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LAMAR ADVERTISING CO/NEW

Form 8-K

June 07, 2001

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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):
JUNE 4, 2001

LAMAR ADVERTISING COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation)

0-30242
(Commission File Number)

72-1449411
(IRS Employer Identification Number)

5551 CORPORATE BOULEVARD, BATON ROUGE, LOUISIANA 70808
(Address of principal executive offices and zip code)

(225) 926-1000
(Registrant's telephone number, including area code)

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ITEM 5. OTHER

In order to furnish certain exhibits for incorporation by reference into two Registration Statements on Form S-3 of Lamar Advertising Company previously filed with Securities and Exchange Commission (File No. 333-48288 and File No. 333-45490), which Registration Statements were declared effective by the Commission on September 21, 2000 and November 2, 2000, respectively, Lamar Advertising Company is filing an Underwriting Agreement dated June 4, 2001 among Lamar, AMFM Operating Inc. and Deutsche Banc Alex. Brown Inc. The Underwriting Agreement relates to the sale of 8,000,000 shares of Lamar Class A common stock by AMFM to Deutsche Banc Alex. Brown Inc., as underwriter, for \$40.00 per share. The underwriter has exercised its option under the Underwriting Agreement to purchase an additional 1,200,000 shares for \$40.00 per share from the Company to cover over-allotments. The offering of the shares will only be made by means of a prospectus, a copy of which can be obtained from Deutsche Banc Alex. Brown

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Inc., One South Street, Baltimore, Maryland 21202. After the sale closes, AMFM will own 10,365,073 shares of Lamar Class A common stock, all of which must be disposed of prior to January 1, 2003, under the terms of a consent decree with the United States Department of Justice.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 1.2 Underwriting Agreement dated June 4, 2001 among Lamar, AMFM Operating Inc. and Deutsche Banc Alex. Brown Inc. Filed herewith.
- 5.3 Opinion of Palmer & Dodge LLP. Filed herewith.
- 23.8 Consent of Palmer & Dodge LLP (included as part of their opinion filed herewith.)
- 23.9 Consent of KPMG LLP. Filed herewith.

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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: June 6, 2001

LAMAR ADVERTISING COMPANY

By: /s/ Keith A. Istre

Keith A. Istre
Treasurer and Chief Financial Officer

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EXHIBIT INDEX

| EXHIBIT NO. ----- | DESCRIPTION ----- |
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