
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): April 8, 2010

LAMAR ADVERTISING COMPANY

LAMAR MEDIA CORP.

(Exact name of registrants as specified in their charters)

Delaware
Delaware
(States or other jurisdictions
of incorporation)

0-30242
1-12407
(Commission File
Numbers)

72-1449411
72-1205791
(IRS Employer
Identification Nos.)

5551 Corporate Boulevard, Baton Rouge, Louisiana 70808
(Address of principal executive offices and zip code)

(225) 926-1000
(Registrants' telephone number, including area code)

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))
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Item 7.01. Regulation FD Disclosure

On April 8, 2010, Lamar Advertising Company (“Lamar Advertising”) announced (i) a proposed institutional private placement of senior subordinated notes of Lamar Media Corp., its wholly-owned subsidiary (“Lamar Media”) and (ii) a tender offer by Lamar Media for any and all of its outstanding 7 1/4% Senior Subordinated Notes due 2013 (the “7 1/4% Notes”). In connection with the proposed private placement and tender offer, Lamar Media is disclosing the following information:

Planned refinancing of senior credit facility

Lamar Media is planning to refinance its existing senior credit facility with a new senior credit facility. The new credit facility is expected to be comprised of a \$250 million revolving credit facility, a \$300 million Term A loan facility and a \$575 million Term B loan facility. It is also expected to have a \$300 million incremental facility (subject to increase to \$500 million, based upon our satisfaction of a senior debt ratio test) that would allow for additional commitments into which lenders could enter at their sole discretion.

Update on Guidance

Lamar Advertising currently expects net revenue for the first quarter of 2010 to be down approximately 1.0% on a pro forma basis versus the first quarter of 2009, which reaffirms guidance given in its February 25, 2010 earnings release.

Item 8.01. Other Events.*Proposed Private Offering*

On April 8, 2010, Lamar Advertising issued a press release announcing a proposed institutional private placement of senior subordinated notes by Lamar Media (the “Private Placement”). 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.

Tender Offer

Also on April 8, 2010, Lamar Advertising issued a press release, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein, announcing that Lamar Media has launched a tender offer to purchase, for cash, any and all of its outstanding 7 1/4% Notes. In conjunction with the tender offer, Lamar Media is soliciting consents from the holders of the 7 1/4% Notes to eliminate certain covenants and amend certain provisions of the indenture governing the 7 1/4% Notes. The tender offer is subject to a number of conditions, including the successful completion of the Private Placement and Lamar Media’s receipt of tenders which have not been revoked in respect of at least a majority in aggregate principal amount of the 7 1/4% Notes.

This Current Report on Form 8-K contains forward-looking statements regarding (i) Lamar Media's refinancing of its existing senior credit facility with a new senior credit facility and (ii) guidance for the first quarter of 2010. 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 include Lamar Media's ability to refinancing its existing credit facility and a decline in advertising spending. This Current Report on Form 8-K is not an offer to buy, or the solicitation of an offer to sell, securities, nor a solicitation for acceptance of the tender offer and consent solicitation for the 7 1/4% Notes.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Lamar Advertising Company dated April 8, 2010.
99.2	Press release of Lamar Advertising Company dated April 8, 2010.

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: April 8, 2010

LAMAR ADVERTISING COMPANY

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

Date: April 8, 2010

LAMAR MEDIA CORP.

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of Lamar Advertising Company dated April 8, 2010.
99.2	Press release of Lamar Advertising Company dated April 8, 2010.



5551 Corporate Boulevard
Baton Rouge, LA 70808

**Lamar Advertising Company Announces
Proposed Private Offering of Senior Subordinated Notes**

Baton Rouge, LA — April 8, 2010 — Lamar Advertising Company (Nasdaq: LAMR), a leading owner and operator of outdoor advertising and logo sign displays, announced today that it is seeking to raise approximately \$400 million through an institutional private placement of senior subordinated notes due 2018 (the “Notes”) by its wholly-owned subsidiary, Lamar Media Corp.

Lamar Media intends to use the proceeds of this offering, after the payment of fees and expenses, (i) to repurchase any or all of its outstanding 7 1/4% Senior Subordinated Notes due 2013 (the “7 1/4% Notes”) pursuant to the cash tender offer and consent solicitation it announced on April 8, 2010 or other means, (ii) to fund repayment of the 7 1/4% Notes at maturity, or (iii) for general corporate purposes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy the Notes.

The Notes subject to the private placement have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to non-U.S. persons in offshore transactions in reliance on Regulation S. Unless so registered, the Notes may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

Forward-Looking Statements

This press release contains forward-looking statements regarding Lamar Media’s ability to complete this private placement and its application of net proceeds, including the repurchase of Lamar Media’s 7 1/4% Notes. 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 include uncertainties relating to market conditions for corporate debt securities generally and for the securities of advertising companies and for Lamar Media in particular, as well as Lamar Media’s ability to reach acceptable terms with respect to any repurchase of its 7 1/4% Notes.

This news release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, securities, nor a solicitation for acceptance of the tender offer and consent solicitation for the 7 1/4% Notes. The full details of the tender offer and the consent solicitation, including complete instructions on how to tender notes and deliver consents, will be included in an offer to purchase and consent solicitation statement. Holders of the 7 1/4% Notes are strongly encouraged to read carefully the offer to purchase and consent solicitation statement and any related materials because they will contain important information. Holders of the 7 1/4% Notes will receive any such materials free of charge from Lamar Media and may obtain free copies of these materials from the information agent for the tender offer and the consent solicitation.

