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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): January 26, 2012**

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**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.)*

**5321 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 January 26, 2012, 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 up to \$500.0 million principal amount of Lamar Media’s existing 6<sup>5</sup>/<sub>8</sub>% Senior Subordinated Notes due 2015, 6<sup>5</sup>/<sub>8</sub>% Senior Subordinated Notes due 2015—Series B and 6<sup>5</sup>/<sub>8</sub>% Senior Subordinated Notes due 2015—Series C (collectively, the “6<sup>5</sup>/<sub>8</sub>% Notes”) of which an aggregate principal amount of \$843.1 million are currently outstanding. In connection with the proposed private placement and tender offer, Lamar Media is disclosing the following information:

*Proposed term loan A facility and planned amendments to the senior credit facility*

Lamar Media is currently in the process of requesting a new \$100 million term loan A facility under its existing senior credit facility and obtaining certain other amendments to its senior credit facility. Lamar Media’s lenders have no obligation to make any additional commitments to Lamar Media under its senior credit facility or to agree to the proposed amendments to its senior credit facility. The consummation of the proposed institutional private placement of senior subordinated notes offering is not conditioned on Lamar Media obtaining the new term loan A facility or the proposed amendments to its senior credit facility.

**Item 8.01. Other Events.***Proposed Private Offering*

On January 26, 2012, 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 January 26, 2012, 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, up to \$500.0 million principal amount of Lamar Media’s existing 6<sup>5</sup>/<sub>8</sub>% Notes. The tender offer is subject to a number of conditions, including the successful completion of the Private Placement.

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*This Current Report on Form 8-K contains forward-looking statements regarding Lamar Media’s proposed term loan A facility and the amendment of its existing senior credit facility. 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 obtain the proposed term*

loan A and to amend 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 for the 6<sup>5</sup>/<sub>8</sub>% 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 January 26, 2012.
99.2	Press release of Lamar Advertising Company dated January 26, 2012.

**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: January 26, 2012

**LAMAR ADVERTISING COMPANY**

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

Date: January 26, 2012

**LAMAR MEDIA CORP.**

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

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Lamar Advertising Company dated January 26, 2012.
99.2	Press release of Lamar Advertising Company dated January 26, 2012.



5321 Corporate Boulevard  
Baton Rouge, LA 70808

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

Baton Rouge, LA — January 26, 2012 — Lamar Advertising Company (Nasdaq: LAMR) announced today that it is seeking to raise approximately \$400 million through an institutional private placement of senior subordinated notes due 2022 (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, together with approximately \$139.2 million of borrowings under the revolving portion of Lamar Media’s senior credit facility, towards the purchase of its outstanding 6<sup>5/8</sup>% Senior Subordinated Notes due 2015, 6<sup>5/8</sup>% Senior Subordinated Notes due 2015—Series B and 6<sup>5/8</sup>% Senior Subordinated Notes due 2015—Series C (collectively, the “6<sup>5/8</sup>% Notes”) in a tender offer, the redemption of the 6<sup>5/8</sup>% Notes, the payment of the 6<sup>5/8</sup>% Notes at maturity or 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 6<sup>5/8</sup>% 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 6<sup>5/8</sup>% 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, securities, nor a solicitation for acceptance of the tender offer for the 6<sup>5/8</sup>% Notes. The full details of the tender offer, including complete instructions on how to tender notes, will be included in an offer to purchase statement. Holders of the 6<sup>5/8</sup>% Notes are strongly encouraged to read carefully the offer to purchase statement and any related materials because they will contain important information. Holders of the 6<sup>5/8</sup>% 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.*

Contact:

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



5321 Corporate Boulevard  
Baton Rouge, LA 70808

**Lamar Advertising Company Announces  
Tender Offer for 6<sup>5</sup>/<sub>8</sub>% Senior Subordinated Notes Due 2015**

