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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 6, 2017**

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**LAMAR ADVERTISING COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36756**  
(Commission File  
Number)

**72-1449411**  
(IRS Employer  
Identification No.)

**5321 Corporate Blvd.**  
**Baton Rouge, Louisiana 70808**  
(Address of Principal Executive Offices) (Zip Code)

**(225) 926-1000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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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))

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).

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.

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**Item 2.02 Results of Operations and Financial Condition.**

On November 6, 2017, Lamar Advertising Company announced via press release its results for the quarter ended September 30, 2017. A copy of Lamar's press release is hereby furnished to the Commission and incorporated by reference herein as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
No.**

**Description**

99.1	<a href="#"><u>Press Release of Lamar Advertising Company, dated November 6, 2017, reporting Lamar's financial results for the quarter ended September 30, 2017.</u></a>
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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.

Date: November 6, 2017

**LAMAR ADVERTISING COMPANY**

By: /s/ Keith A. Istre

Keith A. Istre

Treasurer and Chief Financial Officer



5321 Corporate Boulevard  
Baton Rouge, LA 70808

**Lamar Advertising Company Announces  
Third Quarter 2017 Operating Results**

*Three Month Results*

- Net revenue increased 3.1% to \$399.3 million
- Net income was \$96.3 million, an increase of 13.2%
- Adjusted EBITDA increased 3.1% to \$182.8 million

*Three Month Acquisition-Adjusted Results*

- Acquisition-adjusted net revenue increased 1.0%
- Acquisition-adjusted EBITDA increased 1.8%

Baton Rouge, LA – November 6, 2017 – Lamar Advertising Company (Nasdaq: LAMR), a leading owner and operator of outdoor advertising and logo sign displays, announces the Company's operating results for the third quarter ended September 30, 2017.

"Our third-quarter results came in slightly better than anticipated, with revenue at the high end of our expectations and tight control on expenses," said CEO Sean Reilly. "In addition, we weathered three major hurricanes with minimal damage to our structures."

*Third Quarter Highlights*

- Consolidated acquisition-adjusted expense growth was held to 0.4%
- AFFO increased 2.7%
- Closed 13 Acquisitions, \$91.8 million cash purchase price

**Third Quarter Results**

Lamar reported net revenues of \$399.3 million for the third quarter of 2017 versus \$387.5 million for the third quarter of 2016, a 3.1% increase. Operating income for the third quarter of 2017 increased \$11.9 million to \$131.7 million as compared to \$119.8 million for the same period in 2016. Lamar recognized net income of \$96.3 million for the third quarter of 2017 compared to net income of \$85.1 million for same period in 2016. Net income per diluted share increased 12.6% to \$0.98 from \$0.87 for the three months ended September 30, 2017 and 2016, respectively.

Adjusted EBITDA for the third quarter of 2017 was \$182.8 million versus \$177.3 million for the third quarter of 2016, an increase of 3.1%.

Cash flow provided by operating activities was \$125.9 million for the three months ended September 30, 2017, a decrease of \$0.9 million as compared to the same period in 2016. Free cash flow for the third quarter of 2017 was \$122.2 million as compared to \$116.0 million for the same period in 2016, a 5.4% increase.

For the third quarter of 2017, Funds From Operations, or FFO, was \$142.4 million versus \$130.9 million for the same period in 2016, an increase of 8.8%. Adjusted Funds From Operations, or AFFO, for the third quarter of 2017 was \$137.5 million compared to \$134.0 million for the same period in 2016, an increase of 2.7%. Diluted AFFO per share increased 2.2% to \$1.40 for the three months ended September 30, 2017 as compared to \$1.37 for the same period in 2016.

### **Acquisition-Adjusted Three Months Results**

Acquisition-adjusted net revenue for the third quarter of 2017 increased 1.0% over Acquisition-adjusted net revenue for the third quarter of 2016. Acquisition-adjusted EBITDA for the third quarter of 2017 increased 1.8% as compared to Acquisition-adjusted EBITDA for the third quarter of 2016. Acquisition-adjusted net revenue and Acquisition-adjusted EBITDA include adjustments to the 2016 period for acquisitions and divestitures for the same time frame as actually owned in the 2017 period. See “Reconciliation of Reported Basis to Acquisition-Adjusted Results”, which provides reconciliations to GAAP for Acquisition-adjusted measures.

