

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): August 9, 2005

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 8.01. Other Events.

On August 9, 2005, Lamar Advertising Company (the “Company”) issued a press release announcing a proposed institutional private placement of senior subordinated notes of Lamar Media Corp., its wholly owned subsidiary (“Lamar Media”). 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.

Lamar Media has entered into a commitment letter providing for the refinancing of its existing bank credit facility. Lamar Media’s new bank credit facility is expected to be comprised of a \$400.0 million revolving credit facility and a \$400.0 million term facility. It is also expected to have a \$500.0 million incremental facility that would allow for additional commitments into which lenders could enter at their sole discretion. Subject to the terms and conditions of the commitment letter, a lender has committed to provide \$75.0 million of the new bank credit facility and an affiliate of the lender has committed to structure, arrange and syndicate the new bank credit facility. These commitments are subject to various conditions, including the consummation of Lamar Media’s proposed senior subordinated notes offering, the successful syndication of the new \$800.0 million bank credit facility and the absence of any material changes to Lamar Media’s business.

This report contains forward-looking statements regarding Lamar Media’s ability to complete the refinancing of its existing bank 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 uncertainties relating to market conditions for syndicated loan transactions generally and for syndicated loan transactions of advertising companies in particular.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit No.	Description
99.1	Press Release of Lamar Advertising Company, dated August 9, 2005, announcing proposed private placement of senior subordinated notes of Lamar Media Corp.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 9, 2005

LAMAR ADVERTISING COMPANY

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 August 9, 2005, announcing proposed private placement of senior subordinated notes of Lamar Media Corp.



**5551 Corporate Boulevard
Baton Rouge, LA 70808**

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

Baton Rouge, LA – Monday, August 9, 2005 — Lamar Advertising Company (Nasdaq: LAMR) announced today that it is seeking to issue approximately \$400 million of senior subordinated notes due 2015 of Lamar Media Corp., its wholly owned subsidiary, in an institutional private placement. Lamar Media intends to use the net proceeds of this offering to repay a portion of its bank credit facility. Subject to market conditions, the closing of the offering is expected to be in mid-August.

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 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. 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.