Baton Rouge, LA — January 26, 2012 — 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, up to an aggregate of \$500.0 million principal amount of its outstanding 6<sup>5</sup>/<sub>8</sub>% Senior Subordinated Notes due 2015, 6<sup>5</sup>/<sub>8</sub>% Senior Subordinated Notes due 2015—Series B and 6<sup>5</sup>/<sub>8</sub>% Senior Subordinated Notes due 2015—Series C (collectively, the “6<sup>5</sup>/<sub>8</sub>% Notes”). There is currently \$843.1 million in aggregate principal amount of the 6<sup>5</sup>/<sub>8</sub>% Notes outstanding. The tender offer is being made pursuant to an Offer to Purchase and a related Letter of Transmittal, each dated as of January 26, 2012. The tender offer is subject to customary conditions, including a financing condition. The principal amount of 6<sup>5</sup>/<sub>8</sub>% Notes purchased in the tender offer is currently capped at \$500.0 million and, in the event that the principal amount of 6<sup>5</sup>/<sub>8</sub>% Notes validly tendered in the tender offer exceeds \$500.0 million, tendered notes shall be purchased on a pro rata basis (including in connection with early settlements), as set forth in the Offer to Purchase.

Subject to the terms and conditions in the Offer to Purchase, Lamar Media is offering to purchase the 6<sup>5</sup>/<sub>8</sub>% Notes at a price of \$1,005.83 per \$1,000.00 principal amount of notes tendered. Subject to satisfaction of the financing and other conditions, Holders who validly tender their notes before midnight, New York City time, at the end of February 8, 2012 (the “early tender time”) will also receive an early tender payment of \$20.00 per \$1,000.00 principal amount of the notes tendered. Lamar Media will not pay the early tender payment to holders who tender notes after the early tender time.

The tender offer will expire at midnight, New York City time, on February 24, 2012 (the “expiration time”), unless extended or earlier terminated. Holders who validly tender their notes and whose notes are accepted for payment 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 early tender time will be the date following the early tender time. The final settlement date will be the first business day following the expiration time.

The purpose of the tender offer is to retire the debt associated with the 6<sup>5</sup>/<sub>8</sub>% 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 proposed new debt securities, together with approximately \$139.2 million of borrowings under the revolving portion of Lamar Media’s senior credit facility. In addition, Lamar Media is currently in the process of requesting a new \$100.0 million term loan A facility under its existing senior credit facility, and Lamar Media presently expects that if it obtains the \$100.0 million term loan A facility, it may amend the tender offer to increase the amount of 6<sup>5</sup>/<sub>8</sub>% Notes it is seeking to purchase in the tender offer by \$100.0 million.

The dealer manager for the tender offer is J.P. Morgan Securities LLC. Global Bondholder Services Corporation is acting as depositary and information agent in connection with the tender offer. Any questions regarding procedures for tendering notes or requests for additional copies of the Offer to Purchase, the Letter of Transmittal and any related documents, which are available for free and which describe the tender offer 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) 873-5600  
 Banks and Brokers call: (212) 430-3774  
 Fax: (212) 430-3775

None of Lamar Media, the dealer manager, the information agent or the depositary 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.

### **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. Lamar Media sells advertising on billboards, buses, shelters and logo signs. As of September 30, 2011, Lamar Media owned and operated approximately 144,000 billboard advertising displays in 44 states, Canada and Puerto Rico, over 110,000 logo advertising displays in 21 states and the province of Ontario, Canada, and operated over 29,000 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 new debt securities, the completion of a \$100 million term loan A facility under its existing senior credit facility and the use of proceeds from such facility, the sources of capital used to fund purchases pursuant to the tender offer, and the terms and completion of its tender offer. 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 senior debt, corporate debt and 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 will be completed or that it will not be amended or withdrawn.

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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, securities, nor a solicitation for acceptance of the tender offer for the 6<sup>5</sup>/<sub>8</sub>% Notes. The tender offer is only being made pursuant to the terms of the Offer to Purchase and the Letter of Transmittal. Holders of the 6<sup>5</sup>/<sub>8</sub>% Notes should read these materials because they contain important information. The tender offer is 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  
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(225) 926-1000  
KI@lamar.com