### **Nine Months Results**

Lamar reported net revenues of \$1.14 billion for the nine months ended September 30, 2017 versus \$1.11 billion for the same period in 2016, a 2.6% increase. Operating income for the nine months ended September 30, 2017 was \$335.4 million as compared to \$323.7 million for the same period in 2016. Lamar recognized net income of \$230.5 million for the nine months ended September 30, 2017 as compared to net income of \$218.3 million for the same period in 2016. Net income per diluted share increased 4.9% to \$2.34 for the nine months ended September 30, 2017 as compared to \$2.23 for the same period in 2016. In addition, Adjusted EBITDA for the nine months ended September 30, 2017 was \$493.0 million versus \$483.8 million for the same period in 2016, a 1.9% increase.

### **Liquidity**

As of September 30, 2017, Lamar had \$376.3 million in total liquidity that consisted of \$346.9 million available for borrowing under its revolving senior credit facility and approximately \$29.4 million in cash and cash equivalents.

### **Forward Looking Statements**

This press release contains forward-looking statements, including statements regarding sales trends. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected in these forward-looking statements. These risks and uncertainties include, among others: (1) our significant indebtedness; (2) the state of the economy and financial markets generally and the effect of the broader economy on the demand for advertising; (3) the continued popularity of outdoor advertising as an advertising medium; (4) our need for and ability to obtain additional funding for operations, debt refinancing or acquisitions; (5) our ability to continue to qualify as a Real Estate Investment Trust (“REIT”) and maintain our status as a REIT; (6) the regulation of the outdoor advertising industry by federal, state and local governments; (7) the integration of companies and assets that we acquire and our ability to recognize cost savings or operating efficiencies as a result of these acquisitions; (8) changes in accounting principles, policies or guidelines; (9) changes in tax laws applicable to REITs or in the interpretation of those laws; (10) our ability to renew expiring contracts at favorable rates; (11) our ability to successfully implement our digital deployment strategy; and (12) the market for our Class A common stock. For additional information regarding factors that may cause actual results to differ materially from those indicated in our forward-looking statements, we refer you to the risk factors included in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2016, as supplemented by any risk factors contained in our Quarterly Reports on Form 10-Q. We caution investors not to place undue reliance on the forward-looking statements contained in this document. These statements speak only as of the date of this document, and we undertake no obligation to update or revise the statements, except as may be required by law.

### **Use of Non-GAAP Financial Measures**

The Company has presented the following measures that are not measures of performance under accounting principles generally accepted in the United States of America (“GAAP”): Adjusted EBITDA (earnings before interest, taxes, depreciation and amortization), Free Cash Flow, Funds From Operations (“FFO”), Adjusted Funds From Operations (“AFFO”), Diluted AFFO per share, Outdoor Operating Income and Acquisition-Adjusted Results. Our management reviews our performance by focusing on these key performance indicators not prepared in conformity with GAAP. We believe these non-GAAP performance indicators are meaningful supplemental measures of our operating performance and should not be considered in isolation of, or as a substitute for their most directly comparable GAAP financial measures.

Our Non-GAAP financial measures are determined as follows:

- We define Adjusted EBITDA as net income before income tax expense (benefit), interest expense (income), gain (loss) on extinguishment of debt and investments, stock-based compensation, depreciation and amortization and gain or loss on disposition of assets and investments.
- Free Cash Flow is defined as Adjusted EBITDA less interest, net of interest income and amortization of deferred financing costs, current taxes, preferred stock dividends and total capital expenditures.
- We use the National Association of Real Estate Investment Trusts definition of FFO, which is defined as net income before gains or losses from the sale or disposal of real estate assets and investments and real estate related depreciation and amortization and including adjustments to eliminate unconsolidated affiliates and non-controlling interest.
- We define AFFO as FFO before (i) straight-line revenue and expense; (ii) stock-based compensation expense; (iii) non-cash portion of tax provision; (iv) non-real estate related depreciation and amortization; (v) amortization of deferred financing costs; (vi) loss on extinguishment of debt; (vii) non-recurring infrequent or unusual losses (gains); (viii) less maintenance capital expenditures; and (ix) an adjustment for unconsolidated affiliates and non-controlling interest.
- Diluted AFFO per share is defined as AFFO divided by Weighted average diluted common shares outstanding.
- Outdoor Operating Income is defined as Operating Income before corporate expenses, stock-based compensation, depreciation and amortization and gain (loss) on disposition of assets.
- Acquisition-Adjusted Results adjusts our net revenue, direct and general and administrative expenses, outdoor operating income, corporate expense and EBITDA for the prior period by adding to, or subtracting from, the corresponding revenue or expense generated by the acquired assets or divested before our acquisition or divestiture of these assets for the same time frame that those assets were owned in the current period. In calculating Acquisition-Adjusted Results, therefore, we include revenue and expenses generated by assets that we did not own in the prior period but acquired in the current period. We refer to the amount of pre-acquisition revenue and expense generated by or subtracted from the acquired assets during the prior period that corresponds with the current period in which we owned the assets (to the extent within the period to which this report relates) as "Acquisition-Adjusted Results".

