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

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

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**LAMAR ADVERTISING COMPANY**

(Exact name of registrant as specified in its charter)

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**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)

**Amended and Restated 1996 Equity Incentive Plan**  
(Full title of the plan)

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**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)

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

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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

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.

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**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	2,000,000 shares	\$80.54	\$161,080,000.00	\$19,522.90

(1) Pursuant to Rule 416 under the Securities Act of 1933, to the extent additional shares of the Registrant’s Class A Common Stock may be issued or issuable as a result of a stock split or other distribution declared at any time by the Registrant’s 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 Class A Common Stock on July 11, 2019, as reported on The Nasdaq Global Select Market.

(3) This Registration Statement registers an additional 2,000,000 shares issuable under our Amended and Restated 1996 Equity Incentive Plan (the “1996 Plan”). The Registrant has previously registered 15,500,000 shares issuable under the 1996 Plan (Registration Statement Nos. 333-160945, 333-116008, 333-89034, 333-37858, 333-79571, 333-10337 and 333-190603).

## 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. 333-190603), July 31, 2009 (File No. 333-160945), May 28, 2004 (File No. 333-116008), May 24, 2002 (File No. 333-89034), May 25, 2000 (File No. 333-37858), May 28, 1999 (File No. 333-79571), as amended by Post-Effective Amendment No. 1 thereto filed on July 19, 1999, and August 16, 1996 (File No. 333-10337), each as amended by Post-Effective Amendments thereto dated November 19, 2014, relating to its 1996 Plan, except as expressly modified herein.

This Registration Statement provides for the registration of an additional 2,000,000 shares of the Company’s Class A Common Stock authorized for issuance under the 1996 Plan pursuant to an amendment and restatement of the 1996 Plan adopted by our stockholders on May 30, 2019.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits

#### EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	<a href="#"><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></a>
4.2	<a href="#"><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></a>
4.3	<a href="#"><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></a>
4.4	<a href="#"><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></a>
5.1	<a href="#"><u>Opinion of Locke Lord LLP as to the legality of the securities registered hereunder. Filed herewith.</u></a>
23.1	<a href="#"><u>Consent of KPMG LLP, an independent registered public accounting firm. Filed herewith.</u></a>
23.2	<a href="#"><u>Consent of Ernst &amp; Young LLP, independent auditors. Filed herewith.</u></a>
23.3	<a href="#"><u>Consent of Locke Lord LLP. Included in its opinion filed as Exhibit 5.1.</u></a>
24.1	<a href="#"><u>Power of Attorney (included in the signature page hereto).</u></a>
99.1	<a href="#"><u>Amended and Restated 1996 Equity Incentive Plan. Previously filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K (File No. 1-36756) filed on June 5, 2019 and incorporated herein by reference.</u></a>

## 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 July 17, 2019.

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)	July 17, 2019
<u>/s/ Keith A. Istre</u> Keith A. Istre	Chief Financial Officer (Principal Financial and Accounting Officer)	July 17, 2019
<u>/s/ Kevin P. Reilly, Jr.</u> Kevin P. Reilly, Jr.	Director	July 17, 2019
<u>/s/ John E. Koerner, III</u> John E. Koerner, III	Director	July 17, 2019
<u>/s/ Marshall A. Loeb</u> Marshall A. Loeb	Director	July 17, 2019

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<u>/s/ Stephen P. Mumblow</u> Stephen P. Mumblow	Director	July 17, 2019
<u>/s/ Anna Reilly</u> Anna Reilly	Director	July 17, 2019
<u>/s/ Wendell Reilly</u> Wendell Reilly	Director	July 17, 2019
<u>/s/ Thomas V. Reifenheiser</u> Thomas V. Reifenheiser	Director	July 17, 2019
<u>/s/ Elizabeth Thompson</u> Elizabeth Thompson	Director	July 17, 2019



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

July 17, 2019

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 2,000,000 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 Amended and Restated 1996 Equity Incentive 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 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 Stockholders and Board of Directors  
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 25, 2019, with respect to (a) the consolidated balance sheets of Lamar Advertising Company and subsidiaries as of December 31, 2018 and 2017, 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, 2018, and the related notes and financial statement schedules II to III, and the effectiveness of internal control over financial reporting as of December 31, 2018, and (b) the consolidated balance sheets of Lamar Media Corp. and subsidiaries as of December 31, 2018 and 2017, 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, 2018, and the related notes and financial statement schedules II to III, and the effectiveness of internal control over financial reporting as of December 31, 2018, (collectively, referred to as the "consolidated financial statements") which reports appear in the December 31, 2018 annual report on Form 10-K/A of Lamar Advertising Company and Lamar Media Corp.

Our reports on the consolidated financial statements refer to a change in the method of accounting for business combinations and a change in the method of accounting for revenue recognition.

/s/ KPMG LLP

Baton Rouge, Louisiana  
July 17, 2019



Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 1996 Equity Incentive Plan of Lamar Advertising Company of our report dated February 15, 2019, with respect to the consolidated statement of revenues and certain expenses of certain markets of FMG Outdoor Holdings, LLC acquired by Lamar Media Corp. for the year ended December 31, 2017, included in Lamar Advertising Company's Current Report on Form 8-K/A dated March 1, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Charlotte, North Carolina

July 17, 2019