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

FORM 10-K

☒ Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2021, or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from ________ to _________.

Commission File Number 001-38987

IHEARTMEDIA, INC.

(Exact name of registrant as specified in its charter)

Delaware	26-0241222
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
20880 Stone Oak Parkway San Antonio, Texas	78258
(Address of principal executive offices)	(Zip code)

(210) 822-2828
(Registrant’s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value $0.001 per share	IHRT	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and "emerging growth company" in Rule 12b-2 of the Exchange Act. Large accelerated filer ☒ Accelerated Filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes ☐ No ☒

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☒ No ☐

The aggregate market value of the Class A Common Stock held by non-affiliates of the registrant, based on the closing sales price of $26.93 on June 30, 2021, was approximately $2.6 billion.

On February 18, 2022, there were 120,270,406 outstanding shares of Class A common stock, 21,589,449 outstanding shares of Class B common stock, and 5,293,069 outstanding Special Warrants.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s Definitive Proxy Statement for the registrant’s 2022 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year ended December 31, 2021 are incorporated herein by reference in Part III of this Annual Report on Form 10-K.

IHEARTMEDIA, INC.
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Basis of Presentation

As used in this Annual Report on Form 10-K (this “Form 10-K”), unless the context otherwise requires, references to: “we,” “us,” “our,” the “Company,” “iHeartMedia” and similar references refer to iHeartMedia, Inc.

On March 14, 2018 (the “Petition Date”), the Company, iHeartCommunications, Inc. (“iHeartCommunications”) and certain of the Company’s direct and indirect domestic subsidiaries (collectively, the “Debtors”) filed voluntary petitions for relief (the “Chapter 11 Cases”) under Chapter 11 of the United States Bankruptcy Code. On May 1, 2019 (the “Effective Date”), the Company emerged from Chapter 11 of the Bankruptcy Code through (a) a series of transactions (the “Separation”) through which our former subsidiary, Clear Channel Outdoor Holdings, Inc. (“CCOH”), its parent Clear Channel Holdings, Inc. (“CCH”) and its subsidiaries (collectively with CCOH and CCH, the “Outdoor Group”) were separated from, and ceased to be controlled by, us and our subsidiaries (the “iHeart Group”), and (b) a series of transactions (the “Reorganization”) through which iHeartCommunications’ debt was reduced from approximately $16 billion to approximately $5.8 billion and a global compromise and settlement among holders of claims (“Claimholders”) in connection with the Chapter 11 Cases was effected (collectively, the “Plan of Reorganization”).

Upon the Company's emergence from the Chapter 11 Cases, the Company adopted fresh start accounting, which resulted in a new basis of accounting and the Company becoming a new entity for financial reporting purposes. As a result of the application of fresh start accounting and the effects of the implementation of the Plan of Reorganization, the consolidated financial statements after the Effective Date, are not comparable with the consolidated financial statements on or before that date. Refer to Note 15, Fresh Start Accounting, for additional information.

References to “Successor” or “Successor Company” relate to the financial position and results of operations of the Company after the Effective Date. References to "Predecessor" or "Predecessor Company" refer to the financial position and results of operations of the Company on or before the Effective Date.

As of January 1, 2021, the Company began reporting based on three reportable segments:

- the Multiplatform Group, which includes the Company's Broadcast radio, Networks and Sponsorships and Events businesses;
- the Digital Audio Group, which includes all of the Company's Digital businesses, including Podcasting; and
- the Audio & Media Services Group, which includes Katz Media Group (“Katz Media”), a full-service media representation business, and RCS Sound Software ("RCS"), a provider of scheduling and broadcast software and services.

These reporting segments reflect how senior management operates the Company, align with certain leadership and organizational changes implemented in the first quarter 2021 and provide improved visibility into the underlying performances, results, and margin profiles of our distinct businesses.

Additionally, as of January 1, 2021, Segment Adjusted EBITDA is the segment profitability metric reported to the Company's Chief Operating Decision Maker for purposes of making decisions about allocation of resources to, and assessing performance of, each reportable segment. Segment Adjusted EBITDA is calculated as Revenue less operating expenses, excluding restructuring expenses and share-based compensation expenses. Restructuring expenses primarily include severance expenses incurred in connection with cost saving initiatives, as well as certain expenses, which, in the view of management, are outside the ordinary course of business or otherwise not representative of the Company's operations during a normal business cycle. The corresponding current and prior period segment disclosures have been recast to reflect the current segment presentation. See Note 12, *Segment Data*.

PART I

ITEM 1. BUSINESS

iHeartMedia is the number one audio media company in the U.S. based on consumer reach.

Within the audio industry, companies operate in two primary sectors:

- The ‘music collection’ sector, which essentially replaced downloads and CDs and
- The ‘companionship’ sector, in which people regard radio and podcasting personalities as their trusted friends and companions on whom they rely to provide news on everything from entertainment, local news, storytelling, information about new music and artists, weather, traffic and more.

We operate in the second sector and use our large scale and national reach in broadcast radio to build additional complementary platforms. We believe we are the only major multi-platform audio media company, and each platform is complementary to the others, building on and extending our companionship relationship with the consumer.

Our product strategy is to be where our listeners are with the products and services they expect from us regardless of where they are and what platforms they're using.

Our radio stations, podcasts and other content can be heard across a broad range of audio platforms, including our AM/FM broadcast radio stations; HD digital radio stations; satellite radio; on the Internet at iHeartRadio.com and our radio stations’ websites; and through our iHeartRadio mobile application on 250+ platforms and thousands of devices, including enhanced automotive dashes, on tablets, wearables and smartphones, on gaming consoles, via in-home entertainment (including smart televisions) and voice-controlled smart speaker devices. All of this is supported by the largest audio sales force in the United States, executing on the strategy of any seller, anywhere being able to sell anything, supported by our unique technology.

