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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 8.01. Other Events.**

On January 26, 2012, Lamar Advertising Company issued a press release announcing that its wholly owned subsidiary, Lamar Media Corp., has agreed to sell \$500 million in aggregate principal amount of 5 7/8% Senior Subordinated Notes due 2022 through an institutional private placement (the “Notes Offering”). The Company had previously announced a proposed notes offering of \$400 million in aggregate principal amount, and the size of the Notes Offering was increased to \$500 million in aggregate principal amount. Subject to customary closing conditions, the closing of the Notes Offering is expected on or about February 9, 2012. 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.

Also on January 26, 2012, Lamar Advertising Company issued a press release announcing that 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 \$500 million to \$600 million, but all other terms and conditions remained the same. The press release is attached hereto as Exhibit 99.2 and incorporated by reference herein.

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*This Current Report on Form 8-K contains forward-looking statements regarding Lamar Media’s Notes Offering. 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 complete the Notes Offering 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 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 27, 2012

**LAMAR ADVERTISING COMPANY**

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

Date: January 27, 2012

**LAMAR MEDIA CORP.**

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

**EXHIBIT INDEX**

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99.2	Press release of Lamar Advertising Company dated January 26, 2012.



5321 Corporate Boulevard  
Baton Rouge, LA 70808

**Lamar Advertising Company Prices  
Private Offering of Senior Subordinated Notes**

Baton Rouge, LA — January 26, 2012 — Lamar Advertising Company (Nasdaq: LAMR) announced today that its wholly owned subsidiary, Lamar Media Corp., has agreed to sell \$500 million aggregate principal amount of 5 7/8% Senior Subordinated Notes due 2022 (the “Notes”) through an institutional private placement. The company had previously announced a proposed notes offering of \$400 million principal amount, and the offering size was increased to \$500 million principal amount. The proceeds, after the payment of fees and expenses, to Lamar Media of this offering are expected to be approximately \$489 million. Subject to customary closing conditions, the closing of this offering is expected on or about February 9, 2012.

Lamar Media intends to use the proceeds of this offering, after the payment of fees and expenses, together with approximately \$147.2 million of borrowings under the revolving portion of Lamar Media’s senior credit facility, towards the purchase of up to \$600 million principal amount 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”) in a tender offer, the redemption of the 6 5/8% Notes, the payment of the 6 5/8% 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 the 6 5/8% 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 the 6 5/8% 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 5/8% Notes. The full details of the tender offer, including complete instructions on how to tender notes, will be included in an offer to purchase. Holders of the 6 5/8% Notes are strongly encouraged to read carefully the offer to*

*purchase and any related materials because they will contain important information. Holders of the 6 5/8% 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 Amendment to  
Tender Offer for 6 5/8% 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 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 \$500.0 million to up to \$600.0 million. 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 principal amount of new debt securities, together with approximately \$147.2 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 further amend the tender offer to increase the amount of 6 5/8% Notes it is seeking to purchase in the tender offer by an additional \$100.0 million.

The dealer manager for the tender offer is J.P. Morgan Securities LLC. Global Bondholder Services Corporation is acting as depository 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 depository 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.

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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 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:

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