Adjusted EBITDA, FFO, AFFO, Outdoor Operating Income and Acquisition-Adjusted Results are not intended to replace other performance measures determined in accordance with GAAP. Free Cash Flow, FFO nor AFFO represent cash flows from operating activities in accordance with GAAP and, therefore, these measures should not be considered indicative of cash flows from operating activities as a measure of liquidity or of funds available to fund our cash needs, including our ability to make cash distributions. Rather, Adjusted EBITDA, Free Cash Flow, FFO, AFFO, Diluted AFFO per share, Outdoor Operating Income and Acquisition-Adjusted Results are presented as we believe each is a useful indicator of our current operating performance. Specifically, we believe that these metrics are useful to an investor in evaluating our operating performance because (1) each is a key measure used by our management team for purposes of decision making and for evaluating our core operating results; (2) Adjusted EBITDA is widely used in the industry to measure operating performance as it excludes the impact of depreciation and amortization, which may vary significantly among companies, depending upon accounting methods and useful lives, particularly where acquisitions and non-operating factors are involved; (3) Adjusted EBITDA, FFO, AFFO and Diluted AFFO per share each provides investors with a meaningful measure for evaluating our period-over-period operating performance by eliminating items that are not operational in nature and reflect the impact on operations from trends in occupancy rates, operating costs, general and administrative expenses and interest costs; (4) Acquisition-Adjusted Results is a supplement to enable investors to compare period-over-period results on a more consistent basis without the effects of acquisitions and divestitures, which reflects our core performance and organic growth (if any) during the period in which the assets were owned and managed by us; (5) Free Cash Flow is an indicator of our ability to service debt and generate cash for acquisitions and other strategic investments; (6) Outdoor Operating Income provides investors a measurement of our core results without the impact of fluctuations in stock-based compensation, depreciation and amortization and corporate expenses; and (7) each of our Non-GAAP measures provides investors with a measure for comparing our results of operations to those of other companies.

Our measurement of Adjusted EBITDA, FFO, AFFO, Outdoor Operating Income and Acquisition-Adjusted Results may not, however, be fully comparable to similarly titled measures used by other companies. Reconciliations of Adjusted EBITDA, FFO, AFFO, Outdoor Operating Income and Acquisition-Adjusted Results to the most directly comparable GAAP measures have been included herein.

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### **Conference Call Information**

A conference call will be held to discuss the Company's operating results on Monday, November 6, 2017 at 8:00 a.m. central time. Instructions for the conference call and Webcast are provided below:

#### **Conference Call**

**All Callers:** 1-334-323-0520 or 1-334-323-9871

**Pass Code:** Lamar

**Replay:** 1-334-323-0140 or 1-877-919-4059

**Passcode:** 66755460

Available through Monday, November 13, 2017 at 11:59 p.m. eastern time

**Live Webcast:** [www.lamar.com](http://www.lamar.com)

**Webcast Replay:** [www.lamar.com](http://www.lamar.com)

Available through Monday, November 13, 2017 at 11:59 p.m. eastern time

**Company Contact:** Buster Kantrow  
Director of Investor Relations  
(225) 926-1000  
[bkantrow@lamar.com](mailto:bkantrow@lamar.com)

#### **General Information**

Founded in 1902, Lamar Advertising (Nasdaq: LAMR) is one of the largest outdoor advertising companies in North America, with more than 340,000 displays across the United States, Canada and Puerto Rico. Lamar offers advertisers a variety of billboard, interstate logo and transit advertising formats, helping both local businesses and national brands reach broad audiences every day. In addition to its more traditional out-of-home inventory, Lamar is proud to offer its customers the largest network of digital billboards in the United States with over 2,700 displays.