We lead in:

- *Broadcast radio*: We have a strong relationship with our consumers, and our broadcast radio audience has the largest reach of any audio company in the U.S. with an audience that is over twice as large as that of the next largest commercial broadcast radio company, as measured by Nielsen.
- *Digital*: Our iHeartRadio digital platform is the number one streaming broadcast radio platform, with five times the digital listening hours of the next largest commercial broadcast radio company, as measured by our subsidiary Triton.
- *Podcasts*: We are the number one podcast publisher, and we are three times the size of the next largest commercial podcast publisher as measured by audience, according to Podtrac. We are the podcast industry leader and have the largest growth across all podcast publishers in both global downloads and US audience, which increased 61% and 19%, respectively during 2021.
- *Ad Tech*: We are the only company able to provide a complete ad tech solution for all forms of audio: on demand, broadcast radio, digital streaming radio and podcasting. For our advertising customers, the combination of these services creates a one-of-a-kind cross-platform advertising solution that spans all of audio with data targeting and attribution measurement solutions.
- *Social media*: Our personalities, stations and brands have a social footprint that includes 244 million fans and followers as measured by Shareablee, which is ten times the size of the next largest commercial broadcast audio media company. This social footprint was at the heart of delivering 15 billion social media impressions for our 2021 iHeartRadio Music Festival.
- *Events*: We have live and virtual events including eight major nationally-recognized tentpole events. These live and virtual events provide significant opportunities for consumer promotion, advertising and social amplification.

The unification of our many brands across these diverse product offerings under the "iHeartRadio" masterbrand has allowed us to build out new platforms as well as extend into third-party platforms like Snapchat, Roblox,YouTube and cable and broadcast television.

Our superior local, national, and online sales force combined with our leading digital, events, content, and representation business position us to cover a wide range of advertiser categories, including consumer services, retailers, entertainment, health and beauty products, telecommunications, automotive, media and political. Our contracts with our advertisers range from less than one-year to multi-year terms.

Our History

iHeartMedia, Inc. was formed as a Delaware corporation in May 2007 for the purpose of acquiring the business of iHeartCommunications, Inc., a Texas corporation ("iHeartCommunications"), which occurred on July 30, 2008. Prior to the consummation of our acquisition of iHeartCommunications, iHeartMedia, Inc. had not conducted any activities, other than activities incident to its formation in connection with the acquisition, and did not have any assets or liabilities, other than those related to the acquisition.

On the Petition Date, we and certain of our subsidiaries filed the Chapter 11 Cases under Chapter 11 of the United States Bankruptcy Code ("Chapter 11"). We emerged from Chapter 11 on the Effective Date. Our Class A common stock began trading on the Nasdaq Global Select Market on July 18, 2019.

Beginning on January 1, 2021, we began reporting our financial statements based on three reportable segments:

- *Multiplatform Group*, which includes the Company's Broadcast radio, Networks, Sponsorships and Events businesses;
- *Digital Audio Group*, which includes all of the Company's Digital businesses including podcasting, the iHeartRadio digital service, its digital advertising technology companies, its digital websites, newsletters and digital services and programs; and its audio industry-leading social media footprint; and
- *Audio & Media Services Group*, which provides other audio and media services, including the Company's media representation business, Katz Media Group ("Katz Media"), and RCS Sound Software ("RCS"), a provider of scheduling and broadcast software to the industry at large.

Multiplatform Group

The Multiplatform Group includes our Markets Group, which includes our 860+ broadcast radio stations in 160 markets; our Events business, which includes both live and virtual events; our SmartAudio suite of data targeting and attribution products; Premiere Networks, which includes the Premiere Networks syndication business and Total Traffic and Weather Network; BIN: Black Information Network and our National Sales Organization. The Multiplatform Group segment revenue was $2,489.0 million in 2021, $2,206.9 million in 2020 and $3,078.3 million in 2019.

According to Nielsen, for the full year of 2021, we have the most number one ranked station groups across the top 160 markets, and across the largest 50 markets, with 74 and 28 number one ranked station groups in these markets, respectively.With our broadcast radio platform alone, we have over twice the broadcast radio audience of our next closest broadcast competitor. We also have five times the digital listening hours of our next closest commercial radio broadcast competitor.

Our national scale and extensive local footprint allow us to offer marketing solutions at national, regional and local levels, or any combination thereof. Our local sales force services approximately 160 U.S. markets, including 48 of the top 50 markets, and 86 of the top 100 markets. Our advertisers cover a wide range of categories, including financial services, automotive, health care, telecommunications, insurance, education, food and beverage, entertainment and political. As a result of the diversification of our product offerings, as well our geography, no single advertising category makes up more than approximately 5% of our total advertising revenue. Our contracts with our advertisers range from less than one-year to multi-year terms.

Our Multiplatform Group segment has the following businesses and revenue streams:

Broadcast Radio: Our primary source of revenue is derived from selling advertising time on our domestic broadcast radio stations, generating revenue of $1,812.3 million in 2021, $1,604.9 million in 2020 and $2,233.2 million in 2019. Advertising rates are principally based on the length of the spot and how many people in a targeted audience listen to our stations, as measured by independent ratings services.

