

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

LAMAR ADVERTISING COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

72-1449411
(I.R.S. Employer
Identification No.)

5321 Corporate Boulevard, Baton Rouge, LA
(Address of Principal Executive Offices)

70808
(Zip Code)

2009 Employee Stock Purchase Plan
(Full title of the plan)

Sean E. Reilly
Chief Executive Officer
Lamar Advertising Company
5321 Corporate Boulevard
Baton Rouge, Louisiana 70808
(Name and address of agent for service)

(225) 926-1000
(Telephone number, including area code, of agent for service)

Copy to:

Michelle Earley, Esq.
600 Congress Avenue
Suite 2200
Austin, TX 78701
512-305-4700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Class A Common Stock, \$0.001 par value per share	248,745 shares	\$65.69	\$16,340,059.05	\$2,034.34

- (1) Pursuant to Rule 416 under the Securities Act of 1933, to the extent additional shares of our Class A Common Stock may be issued or issuable as a result of a stock split or other distribution declared at any time by our Board of Directors while this Registration Statement is in effect, this Registration Statement is hereby deemed to cover all such additional Class A Common Stock.
 - (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) of the Securities Act of 1933. The price per share and aggregate offering price are based upon the average of the high and low asked prices of the registrant's common stock on May 11, 2018, as reported on The Nasdaq Global Select Market.
 - (3) This Registration Statement registers an additional 248,745 shares issuable under our 2009 Employee Stock Purchase Plan (the "2009 Plan"). We have previously registered 1,156,187 shares issuable under the 2009 Plan (Registration Statement Nos. 333-206483, 333-182365, 333-160943, and 333-190604).
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Explanatory Note

Pursuant to General Instruction E to Form S-8, Lamar Advertising Company (the “Company”) incorporates by reference into this Registration Statement the contents of its registration statements filed on Form S-8 on August 13, 2013 (File No. 333-190604), June 27, 2012 (File No. 333-182365), and July 31, 2009 (File No. 333-160943), each as amended on November 19, 2014, and August 20, 2015 (File No. 333-206483) relating to its 2009 Employee Stock Purchase Plan (the “Plan”), except as expressly modified herein.

The number of shares of Class A Common Stock of the Company available for delivery under the Plan is subject to an automatic annual increase on the first day of each fiscal year of the Company equal to the least of (i) 500,000 shares, (ii) one-tenth of one percent of the total number of shares of Class A Common Stock outstanding on the last day of the preceding fiscal year, and (iii) a lesser amount determined by the Board of Directors. This Registration Statement registers the 83,838 additional shares of Class A Common Stock resulting from the automatic annual increase for fiscal year 2018, the 82,823 additional shares of Class A Common Stock resulting from the automatic annual increase for fiscal year 2017 and the 82,084 additional shares of Class A Common Stock resulting from the automatic annual increase for fiscal year 2016.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	<u>Amended and Restated Certificate of Incorporation of Lamar Advertising Company (the “Company”). Previously filed as Exhibit 3.1 to the Company’s Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.</u>
4.2	<u>Certificate of Merger, effective as of November 18, 2014. Previously filed as Exhibit 3.2 to the Company’s Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.</u>
4.3	<u>Amended and Restated Bylaws of the Company. Previously filed as Exhibit 3.3 to the Company’s Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.</u>
4.4	<u>Specimen certificate for the shares of Class A common stock of the Company. Previously filed as Exhibit 4.2 to the Company’s Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.</u>
5.1	<u>Opinion of Locke Lord LLP as to the legality of the securities registered hereunder. Filed herewith.</u>
23.1	<u>Consent of KPMG LLP, an independent registered public accounting firm. Filed herewith.</u>
23.2	<u>Consent of Locke Lord LLP. Included in its opinion filed as Exhibit 5.1.</u>
24.1	<u>Power of Attorney (included in the signature page hereto).</u>
99.1	<u>2009 Employee Stock Purchase Plan, as amended. Previously filed as Exhibit 10.1 to the Lamar Advertising Company Quarterly Report on Form 10-Q for the period ended September 30, 2017 (File No. 1-36756), filed on November 6, 2017 and incorporated herein by reference.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Baton Rouge, State of Louisiana, on May 15, 2018.

