

LAMAR ADVERTISING CO/NEW

Form 8-K

January 23, 2019

**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): January 23, 2019**

**LAMAR ADVERTISING COMPANY**

**LAMAR MEDIA CORP.**

**(Exact name of registrants as specified in their charters)**

**Delaware**  
**Delaware**  
**(States or other jurisdictions)**

**1-36756**  
**1-12407**  
**(Commission)**

**72-1449411**  
**72-1205791**  
**(IRS Employer)**

<b>of incorporation)</b>	<b>File Numbers)</b>	<b>Identification Nos.)</b>
<b>5321 Corporate Boulevard, Baton Rouge, Louisiana 70808</b>		
<b>(Address of principal executive offices and zip code)</b>		
<b>(225) 926-1000</b>		
<b>(Registrants telephone number, including area code)</b>		

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Lamar Advertising Company

Emerging growth company

Lamar Media Corp.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Lamar Advertising Company

Lamar Media Corp.

**Item 8.01. Other Events.**

*Proposed Private Offering*

On January 23, 2019, Lamar Advertising issued a press release announcing a proposed institutional private placement of an additional \$250.0 million of Lamar Media's 5 3/4% Senior Notes due 2026 (the "Proposed Offering"). A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein in accordance with Rule 135c of the Securities Act of 1933, as amended.

\* \* \*

*This Current Report on Form 8-K contains forward-looking statements, including regarding the Proposed Offering. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those results indicated in the forward-looking statements are (i) uncertainties relating to market conditions for corporate debt securities generally and for the securities of advertising companies and for Lamar Media in particular, (ii) Lamar Advertising's ability to maintain its status as a real estate investment trust or REIT, (iii) changes in tax laws applicable to REITs or in the interpretation of those laws, (iv) the regulation of the outdoor advertising industry by federal, state and local governments and (v) Lamar Media's ability to integrate the assets acquired in the Acquisition and its ability to recognize cost savings and operating efficiencies as a result of the acquisition.*

*This Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy the senior notes.*

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

(d) Exhibits

**Exhibit**

No.	Description
99.1	<u>Press Release of Lamar Advertising Company dated January 23, 2019.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: January 23, 2019

**LAMAR ADVERTISING COMPANY**

By: /s/ Keith A. Istre  
Keith A. Istre  
Treasurer and Chief Financial Officer

Date: January 23, 2019

**LAMAR MEDIA CORP.**

By: /s/ Keith A. Istre  
Keith A. Istre  
Treasurer and Chief Financial Officer