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):
May 24, 2000

LAMAR ADVERTISING COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	0-30242	72-1449411
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5551 CORPORATE BOULEVARD, BATON ROUGE, LOUISIANA 70808
(Address of principal executive offices and zip code)

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

ITEM 5. OTHER EVENTS.

On May 24, 2000, Lamar Advertising Company acquired all of the outstanding common stock of Billboard Acquisition Company, LLC for a cash purchase price of $ 76.9 million and the issuance of 2,300,000 shares of Lamar's Class A common stock. Lamar Advertising Company is filing this report to include certain historical financial statements for Advantage Outdoor Company, LP and subsidiaries (Advantage Outdoor). Advantage Outdoor is a wholly-owned subsidiary of Billboard Acquisition Company, LLC and its operations represent all operations of Billboard Acquisition Company, LLC.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

23.1 Consent of KPMG LLP, independent auditors of Advantage Outdoor Company, LP. Filed herewith.

99.1 Audited financial statements of Advantage Outdoor Company, LP and subsidiaries as of and for the year ended December 31, 1999 and unaudited financial statements for the three months ended March 31, 2000 and 1999. Filed herewith.

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.

Date: October 16, 2000

LAMAR ADVERTISING COMPANY

By: /s/ KEITH A. ISTRE

Keith A. Istre
Treasurer and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Lamar Advertising Company:

We consent to the inclusion of our report dated March 3, 2000, with respect to the consolidated balance sheet of Advantage Outdoor Company, LP and subsidiaries as of December 31, 1999, and the related consolidated statements of operations, member's equity, and cash flows for the year then ended, which report appears in Form 8-K of Lamar Advertising Company dated October 16, 2000.

/s/ KPMG, LLP

Houston, Texas
October 16, 2000

EXHIBIT 99.1

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

ADVANTAGE OUTDOOR COMPANY, LP AND SUBSIDIARIES

INDEPENDENT AUDITORS' REPORT

The Board of Managers
Advantage Outdoor Company, LP and subsidiaries:

We have audited the accompanying consolidated balance sheet of Advantage Outdoor Company, LP and subsidiaries as of December 31, 1999, and the related consolidated statements of operations, member's equity, and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Advantage Outdoor Company, LP and subsidiaries as of December 31, 1999, and the results of their operations and their cash flows for the year then ended.

/s/ KPMG, LLP

Houston, Texas
March 3, 2000

ADVANTAGE OUTDOOR COMPANY, LP AND SUBSIDIARIES

Consolidated Balance Sheets

Assets	DECEMBER 31, 1999	MARCH 31, 2000 (UNAUDITED)
Current assets:		
Cash and cash equivalents	$ 241,715	261,229
Trade accounts receivable, net	2,500,664	2,347,511
Prepaid land leases and other current assets	1,123,189	1,217,379
Total current assets	3,865,568	3,826,119
Property and equipment, net	49,849,432	49,561,963
Intangible assets, net	55,092,149	54,546,490
Other assets	292,593	281,634
Total assets	$ 109,099,742	108,216,206
LIABILITIES AND MEMBER'S EQUITY		
Current liabilities:		
Current maturities of long-term debt	$ 3,406,523	3,418,880
Trade accounts payable	195,508	181,672
Accrued expenses	1,655,148	87,853
Deferred revenue and customer deposits	289,304	69,527
Other current liabilities	1,253,933	1,094,513
Total current liabilities	6,800,416	4,852,445
Long-term debt, excluding current maturities	69,800,617	72,527,387
Amounts payable under non-compete and holdback agreements, excluding current portion	1,299,375	1,299,375
Total liabilities	77,900,408	78,679,207
Commitments and contingencies		
Member's equity:		
Member's capital	41,164,287	41,164,287
Accumulated deficit	(9,964,953)	(11,627,288)
Total member's equity	31,199,334	29,536,999
Total liabilities and member's equity	$ 109,099,742	108,216,206

See accompanying notes to consolidated financial statements.

