLAN;  
THE MARQUEE GROUP, INC. 1996 STOCK OPTION PLAN;  
THE MARQUEE GROUP, INC. 1997 STOCK OPTION PLAN; AND  
THE SFX ENTERTAINMENT, INC. DIRECTOR DEFERRED STOCK OWNERSHIP PLAN**

(Full title of the plans)

**Mark P. Mays**

**Chief Executive Officer**

**Clear Channel Communications, Inc.**

**200 East Basse Road**

**San Antonio, TX 78209**

**(210) 822-2828**

(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

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SIGNATURES

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**Deregistration of Securities**

On August 3, 2000, Clear Channel Communications, Inc., a Texas corporation (the Company), filed a Post-Effective Amendment No. 1 to Form S-4 on Form S-8, File No. 333-38582 (the Registration Statement), registering 6,500,000 shares of the Company's common stock, par value \$0.10 per share (the Common Stock), which were reserved for issuance pursuant to certain option agreements assumed by the Company in connection with its acquisition of SFX Entertainment, Inc.

On July 30, 2008, pursuant to the terms of the Agreement and Plan of Merger, dated as of November 16, 2006, by and among the Company, BT Triple Crown Merger Co., Inc. (Merger Sub), B Triple Crown Finco, LLC and T Triple Crown Finco, LLC (together with B Triple Crown Finco, LLC, the Fincos), as amended by Amendment No. 1 thereto, dated April 18, 2007, by and among the Company, Merger Sub and the Fincos, as further amended by Amendment No. 2 thereto, dated May 17, 2007, by and among the Company, Merger Sub, the Fincos and CC Media Holdings, Inc. (Holdings), and as further amended by Amendment No. 3 thereto, dated May 13, 2008, by and among the Company, Merger Sub, Holdings and the Fincos, Merger Sub merged with and into the Company, with the Company as the surviving entity (the Merger).

In connection with the Merger, this Post-Effective Amendment No. 2 is being filed to deregister all shares of Common Stock registered under the Registration Statement that remain unissued.

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Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on the 30th day of July, 2008.

CLEAR CHANNEL COMMUNICATIONS,  
INC.

By: /s/ Mark P. Mays  
Mark P. Mays  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8, File No. 333-38582, has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mark P. Mays	Chief Executive Officer and	
Mark P. Mays	Director	July 30, 2008
/s/ Randall T. Mays*	President and Chief	
Randall T. Mays	Financial Officer (Principal Financial Officer) and Director	July 30, 2008
/s/ Herbert W. Hill, Jr.	Senior Vice President/Chief	
Herbert W. Hill, Jr.	Accounting Officer (Principal Accounting Officer)	July 30, 2008
/s/ L. Lowry Mays*	Chairman	July 30, 2008
L. Lowry Mays		
/s/ Alan D. Feld*	Director	July 30, 2008
Alan D. Feld		
/s/ Perry J. Lewis*	Director	July 30, 2008
Perry J. Lewis		
/s/ B. J. McCombs*	Director	July 30, 2008
B. J. McCombs		

/s/ Phyllis B. Riggins\*

Director

July 30, 2008

Phyllis B. Riggins

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Theodore H. Strauss*	Director	July 30, 2008
Theodore H. Strauss		
/s/ J. C. Watts*	Director	July 30, 2008
J. C. Watts		
/s/ John H. Williams*	Director	July 30, 2008
John H. Williams		
/s/ John B. Zachry*	Director	July 30, 2008
John B. Zachry		

\* By Mark P.  
Mays pursuant  
to Power of  
Attorney.