

CITADEL BROADCASTING CORP

Form 8-K

June 05, 2008

**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): May 30, 2008**

**CITADEL BROADCASTING CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction

of incorporation)

**001-31740**  
(Commission File Number)

**City Center West, Suite 400**

**7201 West Lake Mead Blvd.**

**51-0405729**  
(IRS Employer

Identification No.)

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Las Vegas, Nevada 89128

(Address of Principal executive offices, including Zip Code)

(702) 804-5200

(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))

**Item 1.01 Entry into a Material Definitive Agreement.**

**Amendment to Credit Agreement**

On May 30, 2008, Citadel Broadcasting Corporation (the Company) entered into the Second Amendment and Waiver (the Second Amendment) to the Credit Agreement, dated as of June 12, 2007 (the Credit Agreement), as amended by the First Amendment and Waiver, dated March 13, 2008 (the First Amendment), among the Company, several lenders from time to time parties thereto, JPMorgan Chase Bank N.A., as administrative agent for the lenders (the Agent), the syndication agents and document agents thereto.

The following is a summary of the material terms and provisions of the Second Amendment. This summary is qualified in its entirety by reference to the complete text of the Second Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. We encourage you to read the complete Second Amendment, First Amendment and Credit Agreement in its entirety.

The Second Amendment permits the Company to make voluntary prepayments of the term loans under the Credit Agreement at a discount to their principal amounts through December 31, 2008. The Second Amendment does not obligate the Company to make any such prepayments. The Company is permitted to make voluntary prepayments of term loans in an aggregate amount for all such prepayments of up to \$200,000,000 less the aggregate amounts of voluntary prepayments made under the First Amendment. Each voluntary prepayment shall not be less than \$10,000,000 or such lesser amounts as remain. The procedure for any such prepayment will be as follows: (i) the Company will specify a range of acceptable discount percentages to the principal amount of term loans for any such voluntary prepayment (the Acceptable Discounts), (ii) lenders will then specify a discount to par for a principal amount of the term loans at which such lender is willing to permit the voluntary prepayment, and (iii) the Agent will determine, in consultation with the Company, the applicable discount for each voluntary prepayment, which will be the lower of the Acceptable Discounts at which the Company can complete voluntary prepayment and the highest Acceptable Discount specified by the Lenders that is within the range.

Under the Second Amendment, the dollar amount of the discount for any such net voluntary prepayment will reduce the amount of excess cash flow that the Company is otherwise permitted to use to make certain permitted dividend and other payments under the Credit Agreement.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

10.1 Second Amendment and Waiver, dated May 30, 2008, to the Credit Agreement, dated June 12, 2007, among Citadel Broadcasting Corporation, certain lenders, JPMorgan Chase Bank, N.A. as Administrative Agent, Bank of America, N.A. and Deutsche Bank Trust Company Americas as Syndication Agents, and Credit Suisse, Cayman Islands Branch and Wachovia Bank, National Association as Documentation Agents.

**SIGNATURES**

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.

CITADEL BROADCASTING CORPORATION

Date: June 5, 2008

By: /s/ Patricia Stratford  
Name: Patricia Stratford  
Title: Senior Vice President Finance & Administration