ADVANTAGE OUTDOOR COMPANY, LP AND SUBSIDIARIES

Consolidated Statements of Operations

	YEAR ENDED DECEMBER 31, 1999	THREE MONTHS ENDED MARCH 31, 1999	2000
		(UNAUDITED)	
Net revenues	$ 18,444,769	3,687,781	5,334,853
Operating expenses:			
Direct advertising expenses	5,740,983	1,132,957	1,664,774
Selling, general and administrative expenses	2,767,049	827,770	1,199,831
Depreciation and amortization	7,390,545	1,333,906	2,270,993
Total operating expenses	15,898,577	3,294,633	5,135,598
Operating income	2,546,192	393,148	199,255
Other income (expense):			
Interest expense, net	(5,657,513)	(928,253)	(1,785,048)
Management fees and other	(1,801,837)	(75,000)	(76,542)
Net loss	$ (4,913,158)	(610,105)	(1,662,335)

See accompanying notes to consolidated financial statements.

ADVANTAGE OUTDOOR COMPANY, LP AND SUBSIDIARIES

Consolidated Statement of Member's Equity

Year ended December 31, 1999

	MEMBER'S CAPITAL	ACCUMULATED DEFICIT	TOTAL MEMBER'S EQUITY
Balances at December 31, 1998	$41,164,287	(5,051,795)	36,112,492
Net loss	--	(4,913,158)	(4,913,158)
Balances at December 31, 1999	$41,164,287	(9,964,953)	31,199,334

See accompanying notes to consolidated financial statements.

ADVANTAGE OUTDOOR COMPANY, LP AND SUBSIDIARIES

Consolidated Statements of Cash Flows

	YEAR ENDED DECEMBER 31, 1999	THREE MONTHS ENDED MARCH 31, 1999 (UNAUDITED)	THREE MONTHS ENDED MARCH 31, 2000 (UNAUDITED)
Cash flows from operating activities:			
Net loss	$ (4,913,158)	(610,105)	(1,662,335)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	7,390,545	1,333,906	2,270,993
Amortization of deferred loan costs	388,193	43,252	114,980
Changes in assets and liabilities, net of assets acquired and liabilities assumed:			
Trade accounts receivable	(857,530)	(308,709)	38,054
Prepaid land leases and other assets	(112,734)	(286,907)	(299,636)
Trade accounts payable	(89,032)	34,026	201,437
Accrued expenses and other current liabilities	442,219	(160,699)	(2,862,243)
Deferred revenue and customer deposits	5,841	48,597	(19,639)
Net cash provided by (used in) operating activities	2,254,344	93,361	(2,218,389)
Cash flows from investing activities:			
Purchases of property and equipment	(2,383,172)	(67,847)	(41,002)
Cash paid for acquisitions, net of working capital acquired	(28,554,884)	(4,287,185)	(460,222)
Net cash used in investing activities	(30,938,056)	(4,355,032)	(501,224)
Cash flows from financing activities:			
Proceeds from borrowings	29,950,000	4,150,000	2,744,000
Repayments of borrowings	(15,705,024)	(14,686,955)	(4,873)
Payments of debt issuance costs	(180,063)	(61,888)	--
Net cash provided by (used in) financing activities	14,064,913	(10,598,843)	2,739,127
Net (decrease) increase in cash and cash equivalent	(14,618,799)	(14,860,514)	19,514
Cash and cash equivalents, beginning of period	14,860,514	14,860,514	241,715
Cash and cash equivalents, end of period	$ 241,715	--	261,229
Supplemental disclosure of cash flow information - cash paid during the period for interest	$ 4,472,032	798,298	1,428,038
Supplemental disclosure of noncash activities:			
Long-term debt assumed in connection with acquisitions	$ 27,039	--	--
Amounts payable under non-compete and holdback agreements incurred in connection with acquisitions	$ 1,232,523	500,000	--
Debt issuance costs financed by long-term debt	$ 1,350,000	--	--

See accompanying notes to consolidated financial statements.

(1) ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DESCRIPTION OF BUSINESS

Advantage Outdoor Company, LP and subsidiaries, (collectively, the Company) currently own and operate approximately 5,100 billboard display faces in markets throughout Texas and in selected markets in Arkansas and Oklahoma.

