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Clear Channel Outdoor Holdings, Inc.

Form 8-K

December 13, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 13, 2007 (December 7, 2007)

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-32663

(Commission File Number)

86-0812139

(IRS Employer Identification No.)

200 E. Basse Rd.

San Antonio, TX 78209

(Address of Principal Executive Offices, Including Zip Code)

210-832-3700

(Registrant's 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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INFORMATION TO BE INCLUDED IN THIS REPORT

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 7, 2007, the Board of Directors of Clear Channel Outdoor Holdings, Inc. (the *Company*) approved an amendment to the Amended and Restated By-Laws of the Company.

The amendment to the Amended and Restated By-Laws of the Company amended Article V, Sections 5.1 of the Company's bylaws to facilitate the issuance of shares in book entry form in order for the Company to be eligible to participate in the Direct Registration System as required by the New York Stock Exchange.

The amendment to the Amended and Restated By-Laws of the Company is effective as of December 7, 2007. The foregoing description of the amendment to the Company's bylaws is not complete and is qualified in its entirety by reference to the text of the amendment to the bylaws of the Company attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this Report:

| Exhibit Number | Description |
|---------------------------|--|
| 3.1 | First Amendment to the Amended and Restated By-Laws of Clear Channel Outdoor Holdings, Inc. dated December 7, 2007 |

SIGNATURE

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.

CLEAR CHANNEL OUTDOOR
HOLDINGS, INC.

Date: December 13, 2007

By: /s/ Herbert W. Hill, Jr.
Herbert W. Hill, Jr.
Sr. Vice President/Chief Accounting
Officer