Increasingly, across both national and local markets, our advertisers are demanding data-rich, analytics-driven advertising solutions. iHeartMedia is the only audio media company that offers a comprehensive suite of tech-enabled advertising solutions, providing advanced attribution and analytics capabilities through our SmartAudio platform, which includes:

- Our digital-like ad-buying solution that allows clients to view the available broadcast inventory across various cohorts to address their specific needs;
- Our application of data science to aggregate business data from broadcasts and the user insights that come from listeners using our digital platform; and
- Our tools to present the effectiveness of clients' broadcast radio advertising campaigns by providing detailed digital dashboards on the results of the advertising spend.

These programmatic, data and analytic and attribution solutions account for an increasing proportion of ad buying and we expect that it will continue to expand in the future.

Radio Stations

As of December 31, 2021, we owned and operated 863 radio stations, including 249 AM and 614 FM radio stations. All of our radio stations are located in the United States. No one station is material to our overall operations. We believe that our properties are in good condition and suitable for our operations.

Radio broadcasting is subject to the jurisdiction of the FCC under the Communications Act of 1934, as amended (the "Communications Act"). As described in "Regulation of Our iHeartMedia Business" below, the FCC grants us licenses in order to operate our radio stations. The following table provides the number of owned and operated radio stations in the top 25 Nielsen-ranked markets:

Nielsen Market Rank[1]	Market	Number of Stations
1	New York, NY	7
2	Los Angeles, CA	8
3	Chicago, IL	6
4	San Francisco, CA	6
5	Dallas-Ft. Worth, TX	8
6	Houston-Galveston, TX	7
7	Atlanta, GA	7
8	Washington, DC	6
9	Philadelphia, PA	6
10	Boston, MA	8
11	Seattle-Tacoma, WA	8
12	Miami-Ft. Lauderdale-Hollywood, FL	8
13	Detroit, MI	6
14	Phoenix, AZ	8
15	Minneapolis-St. Paul, MN	6
17	San Diego, CA	8
18	Tampa-St. Petersburg-Clearwater, FL	8
19	Denver-Boulder, CO	8
20	Nassau-Suffolk, NY	1
21	Baltimore, MD	4
22	Portland, OR	7
23	Charlotte-Gastonia-Rock Hill, NC-SC	4
24	St. Louis, MO	6
25	San Antonio, TX	7
	Total Top 25 Markets	**157[2]**

(1) Source: Fall 2021 NielsenAudio Radio Market Rankings.
(2) Our station in the Nassau-Suffolk, NY market is also represented in the New York, NY Nielsen market. Thus, the actual number of stations in the top 25 markets is 157.

Networks: We enable advertisers to engage with consumers through our Premiere Networks and Total Traffic & Weather services. We generate broadcast advertising revenue from selling advertising on our programs featuring top personalities, and also generate revenue through the syndication of our programming to other media companies. Premiere Networks and Total Traffic & Weather generated revenue of $503.1 million in 2021, $485.0 million in 2020 and $614.7 million in 2019.

- *Premiere Networks* is a national radio network that produces, distributes or represents approximately 120 syndicated radio programs and services for more than 6,400 radio station affiliates. Our broad distribution capabilities enable us to attract and retain top programming talent. Some of our more popular syndicated programs featured top talent including Ryan Seacrest, Sean Hannity, Bobby Bones, Clay Travis and Buck Sexton, Glenn Beck, Steve Harvey, Elvis Duran, Dan Patrick, Colin Cowherd, the Breakfast Club and Delilah. We believe recruiting and retaining top talent is an important component of the success of our radio networks.

- *Total Traffic & Weather Network* delivers real-time local traffic flow and incident information along with weather updates, sports and news to approximately 2,100 radio stations and approximately 170 television affiliates, as well as through Internet and mobile partnerships, reaching over 200 million consumers each month. Total Traffic & Weather Network services more than 230 markets in the U.S. and Canada. It operates the largest broadcast traffic navigation network in North America.

***Sponsorship & Events*:** We held live, in-person and virtual events, including eight major nationally-recognized tent pole events in 2021. Our eight major tentpole events include: the iHeartRadio Music Festival; the iHeartRadio Music Awards; iHeartRadio Wango Tango; the iHeartRadio Jingle Ball Tour; the iHeartCountry Festival; iHeartRadio ALTer Ego; the iHeartRadio Podcast Awards and iHeartRadio Fiesta Latina. In 2021, our live and virtual local and national tentpole events, including endorsement and appearance fees generated by on-air talent, resulted in $160.3 million in 2021, $107.7 million in 2020 and $209.5 million in 2019 of revenue from sponsorship, endorsement and other advertising revenue, as well as ticket sales and licensing. Since the start of the COVID-19 pandemic, we have identified opportunities to continue to engage with audiences through virtual events and we expect to continue to look for opportunities to continue to supplement our live local and national tentpole events with virtual events on a go-forward basis, which provide additional opportunities to engage with consumers and advertisers.

Digital Audio Group

Our Digital Audio Group segment includes our fast-growing podcasting business - iHeartMedia is the number one podcast publisher in America - as well as its industry-leading iHeartRadio digital service, available across more than 250 platforms and 2,000 devices; our digital sites, newsletters, digital services and programs; its audio technology companies and ad tech platforms, including Unified, Voxnest, Triton Digital, and Omny Studios; and its audio industry-leading social media footprint. Our Digital Audio segment revenue was $834.5 million in 2021, $474.4 million in 2020 and $376.2 million in 2019.

