

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
CLEAR CHANNEL OUTDOOR HOLDINGS, INC.		86-0812139	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
SCOTT T. BICK	210-832-3536	TAX@CLEARCHANNEL.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
200 EAST BASSE ROAD, STE. 100		SAN ANTONIO, TX 78209-8328	
8 Date of action		9 Classification and description	
FEBRUARY 23, 2017		CLASS A & CLASS B COMMON STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
18451C109		CCO	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ CLEAR CHANNEL OUTDOOR HOLDINGS, INC. DECLARED A SPECIAL CASH DIVIDEND OF \$282.5 MILLION (OR APPROXIMATELY \$0.7797 PER SHARE), WHICH WAS PAID ON FEBRUARY 23, 2017 TO CLASS A AND CLASS B STOCKHOLDERS OF RECORD AT THE CLOSE OF BUSINESS ON FEBRUARY 20, 2017. THE CASH DISTRIBUTION ON FEBRUARY 23, 2017 IS CURRENTLY EXPECTED TO BE IN EXCESS OF EARNINGS AND PROFITS.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE CASH DISTRIBUTION OF \$0.7797 PER SHARE ON FEBRUARY 23, 2017 SHOULD REDUCE THE BASIS OF EACH COMMON SHARE HELD BY EACH SHAREHOLDER ON THE DATE OF RECORD, BASED ON THE EXPECTATION THAT THE DISTRIBUTION WILL NOT BE OUT OF EARNINGS AND PROFITS.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE ISSUER HAD NEGATIVE ACCUMULATED EARNINGS AND PROFITS AS OF DECEMBER 31, 2016. THE ISSUER EXPECTS TO INCUR A NET DEFICIT TO ITS EARNINGS AND PROFITS FOR THE YEAR ENDED DECEMBER 31, 2017. ACCORDINGLY, ALL HOLDERS OF ALL OUTSTANDING SHARES OF THE ISSUER MUST REDUCE THE BASIS IN THEIR COMMON SHARES BY AN AMOUNT EQUAL TO 100% OF THE 2017 DISTRIBUTIONS RECEIVED.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► IRC SECTION 301
DEFINES THE RULES USED TO DETERMINE WHETHER, AND TO WHAT EXTENT, DISTRIBUTIONS TO
SHAREHOLDERS ARE TAXABLE. DISTRIBUTIONS TO SHAREHOLDERS THAT DO NOT EXCEED THE
CORPORATION'S EARNINGS AND PROFITS ARE REPORTED AS TAXABLE DIVIDENDS IN ACCORDANCE WITH
IRC SECTION 316. IN THE EVENT A DISTRIBUTION TO SHAREHOLDERS EXCEEDS CORPORATE EARNINGS
AND PROFITS, AS DETERMINED UNDER IRC SECTION 312, SHAREHOLDERS MUST APPLY THE RULES OF
IRC SECTION 301 TO DETERMINE IF THE DISTRIBUTION IS A NON-TAXABLE RETURN OF BASIS UNDER
IRC SECTION 301(c)(2) OR IF THE DISTRIBUTION IS REPORTED AS A CAPITAL GAIN UNDER
IRC SECTION 301(c)(3). THE INFORMATION PROVIDED HEREIN IS INTENDED TO ASSIST SHAREHOLDERS
AND THEIR TAX ADVISORS IN MAKING THIS DETERMINATION.

18 Can any resulting loss be recognized? ► FOR US FEDERAL INCOME TAX PURPOSES, THE DISTRIBUTIONS WILL
NOT RESULT IN ANY TAX LOSS FOR ANY COMMON SHAREHOLDER OF THE ISSUER.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► _____
THE REPORTABLE TAX YEAR IS CALENDAR YEAR 2017.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ► *Scott T. Bick* Date ► March 10, 2017

Paid Preparer Use Only	Print your name ► <u>SCOTT T. BICK</u>	Preparer's signature	Title ► <u>SR. VICE PRESIDENT</u>	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name					
	Firm's name ►				Firm's EIN ►	
	Firm's address ►				Phone no.	