LAMAR ADVERTISING COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Net revenues	\$ 399,345	\$ 387,516	\$ 1,142,785	\$ 1,113,577
Operating expenses (income)				
Direct advertising expenses	134,977	131,778	401,896	393,228
General and administrative expenses	66,588	64,087	200,160	191,804
Corporate expenses	14,983	14,401	47,683	44,712
Stock-based compensation	2,017	8,358	7,060	19,650
Depreciation and amortization	51,796	49,307	155,003	152,729
Gain on disposition of assets	(2,734)	(189)	(4,377)	(12,221)
	<u>267,627</u>	<u>267,742</u>	<u>807,425</u>	<u>789,902</u>
Operating income	131,718	119,774	335,360	323,675
Other (income) expense				
Interest income	(2)	(2)	(6)	(6)
Loss on extinguishment of debt	—	—	71	3,198
Interest expense	32,064	31,102	95,526	92,469
	<u>32,062</u>	<u>31,100</u>	<u>95,591</u>	<u>95,661</u>
Income before income tax expense	99,656	88,674	239,769	228,014
Income tax expense	3,325	3,613	9,257	9,730
Net income	96,331	85,061	230,512	218,284
Preferred stock dividends	91	91	273	273
Net income applicable to common stock	<u>\$ 96,240</u>	<u>\$ 84,970</u>	<u>\$ 230,239</u>	<u>\$ 218,011</u>
<b>Earnings per share:</b>				
Basic earnings per share	<u>\$ 0.98</u>	<u>\$ 0.87</u>	<u>\$ 2.35</u>	<u>\$ 2.25</u>
Diluted earnings per share	<u>\$ 0.98</u>	<u>\$ 0.87</u>	<u>\$ 2.34</u>	<u>\$ 2.23</u>
Weighted average common shares outstanding:				
- basic	98,044,523	97,254,125	97,855,642	97,056,456
- diluted	98,490,277	97,881,878	98,340,248	97,631,606
<b>OTHER DATA</b>				
<b>Free Cash Flow Computation:</b>				
Adjusted EBITDA	\$ 182,797	\$ 177,250	\$ 493,046	\$ 483,833
Interest, net	(30,819)	(29,768)	(91,654)	(88,470)
Current tax expense	(3,096)	(4,122)	(8,998)	(9,880)
Preferred stock dividends	(91)	(91)	(273)	(273)
Total capital expenditures	<u>(26,610)</u>	<u>(27,312)</u>	<u>(74,446)</u>	<u>(78,825)</u>
Free Cash Flow	<u>\$ 122,181</u>	<u>\$ 115,957</u>	<u>\$ 317,675</u>	<u>\$ 306,385</u>



**OTHER DATA (continued):**

	September 30, 2017	December 31, 2016
<b>Selected Balance Sheet Data:</b>		
Cash and cash equivalents	\$ 29,419	\$ 35,530
Working capital	\$ 131,823	\$ 36,929
Total assets	\$ 4,003,230	\$ 3,898,884
Total debt, net of deferred financing costs (including current maturities)	\$ 2,449,429	\$ 2,349,183
Total stockholders' equity	\$ 1,090,526	\$ 1,069,528

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
<b>Selected Cash Flow Data:</b>				
Cash flows provided by operating activities	\$ 125,885	\$ 126,801	\$ 320,638	\$ 337,826
Cash flows used in investing activities	\$(117,669)	\$ (46,172)	\$ (191,029)	\$ (597,085)
Cash flows (used in) provided by financing activities	\$ (22,650)	\$ (84,619)	\$ (137,487)	\$ 273,496

SUPPLEMENTAL SCHEDULES  
UNAUDITED RECONCILIATIONS OF NON-GAAP MEASURES  
(IN THOUSANDS)

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
<b>Reconciliation of Cash Flows Provided by Operating Activities to Free Cash Flow:</b>				
Cash flows provided by operating activities	\$ 125,885	\$ 126,801	\$ 320,638	\$ 337,826
Changes in operating assets and liabilities	25,610	18,850	77,765	53,488
Total capital expenditures	(26,610)	(27,312)	(74,446)	(78,825)
Preferred stock dividends	(91)	(91)	(273)	(273)
Other	(2,613)	(2,291)	(6,009)	(5,831)
Free cash flow	<u>\$ 122,181</u>	<u>\$ 115,957</u>	<u>\$ 317,675</u>	<u>\$ 306,385</u>
<b>Reconciliation of Net Income to Adjusted EBITDA:</b>				
Net Income	\$ 96,331	\$ 85,061	\$ 230,512	\$ 218,284
Interest income	(2)	(2)	(6)	(6)
Loss on extinguishment of debt	—	—	71	3,198
Interest expense	32,064	31,102	95,526	92,469
Income tax expense	3,325	3,613	9,257	9,730
Operating Income	131,718	119,774	335,360	323,675
Stock-based compensation	2,017	8,358	7,060	19,650
Depreciation and amortization	51,796	49,307	155,003	152,729
Gain on disposition of assets	(2,734)	(189)	(4,377)	(12,221)
Adjusted EBITDA	<u>\$ 182,797</u>	<u>\$ 177,250</u>	<u>\$ 493,046</u>	<u>\$ 483,833</u>
<b>Capital expenditure detail by category:</b>				
Billboards - traditional	\$ 10,161	\$ 10,950	\$ 23,700	\$ 34,322
Billboards - digital	8,605	9,283	29,568	24,757
Logo	2,498	2,160	6,409	5,421
Transit	290	387	578	603
Land and buildings	3,682	2,956	8,196	8,504
Operating equipment	1,374	1,576	5,995	5,218
Total capital expenditures	<u>\$ 26,610</u>	<u>\$ 27,312</u>	<u>\$ 74,446</u>	<u>\$ 78,825</u>