- *Podcasting*: Our multi-platform strategy, and the flywheel benefits it accrues, has enabled us to extend our leadership in the rapidly growing podcasting sector. Overall podcasting industry revenue is expected to exceed $1.7 billion by 2022, according to eMarketer, from an estimated $1.3 billion in 2021. Podcasts continue to expand the audio landscape, and the number of users increased 12% in 2021 to 116 million in the U.S., with 41% of the U.S. population aged 12 and above having listened to a podcast in the last month (compared to 9% in 2008), according to Edison in March 2021. iHeartMedia is the number one podcast publisher, as measured by Podtrac with 392 million global monthly downloads and streams and 32 million U.S. unique monthly users, in December 2021 and has the most shows featured in the Top 10 across all categories including Stuff You Should Know, The Breakfast Club, The Herd with Colin Cowherd, and many more. We also have the first podcast to pass 1 billion downloads with Stuff You Should Know. In December 2020, we acquired Voxnest, Inc., the leading consolidated marketplace for podcasts and the best-in-class provider of podcast analytics, enterprise publishing tools, programmatic integration and targeted ad serving. Podcasting generated revenue of $252.6 million in 2021, $101.7 million in 2020 and $53.3 million in 2019.

- *Digital excluding Podcast*: Our reach extends across more than 250 platforms and thousands of different connected devices. Our digital business is comprised of streaming, subscription, display advertisements, and other content that is disseminated over digital platforms, as well as social media, a capability enabled by the purchase of Unified. Our leading streaming product, iHeartRadio, is a free downloadable mobile app and web-based service that allows users to listen to their favorite radio stations, as well as digital-only stations, custom artist stations, and podcasts. Monetization on the free streaming application occurs through national and local advertising. We also have two subscription-based offerings, iHeartRadio Plus and iHeartRadio All Access.

In April 2021, we acquired Triton Digital, the global technology and services leader to the digital audio and podcast industry, giving us the only unified ad tech stack for all forms of audio media. Digital excluding podcast generated revenue of $581.9 million in 2021, $372.7 million in 2020 and $322.9 in 2019.

Audio & Media Services Group:

We also provide services to broadcast industry participants through our Katz Media and RCS businesses, which accounted for revenues of $248.0 million in 2021, $274.7 million in 2020 and $236.7 million in 2019.

- *Katz Media* is a leading media representation firm in the U.S. representing more than 3,400 non-iHeartMedia radio stations and over 780 television stations and their respective digital platforms. Katz Media generates revenue via commissions on media sold.
- *RCS* is a leading provider of cloud and on-premises broadcast software, media streaming and research services. Our software (radio and television automation, music scheduling, newsroom automation, advertising sales management, disaster recovery solutions) and real-time audio recognition technology is used by more than 10,000 radio and television stations, cable channels, record labels, advertisers and agencies worldwide.

Our Growth Strategy

Our strategy is centered on building strong consumer relationships across our multiple platforms with national reach. Providing this kind of at-scale companionship creates high-value advertising inventory and delivers superior returns to both. Moreover, we believe that we can leverage our investments in technology and data-informed decision making to better monetize our assets and to capture increasing market share across the broader advertising ecosystem. The key elements of this growth strategy are:

Continued capture of advertising spend from all mediums

We intend to take advantage of our national scale, the brand power of "iHeartRadio," and product innovation to capture additional share of the overall audio advertising pool. We also believe our enhanced audience data and related analytics tools should drive additional revenue from other advertising sectors, including digital and television, as advertisers are able to target audiences and measure the efficacy of their ad spend in a manner that mirrors the capabilities of these other mediums. We believe our advertising partners value the unique reach, engagement and return potential of audio, as well as iHeartMedia's differentiated platforms and marketing expertise, positioning the Company to capitalize on this trend.

We have made, and continue to make, significant investments so we can provide an ad-buying experience similar to that which was once only available from digital-only companies. Our SmartAudio suite of data targeting and attribution products provides improved planning and automated ad-buying by relying on sophisticated planning algorithms and a cloud-based network across all of iHeartMedia's broadcast radio inventory to deliver highly optimized plans to our advertising customers. With SmartAudio, advertisers can do impression-based audience planning and dynamic radio advertising that utilizes real-time triggers such as weather, pollen counts, sports scores, mortgage rates and more to deploy different campaign messages based on what is happening in a specific market at a specific moment. SmartAudio has allowed brands to use broadcast radio advertisements to dynamically serve the most relevant message in each market, at each moment, just as they do with digital campaigns, to ensure increased relevance and impact. Further SmartAudio is the first fully digital measurement and attribution service for broadcast radio that we believe can transform the way advertisers plan, buy and measure much of their audio campaigns to better optimize the extensive reach of radio. We continue to look for ways to further develop our advertising capabilities in order to expand our share of advertising partners' budgets.

Increasing share of national advertising market

Broadcast radio is the number one consumer reach medium, and advertisers have a renewed appreciation for its scale, diverse demographic access and impact. We intend to complement our current local advertising presence in approximately 160 U.S. markets by further growing our stake in national advertising campaigns through our multi-platform portfolio of audio assets, roster of on-air talent, and the amplifying effect of our listeners' social engagement. As a result of our ongoing technology investments, national advertisers can now look to our audio offerings with their extensive reach, efficient pricing and digital-like analytics as powerful alternatives to other national ad mediums.

