

LAMAR ADVERTISING CO/NEW
Form 8-K
November 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): November 14, 2013

LAMAR ADVERTISING COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

0-30242
(Commission File

72-1449411
(IRS Employer

of incorporation)

Number)

Identification No.)

5321 Corporate Boulevard, Baton Rouge, Louisiana 70808

(Address of principal executive offices and zip code)

(225) 926-1000

(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 (see General Instruction A.2. below):

- .. 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 7.01 Regulation FD Disclosure.

As previously announced, Lamar Advertising Company (the "Company") is actively considering an election to real estate investment trust (REIT) status and, in conjunction with that review, submitted a private letter ruling request to the U.S. Internal Revenue Service (the "IRS") in November, 2012 regarding a potential REIT election. In June 2013, the Company was advised by the IRS that it was conducting a study of the current legal standards it uses to define "real estate" for purposes of the REIT provisions of the U.S. Internal Revenue Code of 1986, as amended (the "Code").

On November 14, 2013, the Company was advised by the IRS that it will resume issuing private letter rulings regarding the REIT provisions of the Code and that the IRS is actively working on the Company's private letter ruling request. The Company does not intend to provide interim updates with respect to the specifics of its ongoing discussions with the IRS in conjunction with its ruling request.

The timing of any IRS response remains uncertain and the Company is not able to predict when it will receive a definitive response to its private letter ruling request. The Company has no reason to conclude that it will not be in a position to convert to a REIT effective for the taxable year beginning January 1, 2014. The Company is also in the process of implementing a corporate restructuring so that it will be in compliance with applicable REIT rules prior to December 31, 2013.

The Company's decision to proceed with a REIT election is subject to the approval of the Company's board of directors. A favorable IRS ruling, if received, does not guarantee that the Company would succeed in qualifying as a REIT and there is no certainty as to the timing of a REIT election. The Company may not ultimately pursue a conversion to a REIT, and it can provide no assurance that a REIT conversion, if completed, will be successfully implemented or achieve the intended benefits.

Cautionary Note Regarding Forward-Looking Statements

Certain information included in this current report is forward-looking in nature within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. This report uses terminology such as "believes," "plans," "expects," "intends," "may," "will," "should," "potential," and "continue" and similar expressions to identify forward-looking statements. Examples of forward-looking statements in this report include statements about our intention to make an election to REIT status, the timing of any such REIT election and the Company's ability to qualify as a REIT. The forward-looking statements in this report are based on our current good faith beliefs; however, actual results may differ due to inaccurate assumptions, the conclusions, if any, reached by the IRS in connection with its study and any changes or refinements made to current legal standards by the IRS or other foreseeable or unforeseeable factors. Consequently, we cannot guarantee that any of the forward-looking statements will prove to be accurate. The forward-looking statements in this report speak only as of the date of this report.

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.

Date: November 15, 2013

LAMAR ADVERTISING COMPANY

By: /s/ Kevin P. Reilly, Jr.
Kevin P. Reilly, Jr.

President