Contact:

Lamar Media Corp.
Keith Istre
Chief Financial Officer
(225) 926-1000
KI@lamar.com



5551 Corporate Boulevard
Baton Rouge, LA 70808

**Lamar Advertising Company Announces
Tender Offer for 7 1/4% Senior Subordinated Notes Due 2013**

Baton Rouge, LA — April 8, 2010 — Lamar Advertising Company (Nasdaq: LAMR), a leading owner and operator of outdoor advertising and logo sign displays, announced today that its wholly-owned subsidiary, Lamar Media Corp., has commenced a tender offer to purchase, for cash, any and all of its outstanding 7 1/4% Senior Subordinated Notes due 2013 (the “7 1/4% Notes”). There is currently \$385 million in aggregate principal amount of the 7 1/4% Notes outstanding. In conjunction with the tender offer, Lamar is soliciting consents from holders of the notes to effect certain proposed amendments to the indenture governing the notes. The tender offer and the consent solicitation are being made pursuant to an Offer to Purchase and Consent Solicitation Statement and a related Letter of Transmittal and Consent, each dated as of April 8, 2010. The tender offer and the consent solicitation are subject to customary conditions, including a minimum tender condition and a financing condition.

Lamar Media is offering to purchase the 7 1/4% Notes at a price of \$992.08 per \$1,000 principal amount of notes tendered. Subject to satisfaction of the minimum tender and financing conditions, Holders who validly tender their notes and deliver their consents to the proposed amendments before midnight, New York City time, on April 21, 2010 (the “consent time”) will also receive a consent payment of \$20.00 per \$1,000 principal amount of the notes tendered. Lamar Media will not pay the consent payment to holders who tender notes and deliver consents to the proposed amendments after the consent time.

The tender offer and the consent solicitation will expire at midnight, New York City time, on May 5, 2010 (the “expiration time”), unless extended or earlier terminated. Holders who validly tender their notes will receive accrued and unpaid interest from the last interest payment date to, but excluding, the applicable settlement date. The early settlement date for notes validly tendered before the consent time will be the date following the consent time. The final settlement date will be the first business day following the expiration time.

The purpose of the tender offer and the consent solicitation is to retire the debt associated with the 7 1/4% Notes and eliminate certain covenants and amend certain provisions of the indenture governing the notes. In accordance with the terms of the tender offer, Lamar Media will fund purchases pursuant to the tender offer from the proceeds of a private offering of approximately \$400 million principal amount of senior subordinated notes, the launch of which offering was announced by Lamar Media on April 8, 2010.

The dealer manager for the tender offer and the solicitation agent for the consent solicitation is J.P. Morgan Securities Inc. Global Bondholder Services Corporation is acting as depositary and information agent in connection with the tender offer and the consent solicitation. Any questions regarding procedures for tendering notes or delivering consents or requests for additional copies of the Offer to Purchase and Consent Solicitation Statement, the Letter of Transmittal and Consent and any related documents, which are available for free and which describe the tender offer and the consent solicitation in greater detail, should be directed to Global Bondholder Services Corporation, whose address and telephone number are as follows:

Global Bondholder Services Corporation
65 Broadway, Suite 404
New York, New York 10006

Holders call toll-free: (866) 857-2200
Banks and Brokers call: (212) 430-3774
Fax: (212) 430-3775

None of Lamar Media, the dealer manager, the solicitation agent, the information agent or the depository or their respective affiliates is making any recommendation as to whether holders should tender all or any portion of their notes in the tender offer or deliver consents in the consent solicitation.

About Lamar Media

Lamar Media is one of the largest outdoor advertising companies in the United States based on number of displays and has operated under the Lamar name since 1902. As of December 31, 2009, Lamar Media owned and operated approximately 150,000 billboard advertising displays in 44 states, Canada and Puerto Rico, over 100,000 logo advertising displays in 21 states and the province of Ontario, Canada, and operated over 27,000 transit advertising displays in 16 states, Canada and Puerto Rico. Lamar Media offers its customers a fully integrated service, satisfying all aspects of their billboard display requirements from ad copy production to placement and maintenance. Lamar Media's corporate headquarters is located in Baton Rouge, Louisiana.

Forward-Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties, including statements concerning Lamar Media's expectations regarding the completion of its private offering of senior subordinated notes and the terms and completion of its tender offer and consent solicitation. Among the important factors that could cause actual results to differ materially from those results indicated in the forward-looking statements include uncertainties relating to market conditions for corporate debt securities generally and for the securities of advertising companies and for Lamar Media in particular. There can be no assurance that the tender offer and the consent solicitation will be completed or that they will not be amended or withdrawn.

This news release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, securities, nor a solicitation for acceptance of the tender offer and consent solicitation for the 7 1/4% Notes. The tender offer and the consent solicitation are only being made pursuant to the terms of the Offer to Purchase and Consent Solicitation Statement and the Letter of Transmittal and Consent. Holders of the 7 1/4% Notes should read these materials because they contain important information. The tender offer and the consent solicitation are not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Contact:

Lamar Media Corp.
Keith Istre
Chief Financial Officer
(225) 926-1000
KI@lamar.com