Broadening the scope of audio engagement

We continue to expand the spectrum of choices for our listeners-both in terms of compelling content and the array of ways in which it can be consumed. In the past few years we launched (i) BIN: Black Information Network, the first and only 24/7 national and local all news audio service dedicated to providing an objective, accurate and trusted source of continual news coverage with a Black voice and perspective; (ii) The Black Effect Podcast Network, a joint venture with Charlamagne Tha God developed to amplify Black voices, celebrate Black creators and invest in the Black community, with culturally relevant content across a variety of genres; (iii) My Cultura, a podcast venture dedicated to elevating Latinx voices and creators and to sharing the Latinx experience with millions of listeners; and (iv) our broad range of sports programming. Our industry-leading audio sports assets include the largest sports podcast network in the industry, which has partnerships with the NFL and the NBA. We also have sports podcasts led by marquee talent like Colin Cowherd and Dan Patrick as well as the iHeart Sports Network, which reaches approximately 75 million Americans according to Nielsen, our sports talk and sports betting stations and our ongoing live coverage of professional teams on select stations across the country.

In addition, the proliferation of connected TVs, voice assistants, smart auto and other connected devices greatly increases the range of options for accessing and interacting with our content, with significant increases to listenership across these devices in 2021.

Notably, iHeartRadio, our all-in-one digital music, podcast and live streaming digital radio service, is available on an expansive range of platforms and devices including smart speakers, digital auto dashes, tablets, wearables, smartphones, virtual assistants, televisions and gaming consoles. We are also very focused on rapidly growing content categories, such as our leadership position in podcasting. These initiatives not only improve the listener experience, they facilitate further engagement and heightened frequency of advertising impressions.

We have continued to extend our leadership position in podcasting, and we are now the largest podcast publisher. We believe that podcasting is to talk what streaming is to music and is the next strategic audio platform. Our podcasting platform allows us to capture incremental revenue as well as extend station brands, personalities and events onto a new platform-ultimately extending and deepening our consumer relationships and our opportunities for additional advertising revenue.

Employing technology to gain greater penetration of the full spectrum of advertising clients and segments

In addition to having sellers in approximately 160 local markets across the U.S., which few media companies can claim, we intend to extend our technology platform to address the clients that we do not currently reach through direct sales operations. As indication of the size of the potential opportunity, we currently have approximately 45,000 total clients compared to millions of clients for some of our largest social and search competitors which utilize technology solutions for advertisers of all sizes. We continue to enhance our monetization capabilities utilizing our industry leading Ad Tech stack, taking advantage of programmatic marketplaces, our capabilities to target cohorts, and our ability to dynamically insert advertising. In 2020, we acquired Unified Enterprises Corp., which provides customers with a complete advertising solution across all forms of digital media, including the information and intelligence data that they need to make informed decisions about their advertising investments. Additionally, in 2020, we acquired Voxnest, Inc., a podcast programmatic technology solutions business that allows for the consolidation of the fragmented podcast marketplace and the best-in-class provider of podcast analytics, enterprise publishing tools, programmatic integration and targeted ad serving. With this acquisition, we are able to provide podcast advertisers with additional targetable inventory at scale by allowing the effective and efficient monetization across an entire range of podcast inventory on this one-of-a-kind programmatic platform. In 2021, we acquired Triton Digital, a global leader in digital audio and podcast technology and measurement services and announced the Triton Audio Marketplace, an innovative global open audio exchange that allows customers to aggregate audiences at scale across broadcast, podcast, and streaming - a first of its kind offering. These acquisitions, coupled with our leading broadcast footprint, establish us as the only company able to provide a complete set of advertising technology and measurement solutions for all forms of audio: on-demand, broadcast radio, digital streaming radio, and podcasting.

Utilizing our unique bundle of advertising inventory to drive uplift

While Broadcast Radio Cost Per Mille ("CPMs" or the cost of every 1,000 advertisement impressions) have historically been lower compared to other forms of advertising, we believe that our expanding portfolio of advertising products and services, including high-value digital products, will result in a CPM uplift for us. Although our primary focus is revenue, we also aim to maximize the value of our inventory. Moreover, we are continuing to develop platforms (including podcasts) that independently garner superior CPMs.

Leveraging the iHeartRadio master brand to expand our high-profile events platform

Audio is a social experience and an important extension of the medium is events. For our listeners, events are an opportunity to interact with fellow fans and engage with their favorite artists. For our advertising partners, they are a chance to reach a captivated and highly targeted audience directly tied to our high reach and strong engagement broadcast radio platform. They also provide an opportunity to extend into platforms like cable and broadcast television, create ancillary licensing revenue streams, and generate ticket revenue. This is especially true with respect to our expansion into virtual events, which are live streamed over various networks and platforms. As with all of our platforms, the data collection from these sources is valuable to both our product creation process and our advertisers. Through our portfolio of major award shows, festivals and local live events and virtual events, we intend to continue to find innovative ways to integrate sponsorships and deliver unique advertising moments. In so doing, we will seek to create additional revenue opportunities through this platform.

Competition

We compete for share of our listeners' time and engagement, a challenging task in today's fragmented and multi-tasking world. We believe our national reach, the strength of our brand and assets, the quality of our programming and personalities, and the companionship nature of our medium allows us to compete effectively against both our legacy competition-cable and broadcast television, and other broadcast radio operators-as well the new, digital competition, including streaming music and video services, social media, and other digital companies.

Similarly, we compete for advertising and marketing dollars in the U.S. advertising market against an increasingly diverse set of competitors. Our legacy competition for the radio, podcast and digital advertising market includes legacy broadcast radio operators, as well as satellite radio companies, podcasters and streaming music companies with ad supported components of their business. We also compete in the larger U.S. advertising market-inclusive of the radio, podcast and digital opportunity-by developing and offering competitive advertising products intended to attract advertising and marketing dollars that might otherwise go to companies in the cable and broadcast television, digital, search, Internet, audio, print, newspaper, sponsorship and other advertising spaces.