PRINCIPLES OF CONSOLIDATION AND BASIS OF PRESENTATION

The consolidated financial statements include the financial statements of Advantage Outdoor Company, LP, and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications of prior year amounts have been made to conform with the current year presentation.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents include demand deposits in financial institutions and investments with an original maturity of three months or less.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets which range from 2 to 15 years.

INTANGIBLE ASSETS

Intangible assets consist primarily of goodwill, noncompete agreements, deferred financing costs and organization costs.

Goodwill represents the excess of acquisition costs over the fair value of net assets acquired and is amortized on a straight-line basis over 15 years. For the year ended December 31, 1999, the Company recorded $3,437,745 of amortization related to goodwill. Accumulated amortization of goodwill was $5,081,850 at December 31, 1999.

In connection with certain acquisitions, the Company has entered into noncompete agreements with the previous owners of the acquired assets. Noncompete agreements are amortized over the life of the agreement, generally 2 to 10 years. Accumulated amortization related to noncompete agreements was $1,574,958 at December 31, 1999.

Financing costs consist of deferred loan costs associated with various debt issuances and are amortized over the terms of the related debt using the interest method. Accumulated amortization relating to financing costs was $560,756 at December 31, 1999.

IMPAIRMENT OF LONG-LIVED AND INTANGIBLE ASSETS

The Company assesses the recoverability of long-lived and intangible assets by determining whether the depreciation or amortization of the assets' balances over their remaining lives can be recovered through undiscounted future operating cash flows of the acquired operations. The assessment of the recoverability of long-lived and intangible assets will be impacted if estimated future operating cash flows are not achieved.

OTHER CURRENT LIABILITIES

Other current liabilities consist primarily of the current portion of amounts payable under non-compete agreements and purchase price holdback amounts payable to the sellers of certain acquired assets (see note 2).

REVENUE RECOGNITION

The Company recognizes revenue from outdoor advertising, net of agency commissions, as advertising services are provided. Deferred revenue consists principally of advertising revenue received or billed in advance and is recognized in income as services are provided over the term of the contract.

FEDERAL AND STATE TAXES

As a limited partnership, the Company is taxed as a partnership for federal income tax purposes. Accordingly, any federal tax liability is the responsibility of the individual member. Texas franchise tax is assessed at the individual company level and is computed based on stated capital amounts. For the year ended December 31, 1999, Texas franchise tax amounted to $3,392 and is included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

USE OF ESTIMATES

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(2) ACQUISITIONS

During 1999, the Company made the following acquisitions, each of which has been accounted for using the purchase method. The accompanying consolidated financial statements include the results of operations of each acquired entity from the date of acquisition. All acquisition costs have been allocated to assets acquired and liabilities assumed based on management's estimate of the fair value at the date acquired.

On February 19, 1999, the Company acquired all of the outstanding common stock of Venture Outdoor Advertising, Inc., for a cash purchase price of $2,800,000. In addition to the purchase price, the sellers entered into a noncompete agreement totaling $500,000 to be paid out over five years in installments of $100,000 per year. The excess purchase price of $800,000 was allocated to goodwill and is being amortized over a 15-year period.

On April 5, 1999, the Company acquired substantially all of the billboard structures and related assets of Big Country Bulletin, Inc. for a total purchase price of $5,100,000. Purchase price consideration consisted of $4,800,000 in cash and $300,000 in holdbacks payable to sellers. The excess purchase price of $1,700,000 was allocated to goodwill and is being amortized over a 15-year period.

On September 1, 1999, the Company acquired substantially all of the billboard structures and related assets of Joe Rabensburg d/b/a Texas Displays for a total purchase price of $3,300,000. The excess purchase price of $1,500,000 was allocated to goodwill and is being amortized over a 15-year period.

On September 9, 1999, the Company acquired substantially all of the billboard structures and related assets of South Bend Outdoor Advertising L.C. for a cash purchase price of $2,700,000. The excess purchase price of $1,900,000 was allocated to goodwill and is being amortized over a 15-year period.