SUPPLEMENTAL SCHEDULES  
UNAUDITED RECONCILIATIONS OF NON-GAAP MEASURES  
(IN THOUSANDS)

	Three months ended September 30,		% Change
	2017	2016	
<b>Reconciliation of Reported Basis to Acquisition-Adjusted Results (a):</b>			
Net revenue	\$399,345	\$387,516	3.1%
Acquisitions and divestitures	—	7,736	
Acquisition-adjusted results-net revenue	\$399,345	\$395,252	1.0%
Reported direct advertising and G&A expenses	\$201,565	\$195,865	2.9%
Acquisitions and divestitures	—	5,441	
Acquisition-adjusted results-direct advertising and G&A expenses	\$201,565	\$201,306	0.1%
Outdoor operating income	\$197,780	\$191,651	3.2%
Acquisitions and divestitures	—	2,295	
Acquisition-adjusted results-outdoor operating income	\$197,780	\$193,946	2.0%
Reported corporate expenses	\$ 14,983	\$ 14,401	4.0%
Acquisitions and divestitures	—	—	
Acquisition-adjusted results-corporate expenses	\$ 14,983	\$ 14,401	4.0%
Adjusted EBITDA	\$182,797	\$177,250	3.1%
Acquisitions and divestitures	—	2,295	
Acquisition-adjusted results-EBITDA	<u>\$182,797</u>	<u>\$179,545</u>	1.8%

(a) Acquisition-adjusted net revenue, direct advertising and general and administrative expenses, outdoor operating income, corporate expenses and EBITDA include adjustments to 2016 for acquisitions and divestitures for the same time frame as actually owned in 2017.

	Three months ended September 30,	
	2017	2016
<b>Reconciliation of Net Income to Outdoor Operating Income:</b>		
Net Income	\$ 96,331	\$ 85,061
Interest income	(2)	(2)
Interest expense	32,064	31,102
Income tax expense	3,325	3,613
Operating Income	131,718	119,774
Corporate expenses	14,983	14,401
Stock-based compensation	2,017	8,358
Depreciation and amortization	51,796	49,307
Gain on disposition of assets	(2,734)	(189)
Outdoor Operating Income	<u>\$197,780</u>	<u>\$191,651</u>

SUPPLEMENTAL SCHEDULES  
UNAUDITED REIT MEASURES  
AND RECONCILIATIONS TO GAAP MEASURES  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

Adjusted Funds From Operations:

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Net income	\$ 96,331	\$ 85,061	\$ 230,512	\$ 218,284
Depreciation and amortization related to real estate	48,613	46,327	145,999	142,394
Gain from disposition of real estate assets and investments	(2,707)	(546)	(4,114)	(12,020)
Adjustment for unconsolidated affiliates and non-controlling interest	190	52	580	318
<b>Funds From Operations</b>	<b>\$ 142,427</b>	<b>\$ 130,894</b>	<b>\$ 372,977</b>	<b>\$ 348,976</b>
Straight-line (income) expense	(287)	(46)	(382)	231
Stock-based compensation expense	2,017	8,358	7,060	19,650
Non-cash portion of tax provision	229	(509)	259	(150)
Non-real estate related depreciation and amortization	3,183	2,980	9,004	10,335
Amortization of deferred financing costs	1,243	1,332	3,866	3,993
Loss on extinguishment of debt	—	—	71	3,198
Capitalized expenditures—maintenance	(11,082)	(9,005)	(31,760)	(25,942)
Adjustment for unconsolidated affiliates and non-controlling interest	(190)	(52)	(580)	(318)
<b>Adjusted Funds From Operations</b>	<b>\$ 137,540</b>	<b>\$ 133,952</b>	<b>\$ 360,515</b>	<b>\$ 359,973</b>
Divided by weighted average diluted common shares outstanding	98,490,277	97,881,878	98,340,248	97,631,606
<b>Diluted AFFO per share</b>	<b>\$ 1.40</b>	<b>\$ 1.37</b>	<b>\$ 3.67</b>	<b>\$ 3.69</b>