Intellectual Property

Our success is dependent on our ability to obtain and maintain proprietary protection for our technology and the know-how related to our business, defend and enforce our intellectual property rights and operate our business without infringing, misappropriating or otherwise violating valid and enforceable intellectual property rights of others. We seek to protect our investments made into the development of our technology by relying on a combination of patents, trademarks, copyrights, trade secrets, know-how, confidentiality agreements and procedures, non-disclosure agreements with third parties, employee disclosure and invention assignment agreements and other contractual rights.

As of December 31, 2021, we own approximately 242 issued U.S. patents, 166 pending U.S. patent applications, 20 issued foreign patents and 26 pending foreign patent applications, in addition to 697 U.S. trademarks registrations, 41 U.S. trademark applications, 731 state trademark registrations, 25 state trademark applications, 581 foreign registered trademarks and 69 foreign trademark applications. The duration of our intellectual property rights vary from country to country, but our U.S. patents expire 20 years from the patent filing date and we expect that our trademarks would expire between 2022 and 2034 assuming all required fees are paid.

We have filed and acquired dozens of issued patents and active patent applications in the U.S. and we continue to pursue additional patent protection where appropriate and cost effective. We intend to hold these patents as part of our strategy to protect and defend the Company's technology, including to protect and defend the Company in patent-related litigation. Our registered trademarks in the U.S. include our primary mark "iHeartRadio" and various versions of the iHeart word marks and logos. We have a portfolio of internet domain names, including our primary domains www.iheart.com and www.iheartmedia.com. We also have licenses with various rights holders to stream sound recordings and the musical compositions embodied therein, as further described under "-Regulation of our Business-Content, Licenses and Royalties" below.

We believe that our intellectual property has significant value and is important to our brand-building efforts and the marketing of our products and services. We cannot predict, however, whether steps taken by us to protect our proprietary rights will be adequate to prevent misappropriation of these rights. In addition to the forms of intellectual property listed above, we own rights to proprietary processes and trade secrets, including those underlying the iHeartRadio digital platform. While we use contractual and technological means to control the use and distribution of our proprietary software, trade secrets, and other confidential information, both internally and externally, including by entering into confidentiality agreements with our employees, contractors, and partners and maintaining physical security of our premises and physical and electronic security of our information technology systems, such measures can be breached, and we may not have adequate remedies for any such breach. In addition, our trade secrets may otherwise become known or be independently discovered by competitors.

Human Capital Management

Of the many strengths that iHeartMedia possesses, none is more valuable than our people. Our business relies on our ability to attract and retain talented employees. To attract and retain talent, we seek to provide a work environment that creates a diverse, inclusive and supportive workplace, with opportunities for our employees to grow and develop in their careers and provides meaningful work, supported by competitive compensation, benefits and health and wellness programs, and by programs that build connections between our employees and their communities.

Workforce Composition

As of February 18, 2022, we had approximately 10,800 employees. These employees represent the diverse and complex nature of iHeartMedia with skills in programming operations, sales, engineering, podcasting, digital and beyond, as well as corporate support, such as information technology, legal, human resources, communications and finance. Our workforce is comprised of approximately 85% full time and 15% part time employees. Approximately 6% of our employees are subject to collective bargaining agreements. We are a party to numerous collective bargaining agreements, none of which represent a significant number of employees. We believe that our relationship with our union and non-union employees is good.

Total Rewards

We operate in a highly-competitive environment and make significant investments in our people and provide competitive pay and comprehensive benefits including:

- Employer sponsored health insurance, including 100% Company-paid condition management programs;
- Company provided life insurance;
- Paid sick and vacation days;
- Paid parental leave for both primary and secondary caregivers;
- Mental health care and resources;
- Paid holidays, including spirit days so that our employees may volunteer in their community;
- 401(k) plan and Company-matching contribution;
- An Employee Assistance Program, which is available to employees and their household members at no cost and provides services such as in person and telephonic counseling sessions, consultation on legal and financial matters and referrals for services such as child-care and relocation; and
- Various voluntary benefits including hospital indemnity, accident insurance, identity theft, pet health and legal insurance.

As part of our continuing response to the COVID-19 pandemic we adopted a new work environment that provides employees more flexibility, which we believe will enable greater productivity and at the same time be more responsive to how our employees live and work. In addition, we offer sick leave benefits so our employees may care for themselves or a loved one with COVID-19. We have also expanded our sick leave policy to include mental health and wellbeing.

Talent Development & Training

We are committed to supporting and developing its employees through global learning and development programs. We invest in a variety of employee training and compliance programs that give our employees the tools and information they need to make better decisions, to become better leaders and managers, to become better communicators and to work more collaboratively as a team. iHeartMedia employees engage in a variety of extensive training throughout the year and in 2021 our employees completed over 200,000 training courses which equated to over 95,000 hours of training.

Diversity

Diversity, equity and inclusion ("DE&I") are key to our success. Our DE&I efforts are led by our Chief Diversity Officer, who reports directly to our Chief Executive Officer and our President. In addition, our Board is committed to seeking director candidates who can best contribute to the future success of the Company and represent stockholder interests through the exercise of sound judgment and leveraging of the group's diversity of skills and experience, resulting in board members with diverse backgrounds, including, among other attributes, gender, ethnicity and professional experience.