LAMAR ADVERTISING COMPANY

By: /s/ Sean E. Reilly
Sean E. Reilly
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Lamar Advertising Company, hereby severally constitute and appoint Sean E. Reilly and Keith A. Istre, and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including any post-effective amendments thereto), and to file the same with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in our name and behalf in our capacities as officers and directors to enable Lamar Advertising Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sean E. Reilly</u> Sean E. Reilly	Chief Executive Officer (Principal Executive Officer)	May 15, 2018
<u>/s/ Keith A. Istre</u> Keith A. Istre	Chief Financial Officer (Principal Financial and Accounting Officer)	May 15, 2018
<u>/s/ Kevin P. Reilly, Jr.</u> Kevin P. Reilly, Jr.	Director	May 15, 2018
<u>/s/ John Maxwell Hamilton</u> John Maxwell Hamilton	Director	May 15, 2018
<u>/s/ John E. Koerner, III</u> John E. Koerner, III	Director	May 15, 2018

<u>/s/ Stephen P. Mumblow</u> Stephen P. Mumblow	Director	May 15, 2018
<u>/s/ Anna Reilly</u> Anna Reilly	Director	May 15, 2018
<u>/s/ Wendell Reilly</u> Wendell Reilly	Director	May 15, 2018
<u>/s/ Thomas V. Reifenheiser</u> Thomas V. Reifenheiser	Director	May 15, 2018



600 Congress Avenue, Suite 2200
Austin, TX 78701
Telephone: 512-305-4700
Fax: 512-305-4800
www.lockelord.com

May 15, 2018

Lamar Advertising Company
5321 Corporate Boulevard
Baton Rouge, LA 70808

Ladies and Gentlemen:

We are delivering this opinion to you in accordance with your request and the requirements of Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K promulgated by the Securities and Exchange Commission (the "Commission"). We have acted as your counsel in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") of Lamar Advertising Company (the "Company"), a Delaware corporation, to be filed on or about the date hereof with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended. The Registration Statement relates to 248,745 shares (the "Shares") of the Company's Class A Common Stock, \$0.001 par value per share, that may be offered from time to time pursuant to the provisions of the Company's 2009 Employee Stock Purchase Plan (the "Plan").

In connection with rendering this opinion, we have examined originals, certified copies or copies otherwise identified as being true copies of the following:

- (a) the Registration Statement;
- (b) Amended and Restated Certificate of Incorporation of the Company, as amended and restated to date;
- (c) the Amended and Restated Bylaws of the Company, as amended to date;
- (d) corporate proceedings of the Company relating to its proposed issuance of the Shares;
- (e) the Plan; and
- (f) such other instruments and documents as we have deemed relevant or necessary in connection with our opinion set forth herein.

In our examination, we have assumed (i) the genuineness of all signatures; (ii) the authenticity of all documents submitted to us as originals; (iii) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies and the authenticity of the originals of such documents; (iv) the authority of all persons signing any document; (v) the enforceability of all the

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documents and agreements we have reviewed in accordance with their respective terms against the parties thereto; and (vi) the truth and accuracy of all matters of fact set forth in all certificates and other instruments furnished to us.

Based upon the foregoing, and in reliance thereon, and subject to the qualifications, limitations and exceptions stated herein, we are of the opinion, having due regard for such legal considerations as we deem relevant, that the Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Plan upon receipt by the Company of the consideration for the Shares specified therein, will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the Delaware General Corporation Law, including applicable provisions of the Delaware Constitution and reported judicial decisions interpreting Delaware General Corporation Law, and the federal laws of the United States.

This opinion is rendered on the date hereof, and we have no continuing obligation hereunder to inform you of changes of law or fact subsequent to the date hereof or facts of which we have become aware after the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission..

Very truly yours,

/s/ Locke Lord LLP

Locke Lord LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Lamar Advertising Company and Lamar Media Corp.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Lamar Advertising Company of our reports dated February 27, 2018 with respect to (a) the consolidated balance sheets of Lamar Advertising Company and subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of income and comprehensive income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes and financial statement schedules II and III, and the effectiveness of internal control over financial reporting as of December 31, 2017, and (b) the consolidated balance sheets of Lamar Media Corp. and subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of income and comprehensive income, stockholder's equity and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes and financial statement schedules II and III, and the effectiveness of internal control over financial reporting as of December 31, 2017, (collectively, referred to as the "consolidated financial statements") which reports appear in the December 31, 2017 annual report on Form 10-K of Lamar Advertising Company and Lamar Media Corp.

Our reports refer to a change in the Company's method of accounting for business combinations.

/s/ KPMG LLP

Baton Rouge, Louisiana
May 15, 2018