

LAMAR ADVERTISING CO/NEW

Form SC TO-I

March 23, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Schedule TO
(Rule 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

LAMAR ADVERTISING COMPANY
(Name of Subject Company (Issuer) and Filing Person (as Offeror))
2 7/8% CONVERTIBLE NOTES DUE 2010 SERIES B
(Title of Class of Securities)

512815AH4
(CUSIP Number of Class of Securities)

Kevin P. Reilly, Jr.
President

Lamar Advertising Company
5551 Corporate Boulevard
Baton Rouge, Louisiana 70808
(225) 926-1000

*(Name, address, and telephone number of person authorized to receive notices
and communications on behalf of filing persons)
with copies to:*

Stacie Aarestad, Esq.
Edwards Angell Palmer & Dodge LLP
111 Huntington Avenue At Prudential Center
Boston, Massachusetts 02199-7613
(617) 239-0100

Daniel J. Zubkoff, Esq.
Cahill Gordon & Reindel LLP
80 Pine Street
New York, New York 10005
(212) 701-3000

CALCULATION OF FILING FEE

Transaction Valuation (1)
\$264,232,280

Amount of Filing Fee (2)
\$14,745

(1) Calculated solely for purposes of determining the amount of the filing fee. The transaction valuation was calculated based on the purchase of \$287,209,000 aggregate principal amount of the issuer's 2 7/8% Convertible Notes due 2010 Series B at the tender offer price of \$920 per \$1,000 principal amount of such notes.

(2) The amount of the filing fee was calculated at a rate of \$55.80 per \$1,000,000 of transaction value.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.

Form or Registration No.: Not applicable.

Filing Party: Not applicable.

Date Filed: Not applicable.

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

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- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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SIGNATURE

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INTRODUCTORY STATEMENT

This Tender Offer Statement on Schedule TO (the "Schedule TO") relates to the offer by Lamar Advertising Company, a Delaware corporation (the "Company"), to purchase any and all of its issued and outstanding 2 7/8% Convertible Notes due 2010 Series B (the "Notes") for cash, at a purchase price equal to \$920 per \$1,000 principal amount of Notes (the "Offer"), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 23, 2009 (the "Offer to Purchase") and the Letter of Transmittal. The Company's obligation to accept for payment, and to pay for, any Notes validly tendered pursuant to the Offer is subject to satisfaction of all the conditions described in the Offer to Purchase. This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This Schedule TO incorporates by reference certain sections of the Offer to Purchase specified below in response to Items 1, 2 and 4, and Items 6 through 9, of this Schedule TO, as more particularly described below.

Item 1. Summary Term Sheet.

The information set forth in the Offer to Purchase in the section entitled "Summary Term Sheet" is incorporated herein by reference.

Item 2. Subject Company Information

(a) *Name and Address.* The issuer is Lamar Advertising Company, a Delaware corporation with its principal executive offices located at 5551 Corporate Boulevard, Baton Rouge, Louisiana 70808; telephone number (225) 926-1000.

(b) *Securities.* The subject class of securities is the Company's 2 7/8% Convertible Notes due 2010 Series B. As of March 23, 2009, there was \$287,209,000 aggregate principal amount of Notes outstanding.

(c) *Trading Market and Price.* There is no established trading market for the Notes. The Class A common stock into which the Notes are convertible trade on the NASDAQ Stock Market under the symbol "LAMR". The information set forth under "Market Information About the Notes" in the Offer to Purchase is incorporated herein by reference.

Item 3. Identity and Background of Filing Person

(a) *Name and Address.* The issuer and subject company is Lamar Advertising Company, a Delaware corporation with its principal executive offices located at 5551 Corporate Boulevard, Baton Rouge, Louisiana 70808; telephone number (225) 926-1000.