As a company, we value diversity and respect all voices, from both inside and outside our Company. Our Company reaches 90% of all Americans every month, so listening to, understanding and integrating input from diverse voices and views is critical to our success. One of our top priorities at iHeartMedia is to create an inclusive organizational culture to attract and develop a dynamic workforce that is as diverse as the audiences and communities we serve, which includes and supports gender identity, race, sexual orientation, ethnicity, religion, socioeconomic background, age, disability, national origin and more. We have continued to make important progress against that goal this past year and making investments across the Company, including forming key partnerships internally and externally, engaging in months of research and discussion, and closely collaborating with our leadership team to ensure implementation across every part of the Company. This holistic approach is centered on creating real change with a sense of urgency and commitment based on the following priorities:

- **Leadership Commitment** – We will develop leaders through DE&I education to drive and coach inclusive management throughout their divisions and provide opportunities for leadership engagement.

- **Workplace Culture** – We will provide comprehensive DE&I learning and development opportunities for all employees, introduce consistent performance management and skills development for career progression, and enhance vehicles for employee feedback.

- **Workforce Diversity** – We will expand recruitment outreach to colleges and underrepresented and diverse communities while minimizing bias in talent selection and promotions. We will also improve our onboarding experience to support employee success, inclusion, and retention.

- **DE&I Sustainability** – We are building on our assessments of our talent acquisition, development strategies and ongoing leadership development and coaching. We will provide consistent internal communication about iHeartMedia's commitment to DE&I as a key business strategy.

Workplace Safety

Employee health and safety in the workplace is of the utmost importance to our Company. We believe that all employees, regardless of our job role or title, have a shared responsibility in the promotion of health and safety in the workplace. We collectively are committed to providing and following all safety laws and rules, including internal policies and procedures. This means carrying out company activities in ways that preserve and promote a clean, safe and healthy environment.

The global effects associated with the COVID-19 pandemic have been unprecedented in their scope and depth. Our commitment and focus on workplace safety allowed navigation of the pandemic to preserve business continuity without sacrificing our commitment to the safety of our workplace. Beginning in February 2020 and throughout the course of the COVID-19 pandemic, we have continuously monitored and assessed impacts to our workplace, and have implemented safety precautions and protocols to protect the health and wellbeing of our employees and communities.

Seasonality

For information regarding the seasonality of our business, please refer to Item 7 of Part II of this Annual Report on Form 10-K.

Regulation of our Business

General

Radio broadcasting is subject to extensive regulation, including by the FCC under the Communications Act. The Communications Act permits the operation of a radio broadcast station only under a license issued by the FCC upon a finding that grant of the license would serve the public interest, convenience and necessity. Among other things, the Communications Act empowers the FCC to: issue, renew, revoke and modify broadcast licenses; assign frequency bands for broadcasting; determine stations' technical parameters; impose penalties and sanctions for violation of its regulations, including monetary forfeitures and, in extreme cases, license revocation; impose annual regulatory and application processing fees; and adopt and implement regulations and policies affecting the ownership, program content, employment practices and many other aspects of broadcast station operations.

This following summary does not comprehensively cover all current and proposed statutes, regulations and policies affecting our business. Reference should be made to the Communications Act, FCC rules, public notices and rulings and other relevant statutes, regulations, policies and proceedings for further information concerning the nature and extent of regulation of our business.

Transfer or Assignment of Licenses

The Communications Act prohibits the assignment of a license or the transfer of control of an FCC licensee without prior FCC approval. In determining whether to grant such approval, the FCC considers a number of factors pertaining to the existing licensee and the proposed licensee, including compliance with FCC' rules and the "character" of the proposed licensees. Applications for license assignments or transfers involving a substantial change in ownership are subject to a 30-day period for public comment, during which parties may petition to such applications.

License Renewal

The FCC grants broadcast licenses for a term of up to eight years. The FCC will renew a license for an additional eight-year term if, after consideration of the renewal application and any objections thereto, it finds that the station has served the public interest, convenience and necessity and that, with respect to the station seeking renewal, there have been no serious violations of the Communications Act or the FCC's rules and pattern of abuse of the Communications Act or FCC rules. The FCC may grant the license renewal application with or without conditions, including renewal for a term less than eight years, although renewal for less than the full eight-year term is rare. While we cannot guarantee the unconditional grant of any future renewal application, our stations' licenses historically have been renewed for the full eight-year term.

Ownership Regulation

FCC rules and policies define the interests of individuals and entities, known as "attributable" interests, which implicate FCC rules governing ownership of broadcast stations. Under these rules, attributable interests generally include: (1) officers and directors of a licensee and of its direct and indirect parent(s); (2) general partners and limited liability company managers; (3) limited partners and limited liability company members, unless properly "insulated" from management activities; (4) a 5 percent or more direct or indirect voting stock interest in a corporate licensee or parent (except that, for a narrowly defined class of passive investors, a 20 percent voting threshold applies); and (5) combined equity and debt interests in excess of 33 percent of a licensee's total asset value, if certain other conditions are met (the "EDP Rule"). An entity that owns one or more radio stations in a market and programs more than 15 percent of the broadcast time under a local marketing agreement ("LMA"), or sells more than 15 percent per week of the advertising time under a joint sales agreement ("JSA"), on a radio station in the same market is also generally deemed to have an attributable interest in that station.

Debt instruments, non-voting corporate stock, minority voting stock interests in corporations having a single majority stockholder, and properly insulated limited partnership and limited liability company interests generally are not subject to attribution unless such interests implicate the EDP Rule. To the best of our knowledge at present, none of our officers, directors or 5 percent or greater stockholders holds an interest in another broadcast station that is inconsistent with the FCC's ownership rules.

