
**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): October 25, 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 7.01. Regulation FD Disclosure

On October 25, 2012, Lamar Advertising Company (“Lamar Advertising”) announced a proposed institutional private placement of senior subordinated notes of Lamar Media Corp., its wholly owned subsidiary (“Lamar Media”). In connection with the proposed private placement, Lamar Media is disclosing the following information:

Acquisition of NextMedia Outdoor, Inc.

On October 24, 2012, Lamar Media entered into a stock purchase agreement with NextMedia Operating, Inc. to acquire all of the outstanding capital stock of NextMedia Outdoor, Inc. (the “Acquired Company”) for \$145 million in cash (the “Acquisition”). The closing of the Acquisition, which is subject to customary closing conditions, is expected on or about October 31, 2012. Lamar Media expects to use a portion of the proceeds of the private placement to finance the Acquisition. Although Lamar Media has entered into a definitive stock purchase agreement, there can be no guarantee that it will be able to successfully complete the Acquisition. Additionally, if Lamar Media does complete the Acquisition, there can be no assurance that it will be able to integrate the Acquired Company without encountering difficulties or that any such difficulties will not have an adverse effect on Lamar Media.

Item 8.01. Other Events.*Proposed Private Offering*

On October 25, 2012, Lamar Advertising issued a press release announcing a proposed institutional private placement of senior subordinated notes by Lamar Media. 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.

This Current Report on Form 8-K contains forward-looking statements regarding the proposed private placement and the Acquisition. 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 complete the Acquisition, which is subject to customary closing conditions. This Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy the senior subordinated 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 October 25, 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: October 25, 2012

LAMAR ADVERTISING COMPANY

By: /s/ Keith A. Istre

Keith A. Istre
Treasurer and Chief Financial Officer

Date: October 25, 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 October 25, 2012.



5321 Corporate Boulevard
Baton Rouge, LA 70808

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

Baton Rouge, LA — October 25, 2012 — Lamar Advertising Company (Nasdaq: LAMR) announced today that it is seeking to raise approximately \$535 million through an institutional private placement of senior subordinated notes due 2023 (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, (i) to redeem \$137.2 million in aggregate principal amount outstanding of Lamar Media’s 6 5/8% Senior Subordinated Notes due 2015—Series B and Lamar Media’s 6 5/8% Senior Subordinated Notes due 2015—Series C, (ii) to fund the acquisition of NextMedia Outdoor, Inc. and potential acquisitions that are currently being evaluated by Lamar or that it may pursue in the future or, to the extent not used to fund potential future acquisitions, to repay a portion of the indebtedness outstanding under Lamar Media’s senior credit facility and (iii) 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 proposed acquisition of NextMedia Outdoor, Inc. and the redemption of Lamar Media’s 6 5/8% Notes due 2015. 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 complete the proposed acquisition of NextMedia Outdoor, Inc., which is subject to customary closing conditions.

This news release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, securities.

Contact:

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