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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): March 20, 2009

**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 (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))
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## Item 7.01. Regulation FD Disclosure.

On March 20, 2009, Lamar Advertising Company (“Lamar Advertising”) announced that it has agreed to sell \$350,000,000 aggregate principal amount (\$314,926,500 gross proceeds) of 9 3/4% Senior Notes due 2014 through an institutional private placement by its wholly owned subsidiary Lamar Media Corp. (“Lamar Media”). In the final offering memorandum distributed to investors in connection with the private placement, Lamar Media disclosed the following updated information:

### Risk Factor

***Restrictions in our and Lamar Advertising’s debt agreements reduce operating flexibility and contain covenants and restrictions that create the potential for defaults, which could adversely affect our business, financial condition and financial results.***

The terms of the indenture relating to the Lamar Advertising’s outstanding notes, our senior credit facility and the indentures relating to our outstanding senior subordinated notes restrict our and Lamar Advertising’s ability to, among other things:

- incur or repay debt;
- dispose of assets;
- create liens;
- make investments;
- enter into affiliate transactions; and
- pay dividends and make inter-company distributions.

The terms of our senior credit facility also restrict us from exceeding a specified total debt ratio and require us to maintain a specified fixed charges coverage ratio.

Our ability to comply with the financial covenants in the senior credit facility (and any similar covenants in future agreements) depends on our operating performance, which in turn depends significantly on prevailing economic, financial and business conditions and other factors that are beyond our control. Therefore, despite our best efforts and execution of our strategic plan, we may be unable to comply with these financial covenants in the future.

Although we and Lamar Advertising are currently in compliance with all financial covenants in our senior credit facility, our operating results have been negatively impacted by the current economic downturn and there can be no assurance that a severe and protracted recession will not further impact our results and, in turn, our ability to meet these requirements in the future. Our senior credit facility requires us to comply with a total leverage ratio of 6.0 to 1. Pro forma for this offering as of December 31, 2008, our total leverage ratio would be approximately 5.6 to 1. We are currently in the process of seeking an amendment to our senior credit facility to increase maximum permitted total leverage ratio maintenance covenant, but we can make no assurance

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that such an amendment will be obtained on acceptable terms, if at all. If we distribute the proceeds of this offering to Lamar Advertising, fail to obtain this amendment, and the current economic conditions continue or worsen, we anticipate that we would violate this covenant in the second half of 2009. If we fail to comply with our financial covenants, we could be in default under our senior credit facility (which would result in an event of default under the indentures governing our and Lamar Advertising's outstanding notes and the notes). In the event of such default, the lenders under the senior credit facility could accelerate all of the debt outstanding, could elect to institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. Any of these events could adversely affect the Company's business, financial condition and financial results.

In addition, these restrictions reduce our operating flexibility and could prevent us from exploiting investment, acquisition, marketing, or other time-sensitive business opportunities.

**Item 8.01. Other Events.**

On March 20, 2009, Lamar Advertising issued a press release announcing that it has agreed to sell \$350,000,000 aggregate principal amount (\$314,926,500 gross proceeds) of 9 3/4% Senior Notes due 2014 through an institutional private placement by Lamar Media. The Company had previously announced a proposed notes offering of \$250,000,000 gross proceeds and the offering size was increased to \$314,926,500 gross proceeds based on market demand. Subject to customary closing conditions, the closing of the offering is expected on or about March 27, 2009.

The press release is furnished as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein, in accordance with Rule 135c of the Securities Act of 1933, as amended.

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

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Lamar Advertising Company, dated March 20, 2009, announcing the pricing of its private placement of senior notes of Lamar Media Corp.

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**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: March 20, 2009

**LAMAR ADVERTISING COMPANY**

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

**LAMAR MEDIA CORP.**

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

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Lamar Advertising Company, dated March 20, 2009, announcing the pricing of its private placement of senior notes of Lamar Media Corp.



5551 Corporate Boulevard  
Baton Rouge, LA 70808

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

Baton Rouge, LA – Friday, March 20, 2009 — Lamar Advertising Company (Nasdaq: LAMR) announced today that it has agreed to sell \$350,000,000 aggregate principal amount (\$314,926,500 gross proceeds) of 9.75% Senior Notes due 2014 through an institutional private placement by its wholly owned subsidiary Lamar Media Corp. The company had previously announced a proposed notes offering of \$250,000,000 gross proceeds and the offering size was increased to \$314,926,500 gross proceeds based on market demand. The proceeds, after the payment of fees and expenses, to Lamar Media of this offering are expected to be approximately \$306,500,000. Subject to customary closing conditions, the closing of the offering is expected on or about March 27, 2009.

Lamar Media ultimately intends to distribute the proceeds of this offering, after the payment of fees and expenses, to Lamar Advertising in order to enable Lamar Advertising to repurchase some or all of its outstanding 2 <sup>7</sup>/<sub>8</sub>% convertible notes due 2010 (pursuant to a tender offer, one or more open market transactions or individually negotiated transactions) or to fund repayment of Lamar Advertising's convertible notes at maturity. The net proceeds from this offering in excess of the amount ultimately required to fund this repurchase by Lamar Advertising will be used for general corporate purposes. Pending application of these amounts as provided above, Lamar Media currently expects to temporarily reduce outstanding amounts under the revolving portion of its senior credit facility and maintain any excess amount as cash on hand. The timing of any distribution of the proceeds of the offering of the notes to Lamar Advertising may depend, in part, upon the ability of Lamar Advertising to obtain acceptable terms for any such tender offer, open market transactions or individually negotiated transactions. At such time as any amount of Lamar Advertising's convertible notes are repaid or repurchased, Lamar Media's outstanding subordinated mirror loan owing to Lamar Advertising will be reduced by at least the amount paid by Lamar Advertising to repurchase or repay its outstanding convertible notes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of Lamar Media's senior notes.

Lamar Media's senior 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, Lamar Media's senior notes may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from 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 Advertising's convertible 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

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securities generally and for the securities of advertising companies and for Lamar Media in particular as well as Lamar Advertising's ability to reach acceptable terms with respect to any repurchase of its convertible notes.

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*This news release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, any of Lamar Advertising's convertible notes. If Lamar Advertising commences a tender offer for its convertible notes, the full details of the tender offer, including complete instructions on how to tender those convertible notes, will be included in a Schedule TO (including an Offer to Purchase and an accompanying Letter of Transmittal) that will be filed with the Securities and Exchange Commission (the "Commission"). In the event of such an offer, convertible note holders are strongly encouraged to read carefully any Offer to Purchase, accompanying Letter of Transmittal and any other related materials, including materials filed with the Commission, because they will contain important information. Convertible note holders will receive any such materials free of charge from Lamar Advertising and may obtain free copies of these materials, including any Offer to Purchase and accompanying Letter of Transmittal, once they are filed with the Commission at the Commission's website at [www.sec.gov](http://www.sec.gov).*

*Contact:*

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Chief Financial Officer  
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