The following table sets forth the names of each of the executive officers and directors of the Company. The business address and telephone number of each person set forth below is c/o Lamar Advertising Company, 5551 Corporate Boulevard, Baton Rouge, Louisiana 70808; telephone number (225) 926-1000.

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| Name | Position |
|------------------------|---|
| Kevin P. Reilly, Jr. | Chairman of the Board, President, and Chief Executive Officer |
| Keith A. Istre | Chief Financial Officer and Treasurer |
| Sean E. Reilly | Chief Operating Officer and President of the Outdoor Division |
| John Maxwell Hamilton | Director |
| John E. Koerner, III | Director |
| Edward H. McDermott | Director |
| Stephen P. Mumblow | Director |
| Thomas V. Reifenheiser | Director |
| Anna Reilly | Director |
| Wendell S. Reilly | Director |

Item 4. Terms of the Transaction.

(a) Material Terms.

(1) Tender Offer.

- (i) The information set forth in the Offer to Purchase in the sections entitled Summary Term Sheet and Impact of the Offer on Rights of the Holders of the Notes is incorporated herein by reference.
- (ii) (iii) The information set forth in the Offer to Purchase in the sections entitled Summary Term Sheet , The Offer Consideration; Accrued Interest and The Offer Expiration Time; Extension; Amendment; Termination is incorporated herein by reference.
- (iv) Not applicable.
- (v) The information set forth in the Offer to Purchase in the section entitled The Offer Expiration Time; Extension; Amendment; Termination is incorporated herein by reference.
- (vi) (vii) The information set forth in the Offer to Purchase in the sections entitled Summary Term Sheet and Procedures for Tendering and Withdrawing Notes is incorporated herein by reference.
- (viii) The information set forth in the Offer to Purchase in the sections entitled Summary Term Sheet and Acceptance for Payment and Payment is incorporated herein by reference.
- (ix) Not applicable.
- (x) The information set forth in the Offer to Purchase in the section entitled Impact of the Offer on Rights of the Holders of the Notes is incorporated herein by reference.

(xi) Not applicable.

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- (xii) The information set forth in the Offer to Purchase in the sections entitled *Summary Term Sheet* and *Material U.S. Federal Income Tax Consequences* is incorporated herein by reference.
- (2) Mergers and Similar Transactions.
 - (i) (vii) Not applicable.
- (b) The information set forth in the Offer to Purchase in the section entitled *Miscellaneous* is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

(e) *Agreements Involving the Subject Company's Securities.*

The Company has entered into the following agreements in connection with its Class A common stock, \$0.001 par value per share:

- (1) Lamar 1996 Equity Incentive Plan, as amended, as adopted by the Board of Directors on February 23, 2006. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 0-30242) filed on February 28, 2006, and incorporated herein by reference.
- (2) Form of Stock Option Agreement under the 1996 Equity Incentive Plan, as amended. Previously filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 0-30242) filed on March 10, 2005, and incorporated herein by reference.
- (3) Form of Restricted Stock Agreement. Previously filed as Exhibit 10.16 of the Company's Annual Report on Form 10-K for the year ended December 31, 2005 (File No. 0-30242) filed on March 15, 2006, and incorporated herein by reference.
- (4) Form of Restricted Stock Agreement for Non-Employee directors. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 0-30242) filed on May 30, 2007 and incorporated herein by reference.
- (5) 2000 Employee Stock Purchase Plan. Previously filed as Exhibit 10(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 0-30242) filed on March 1, 2007, and incorporated herein by reference.
- (6) Lamar Advertising Company Non-Management Director Compensation Plan. Previously filed on the Company's Current Report on Form 8-K (File No. 0-30242) filed on May 30, 2007 and incorporated herein by reference.
- (7) Summary of Compensatory Arrangements, dated March 4, 2009. Previously filed on the Company's Current Report on Form 8-K (File No. 0-30242) filed on March 6, 2009 and incorporated herein by reference.