On November 4, 1999, the Company acquired substantially all of the billboard structures and related assets of Outdoor Network Media, Inc. for a total purchase price of $3,700,000. Purchase price consideration consisted of $3,500,000 in cash and $200,000 in holdbacks payable to sellers. The excess purchase price of $2,500,000 was allocated to goodwill and is being amortized over a 15-year period.

During 1999, and in addition to the above, the Company purchased billboard structures and related assets in ten unrelated transactions for $8,900,000. Purchase price consideration consisted of $8,800,000 in cash, and $100,000 in holdbacks payable to sellers. Included in the cash purchase price were various noncompete agreements entered into by the sellers for periods ranging from 3 to 10 years. The aggregate excess purchase price of $4,900,000 was allocated to goodwill and is being amortized over a 15-year period.

In connection with the 1999 acquisitions, the Company incurred and paid approximately $1,700,000 of various acquisition costs. These costs have been included as part of total consideration for these acquisitions and allocated to assets and liabilities of the respective acquisitions. In addition, the Company entered into noncompete agreements that provide for total payments of $500,000 over five-year periods. The Company has recorded a liability for these agreements at December 31, 1999 on the accompanying consolidated balance sheets.

The following unaudited pro forma results for the year ended December 31, 1999, assume the above acquisitions occurred on January 1, 1999.

Revenues	$	20,762,526
Net loss		(5,495,857)

This pro forma data does not purport to be indicative of the actual results that would have been achieved if these events actually occurred at the beginning of the period presented and is not intended to be a projection of future results.

(3) PROPERTY AND EQUIPMENT

Property and equipment at December 31, 1999 consist of the following:

Billboard structures and land	$ 53,565,597
Vehicles and other equipment	1,001,833
Buildings and improvements	214,678
	54,782,108
Less accumulated depreciation	4,932,676
Property and equipment, net	$ 49,849,432

On October 1, 1999, the Company entered into a nonmonetary transaction whereby the Company exchanged certain of its billboard structures and related assets with an unrelated third party in exchange for certain billboard structures and related assets owned by the third party.

(4) LONG-TERM DEBT

Long-term debt at December 31, 1999 consists of the following:

Borrowing under a credit facility, as more fully described below (1999 Credit Facility)	$ 72,400,000
Notes payable to sellers, interest at rates ranging from 8% to 10% payable annually, principal payments due in 2012 and 2014	807,140
Total long-term debt	73,207,140
Less current maturities of long-term debt	3,406,523
Long-term debt, excluding current maturities	$ 69,800,617

The 1999 Credit Facility allows the Company to borrow up to a total of $100,000,000. At December 31, 1999, borrowings under the term loans were $62,400,000 and borrowings under the revolving loan were $10,000,000. Interest is at certain base rates, as defined, and was 9.19% with respect to $55,000,000 of borrowings and 9.69% with respect to $17,400,000 of borrowings at December 31, 1999. A fee of .75% per year is payable on any unused portion of the 1999 Credit Facility ($27,600,000 was unused at December 31, 1999). The 1999 Credit Facility is secured by substantially all of the Company's assets and provides for certain reporting and financial covenants. The Company was in compliance with these covenants at December 31, 1999.

(Continued)

ADVANTAGE OUTDOOR COMPANY, LP AND SUBSIDIARIES

Notes to Consolidated Financial Statements

December 31, 1999

Long-term debt maturities as of December 31, 1999 are as follows:

2000	$ 3,406,523
2001	4,708,184
2002	6,961,074
2003	8,089,207
2004	9,217,609
Thereafter	40,824,543
	$ 73,207,140

(5) COMMITMENTS

The Company is party to various operating leases for its office buildings and for sites upon which billboards are built. The leases expire at various dates and have varying options to renew and to cancel. The following is a summary of minimum annual rental payments required under those operating leases that have original or remaining lease terms in excess of one year:

	AMOUNT
2000	$ 1,895,679
2001	1,704,319
2002	1,540,460
2003	1,328,497
2004	1,150,886
Thereafter	8,236,479
	$ 15,856,320

Total rent expense under all operating leases for the period ended December 31, 1999 was $2,485,726.

(6) SUBSEQUENT EVENT

In March 2000, the Company signed a letter of intent to sell all of the issued and outstanding member's units of the Company.