
**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): February 6, 2012

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 8.01. Other Events.

On February 6, 2012, Lamar Advertising Company issued a press release announcing that its wholly owned subsidiary, Lamar Media Corp. (“Lamar Media”), has amended its previously announced tender offer to purchase a portion of its outstanding 6 5/8% Senior Subordinated Notes due 2015, 6 5/8% Senior Subordinated Notes due 2015—Series B and 6 5/8% Senior Subordinated Notes due 2015—Series C (collectively, the “6 5/8% Notes”). The amendment increased the aggregate principal amount of 6 5/8% Notes that may be purchased in the tender offer from up to \$600 million to up to \$700 million. The tender offer was also amended to include the closing of a \$100 million term loan A facility under Lamar Media’s existing senior credit facility as a condition to Lamar Media’s obligation to complete the tender offer. All other terms and conditions remained the same. The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

This Current Report on Form 8-K contains forward-looking statements regarding Lamar Media’s contemplated term loan A 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 close the term loan A 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 5/8% 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 February 6, 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: February 7, 2012

LAMAR ADVERTISING COMPANY

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

Date: February 7, 2012

LAMAR MEDIA CORP.

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

EXHIBIT INDEX

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|------------------------|--------------------------------------------------------------------|
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5321 Corporate Boulevard
Baton Rouge, LA 70808

**Lamar Advertising Company Announces Increase of Tender Cap for
Tender Offer for 6 5/8% Senior Subordinated Notes Due 2015**

Baton Rouge, LA—February 6, 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 amended its previously announced tender offer to purchase a portion of its outstanding 6 5/8% Senior Subordinated Notes due 2015, 6 5/8% Senior Subordinated Notes due 2015—Series B and 6 5/8% Senior Subordinated Notes due 2015—Series C (collectively, the “6 5/8% Notes”). The amendment increased the aggregate principal amount of 6 5/8% Notes that will be purchased in the tender offer from up to \$600.0 million to up to \$700.0 million. Lamar Media has requested a new \$100.0 million term loan A facility from the lenders under its existing senior credit facility and anticipates that the closing of the term loan A facility will occur on February 9, 2012. The tender offer has also been amended to include the closing of the term loan A facility as a condition to Lamar Media’s obligation to complete the tender offer. All other material terms of the tender offer, as set forth in the Offer to Purchase and related Letter of Transmittal, each dated as of January 26, 2012, remain the same.

As we previously announced, the purpose of the tender offer is to retire the debt associated with the 6 5/8% Notes. In accordance with the terms of the tender offer, as amended, Lamar Media will fund purchases pursuant to the tender offer from the proceeds of a private offering of \$500.0 million aggregate principal amount of new debt securities and the \$100.0 million term loan A facility, together with approximately \$154.5 million of borrowings under the revolving portion of Lamar Media’s senior credit facility.

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 further amended or withdrawn.

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 5/8% 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 5/8% 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:

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(225) 926-1000
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