The Company has entered into the following agreements in connection with the Notes:

- (1) Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., successor to Wachovia Bank of Delaware, National Association, as Trustee. Previously filed as Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2003 (File No. 0-30242) filed on August 13, 2003, and incorporated herein by reference.
- (2) Second Supplemental Indenture to the Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., as Trustee, dated as of July 3, 2007. Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 0-30242) filed on July 9, 2007 and incorporated herein by reference.

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The Company has entered into the following agreement in connection with other securities of the Company:

- (1) First Supplemental Indenture to the Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., as Trustee, dated as of June 16, 2003. Previously filed as Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2003 (File No. 0-30242) filed on August 13, 2003 and incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

- (a) *Purposes.* The information set forth in the Offer to Purchase in the section entitled "The Offer - Purpose of the Transaction" is incorporated herein by reference.
- (b) *Use of Securities Acquired.* The information set forth in the Offer to Purchase in the section entitled "The Offer - Purpose of the Transaction" is incorporated herein by reference.
- (c) *Plans.* The information set forth in the Offer to Purchase in the sections entitled "The Offer - Source and Amount of Funds" and "About the Company - Recent Developments" are incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration.

- (a) *Source of Funds.* The information set forth in the Offer to Purchase in the section entitled "The Offer - Source and Amount of Funds" is incorporated herein by reference.
- (b) *Conditions.* The information set forth in the Offer to Purchase in the section entitled "The Offer - Source and Amount of Funds" is incorporated herein by reference.
- (d) *Borrowed Funds.* The information set forth in the Offer to Purchase in the section entitled "The Offer - Source and Amount of Funds" is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company.

- (a) *Securities Ownership.* The information set forth in the Offer to Purchase in the section entitled "Miscellaneous" is incorporated herein by reference.
- (b) *Securities Transactions.* The information set forth in the Offer to Purchase in the section entitled "Miscellaneous" is incorporated herein by reference.

Item 9. Persons/Assets, Retained, Employed, Compensated or Used.

- (a) *Solicitations or Recommendations.* The information set forth in the Offer to Purchase in the sections entitled "Dealer Managers, Information Agent and Depositary" and "Solicitation and Expenses" are incorporated herein by reference.

Item 10. Financial Statements.

- (a) *Financial Information.*

The following financial statements and information are incorporated by reference:

- (1) The audited financial statements of the Company set forth in Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on February 27, 2009, are incorporated herein by reference.

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- (2) Not applicable.
- (3) The statement regarding computation of earnings to fixed charges, previously filed as Exhibit 12(a) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on February 27, 2009, is incorporated herein by reference.
- (4) The book value per share as of December 31, 2008 was \$9.39.
- (b) *Pro Forma Information.* Not Applicable.

Item 11. Additional Information.

- (a) *Agreements, Regulatory Requirements and Legal Proceedings.*

- (1) None.
- (2) The Company is required to comply with federal and state securities laws and tender offer rules.
- (3) Not applicable.
- (4) Not applicable.
- (5) None.
- (b) *Other Material Information.* None.

Item 12. Exhibits.

- (a)(1)(i) Offer to Purchase dated March 23, 2009.
- (a)(1)(ii) Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
- (a)(2) None.
- (a)(3) None.
- (a)(4) None.
- (a)(5) Press Release dated March 23, 2009.
- (b)(1) Purchase Agreement, dated as of March 20, 2009, by and among Lamar Media Corp. and the initial purchasers named therein, relating to Lamar Media Corp.'s 94% Senior Notes due 2014.
- (b)(2) Indenture, to be dated as of March 27, 2009, between Lamar Media, the Guarantors named therein and The Bank of New York Trust Company, N.A., as Trustee relating to Lamar Media's 94% Senior Notes due 2014.*
- (d)(1) Lamar 1996 Equity Incentive Plan, as amended, as adopted by the Board of Directors on February 23, 2006. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 0-30242) filed on February 28, 2006, and incorporated herein by reference.
- (d)(2) Form of Stock Option Agreement under the 1996 Equity Incentive Plan, as amended. Previously filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 0-30242) filed on March 10, 2005, and incorporated herein by reference.

