

**Report of Organizational Action
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

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

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 ▶ A portion of each distribution listed in the attached statement is a nondividend distribution commonly referred to as return of capital. A return of capital occurs when all or a portion of a distribution exceeds the earnings and profits available for distribution.

See attached statement for details.

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 portion of each distribution that is a return of capital reduces the shareholder's cost basis in their shares of the issuer on which the distribution was paid.

See attached statement for details.

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 ▶ Issuer's computation of earnings and profits for the year ended December 31, 2016 was completed on January 13, 2017. The issuer's current and accumulated earnings and profits were compared to the distributions listed in the attached statement paid during the year ended December 31, 2016. The return of capital is the amount of each distribution listed in the attached statement and paid during the taxable year ended December 31, 2016 in excess of the issuer's current and accumulated earnings and profits.

See attached statement for details.

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 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 2016.

Sign Here

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.

Signature ▶ [Signature] Date ▶ 1/18/17

Print your name ▶ SCOTT T. BICK Title ▶ SR. VICE PRESIDENT

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Clear Channel Outdoor Holdings, Inc.
Employer Identification Number 86-0812139

Organizational Action Affecting Cost Basis: Return of Capital Distribution

The company has determined that 25.88301% of each distribution listed below and paid during the Company's year ended December 31, 2016 is classified as a nondividend distribution commonly referred to as a return of capital (ROC).

	<u>Record Date</u>	<u>Payable Date</u>	<u>Distribution Per Share</u>	<u>ROC %</u>	<u>Nondividend Distribution per Share</u>
Class A Shares CUSIP 18451C109, Ticker CCO	1/4/2016	1/7/2016	0.602611	25.88301%	0.1559739
Class A Shares CUSIP 18451C109, Ticker CCO	2/1/2016	2/4/2016	1.493658	25.88301%	0.3866036