

---

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 9, 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))
- 
-

**Item 8.01. Other Events.**

On April 9, 2010, Lamar Advertising Company issued a press release announcing that its wholly-owned subsidiary, Lamar Media Corp., has agreed to sell \$400 million in aggregate principal amount of 7 7/8% Senior Subordinated Notes due 2018 through an institutional private placement. Subject to customary closing conditions, the closing of the offering is expected on or about April 22, 2010. 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.

**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 9, 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 9, 2010

**LAMAR ADVERTISING COMPANY**

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

Date: April 9, 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 9, 2010.



5551 Corporate Boulevard  
Baton Rouge, LA 70808

**Lamar Advertising Company Prices  
Private Offering of Senior Subordinated Notes**

Baton Rouge, LA — April 9, 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 agreed to sell \$400 million aggregate principal amount of 7 7/8% Senior Subordinated Notes due 2018 (the “Notes”) through an institutional private placement. The proceeds, after the payment of fees and expenses, to Lamar Media of this offering are expected to be approximately \$391 million. Subject to customary closing conditions, the closing of this offering is expected on or about April 22, 2010.

Lamar Media intends to use the proceeds of this offering, after the payment of fees and expenses, (i) to purchase 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 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 any of 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