

Edgar Filing: Clear Channel Outdoor Holdings, Inc. - Form SC 13G/A

Clear Channel Outdoor Holdings, Inc.  
Form SC 13G/A  
February 17, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Clear Channel Outdoor Holdings, Inc.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

18451C109  
(CUSIP Number)

December 31, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 18451C109

1. Names of Reporting Person

Tracer Capital Management L.P.

I.R.S. Identification Nos. of above person  
(entities only): 20-0377421

2. Check the Appropriate Box if a Member Of a Group

(a)

(b)

3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware, United States
5. Sole Voting Power: 0  
Number of Shares Beneficially Owned by Each Reporting Person With
6. Shared Voting Power: 0
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)  
0.00%
12. Type of Reporting Person  
IA

CUSIP No. 18451C109

1. Names of Reporting Person  
Tracer Capital Offshore Fund Ltd.  
I.R.S. Identification Nos. of above person (entities only):
2. Check the Appropriate Box if a Member of a Group  
 (a)  
 (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Cayman Islands, British West Indies
5. Sole Voting Power: 0  
Number of Shares Beneficially Owned by Each Reporting Person With
6. Shared Voting Power: 0
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially Owned by Each Reporting Person:

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0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.00%

12. Type of Reporting Person

OO

CUSIP No. 18451C109

1. Names of Reporting Person

Riley McCormack

I.R.S. Identification Nos. of above person (entities only):

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power: 0

Number of  
Shares

6. Shared Voting Power: 0

Beneficially

7. Sole Dispositive Power: 0

Owned by

Each Reporting

8. Shared Dispositive Power: 0

Person With

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.00%

12. Type of Reporting Person

IN

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CUSIP No. 18451C109

1. Names of Reporting Person  
Matt Hastings  
I.R.S. Identification Nos. of above person (entities only):
  2. Check the Appropriate Box if a Member of a Group  
 (a)  
 (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States
  5. Sole Voting Power: 0
  6. Shared Voting Power: 0
  7. Sole Dispositive Power: 0
  8. Shared Dispositive Power: 0
  9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
0
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
  11. Percent of Class Represented by Amount in Row (9)  
0.00%
  12. Type of Reporting Person (See Instructions)  
IN
- Item 1. (a) Issuer: Clear Channel Outdoor Holdings, Inc.  
Address:  
200 East Basse Road  
San Antonio, TX 78209
- Item 2. (a) Name of Person Filing:  
Tracer Capital Management L.P.  
Tracer Capital Offshore Fund Ltd.  
Riley McCormack  
Matt Hastings

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(b) Address of Principal Business Offices:

Tracer Capital Management L.P.  
540 Madison Avenue, 33rd Floor  
New York, New York 10022  
Delaware limited partnership

Tracer Capital Offshore Fund Ltd.  
c/o Goldman Sachs (Cayman) Trust Limited  
Gardenia Court, Suite 3307  
45 Market Street, Camana Bay  
P.O. Box 896, KY1-1103  
Cayman Islands

Riley McCormack  
c/o Tracer Capital Management L.P.  
540 Madison Avenue, 33rd Floor  
New York, New York 10022  
United States citizen

Matt Hastings  
c/o Tracer Capital Management L.P.  
540 Madison Avenue, 33rd Floor  
New York, New York 10022  
United States citizen

(c) Citizenship:

Please refer to Item 4 on each cover sheet for each filing person

(d) Title of Class of Securities:

Class A Common Stock

(e) CUSIP Number: 18451C109

Item 3. Tracer Capital Management L.P. is an investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E).

Item 4. Ownership

Please see Items 5 - 9 and 11 for each cover sheet for each filing separately.

The sole power to vote or direct the vote of the entire shareholding and the sole power to dispose of or direct the disposal of the entire shareholding has been delegated to Tracer Capital Management L.P. for Tracer Capital Offshore Fund Ltd. and other unregistered funds managed by Tracer Capital Management L.P. Riley McCormack and Matt Hastings, as the sole limited partners of Tracer Capital Management L.P. and the sole managing members of TCM and Company, LLC, the general partner of Tracer Capital Management L.P., control Tracer Capital Management L.P.

Item 5. Ownership of Five Percent or Less of a Class

X

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2009

Tracer Capital Management L.P.

By: /s/ Riley McCormack

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Name: Riley McCormack  
Title: Managing Member of the General  
Partner of Tracer Capital Management L.P.

Tracer Capital Offshore Fund Ltd.

By: /s/ Riley McCormack

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Name: Riley McCormack  
Title: Managing Member of the General  
Partner of Tracer Capital Management L.P.

By: /s/ Riley McCormack

-----  
Name: Riley McCormack

By: /s/ Matt Hastings

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Name: Matt Hastings

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on this Schedule 13G/A, dated February 17, 2009, (the "Schedule 13G/A"), with respect to the Class A Common Stock of Clear Channel Outdoor Holdings, Inc. is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G/A. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G/A, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 17th day of February 2009.

Tracer Capital Management L.P.

By: /s/ Riley McCormack

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Name: Riley McCormack  
Title: Managing Member

Tracer Capital Offshore Fund Ltd.

By: /s/ Tracer Capital Management L.P.

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Name: Riley McCormack  
Title: Managing Member

By: /s/ Riley McCormack

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Name: Riley McCormack

By: /s/ Matt Hastings

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Name: Matt Hastings