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- (d)(3) Form of Restricted Stock Agreement. Previously filed as Exhibit 10.16 of the Company's Annual Report on Form 10-K for the year ended December 31, 2005 (File No. 0-30242) filed on March 15, 2006, and incorporated herein by reference.
- (d)(4) Form of Restricted Stock Agreement for Non-Employee directors. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 0-30242) filed on May 30, 2007 and incorporated herein by reference.
- (d)(5) 2000 Employee Stock Purchase Plan. Previously filed as Exhibit 10(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 0-30242) filed on March 1, 2007, and incorporated herein by reference.
- (d)(6) Lamar Advertising Company Non-Management Director Compensation Plan. Previously filed on the Company's Current Report on Form 8-K (File No. 0-30242) filed on May 30, 2007 and incorporated herein by reference.
- (d)(7) Summary of Compensatory Arrangements, dated March 4, 2009. Previously filed on the Company's Current Report on Form 8-K (File No. 0-30242) filed on March 6, 2009 and incorporated herein by reference.
- (d)(8) Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., successor to Wachovia Bank of Delaware, National Association, as Trustee. Previously filed as Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2003 (File No. 0-30242) filed on August 13, 2003, and incorporated herein by reference.
- (d)(9) First Supplemental Indenture to the Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., as Trustee, dated as of June 16, 2003. Previously filed as Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2003 (File No. 0-30242) filed on August 13, 2003 and incorporated herein by reference.
- (d)(10) Second Supplemental Indenture to the Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., as Trustee, dated as of July 3, 2007. Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 0-30242) filed on July 9, 2007 and incorporated herein by reference.
- (g) None.
- (h) None.

* To be filed by amendment.

Item 13. Information Required by Schedule 13E-3.

Not Applicable.

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SIGNATURE

After due 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: March 23, 2009

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 |
|------------------------|---|
| (a)(1)(i) | Offer to Purchase dated March 23, 2009. |
| (a)(1)(ii) | Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9). |
| (a)(2) | None. |
| (a)(3) | None. |
| (a)(4) | None. |
| (a)(5) | Press Release dated March 23, 2009. |
| (b)(1) | Purchase Agreement, dated as of March 20, 2009, by and among Lamar Media Corp. and the initial purchasers named therein, relating to Lamar Media Corp. s 9 3/4% Senior Notes due 2014. |
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| (d)(1) | Lamar 1996 Equity Incentive Plan, as amended, as adopted by the Board of Directors on February 23, 2006. Previously filed as Exhibit 10.1 to the Company s Current Report on Form 8-K (File No. 0-30242) filed on February 28, 2006, and incorporated herein by reference. |
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- (d)(7) Summary of Compensatory Arrangements, dated March 4, 2009. Previously filed on the Company's Current Report on Form 8-K (File No. 0-30242) filed on March 6, 2009 and incorporated herein by reference.
 - (d)(8) Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., successor to Wachovia Bank of Delaware, National Association, as Trustee.
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| Exhibit No. | Description |
|--------------------|--|
| | Previously filed as Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2003 (File No. 0-30242) filed on August 13, 2003, and incorporated herein by reference. |
| (d)(9) | First Supplemental Indenture to the Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., as Trustee, dated as of June 16, 2003. Previously filed as Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2003 (File No. 0-30242) filed on August 13, 2003 and incorporated herein by reference. |
| (d)(10) | Second Supplemental Indenture to the Indenture dated as of June 16, 2003 between the Company and The Bank of New York Trust Company, N.A., as Trustee, dated as of July 3, 2007. Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 0-30242) filed on July 9, 2007 and incorporated herein by reference. |
| (g) | None. |
| (h) | None. |
| * | To be filed by amendment. |