The FCC's local radio ownership rule is the only FCC media ownership rule that is currently relevant to our business. Under that rule, the maximum allowable number of radio stations that may be commonly owned in a market is based on the number of stations in the market. In markets with 45 or more stations, one entity may have an attributable interest in up to eight stations, of which no more than five are in the same radio service (AM or FM). In markets with 30-44 stations, one entity may have an attributable interest in up to seven stations, of which no more than four are in the same service. In markets with 15-29 stations, one entity may have an attributable interest in up to six stations, of which no more than four are in the same service. In markets with 14 or fewer stations, one entity may have an attributable interest in up to five stations, of which no more than three are in the same service, so long as the entity does not have an interest in more than 50 percent of all stations in the market. To apply these ownership tiers, the FCC relies on Nielsen Metro Survey Areas, where they exist, and a signal contour-overlap methodology where they do not exist.

The Communications Act requires the FCC to periodically review its media ownership rules, and those reviews have been and continue to be the subject of litigation and follow-on regulatory proceedings. In November 2019, the United States Court of Appeals for the Third Circuit issued a decision that resulted in reinstatement of rules restricting cross-ownership of newspapers and broadcast radio (or television) stations, and of broadcast radio and television stations, which the FCC had previously eliminated. The Supreme Court of the United States vacated the Third Circuit's decision in April 2021, and the cross-ownership rules are therefore not currently in effect.

In December 2018, the FCC commenced its 2018 quadrennial review of its media ownership regulations. In June 2021, following the Supreme Court decision described above, the FCC sought comment to refresh the record in its 2018 quadrennial review, and that review remains pending. Among other things, the FCC is seeking comment on all aspects of the local radio ownership rule including whether the current version of the rule remains necessary in the public interest. We cannot predict the outcome of the FCC's media ownership proceedings or their effects on our business in the future.

Irrespective of the FCC's media ownership rules, the Antitrust Division of the U.S. Department of Justice ("DOJ") and the U.S. Federal Trade Commission ("FTC") have the authority to determine that a particular transaction presents antitrust concerns. See "Item 1. Business – Antitrust and Market Concentration Considerations."

Alien Ownership Restrictions

The Communications Act and FCC regulations prohibit foreign entities or individuals from indirectly (i.e., through a parent company) owning or voting more than 25 percent of the equity in a corporation controlling the licensee of a radio broadcast station, unless the FCC determines that greater indirect foreign ownership is in the public interest. The FCC generally will not make such a determination absent favorable executive branch review.

To the extent that our aggregate foreign ownership or voting percentages exceeds 25 percent, any foreign holder or "group" of holders, defined pursuant to FCC regulations, of our common stock whose ownership or voting percentage would exceed 5 percent or 10 percent (with the applicable percentage determined pursuant to FCC rules) must also obtain the FCC's "specific approval."

On November 5, 2020, the FCC issued a declaratory ruling ("2020 Declaratory Ruling") authorizing us to have aggregate foreign ownership and voting percentages of up to 100 percent and specifically approving certain of our stockholders that are deemed to be foreign under FCC rules, subject to certain conditions. Among those conditions is a requirement that we comply with a Letter of Agreement ("LOA") with the DOJ. The 2020 Declaratory Ruling also requires us to take our Special Warrants into account in determining our foreign ownership compliance. On February 5, 2021, Global Media & Entertainment Investments Ltd (f/k/a Honeycomb Investments Limited), a company organized under the laws of the Bahamas, and certain related foreign persons (collectively "the GMEI Investors") filed a Schedule 13D with the Securities and Exchange Commission ("SEC") reporting ownership of more than 5% of our voting stock and equity. The GMEI Investors acquired this interest without our knowledge or control. We have fulfilled our obligations under the 2020 Declaratory Ruling and the FCC rules with respect to the GMEI Investors' interest. On December 22, 2021, the FCC released a declaratory ruling that, subject to certain conditions set forth therein, (a) grants specific approval for the more than 5% equity and/or voting interests in the Company that the GMEI Investors presently hold, (b) grants advance approval for the GMEI Investors to increase their equity and/or voting interests in the Company up to any non-controlling amount not to exceed 14.99%, and (c) restates the terms of the 2020 Declaratory Ruling. See "Item 3. Legal Proceedings- Alien Ownership Restrictions and FCC Declaratory Rulings."

Programming and Content Regulation

The Communications Act requires broadcasters to serve the "public interest." A licensee must present programming that responds to issues in the station's community of license and maintain records demonstrating this responsiveness. Federal law also regulates the broadcast of obscene, indecent or profane material. The FCC has authority to impose fines exceeding $400,000 per utterance with a cap exceeding $4 million for a continuing violation. In June 2012, the U.S. Supreme Court ruled on appeals of several FCC indecency actions, but declined to rule on the constitutionality of the FCC's indecency policies. The FCC has since solicited public comment on those policies in a proceeding which remains pending. In addition, the FCC regulates the conduct of on-air station contests, requiring in general that the material rules and terms of the contest be broadcast periodically or posted online and that the contest be conducted substantially as announced. The FCC also regulates, among other things, political advertising, sponsorship identification, the use of emergency alert system tones and the advertisement of contests and lotteries.

Equal Employment Opportunity

The FCC's rules require broadcasters to engage in broad equal employment opportunity recruitment efforts, retain data concerning such efforts and report much of this data to the FCC and to the public via periodic reports filed with the FCC or placed in stations' public files and websites. Broadcasters could be sanctioned for noncompliance.

Technical Rules

Numerous FCC rules govern the technical operating parameters of radio stations, including permissible operating frequency, power and antenna height and interference protections between stations. Changes to these rules could negatively affect the operation of our stations.

Content, Licenses and Royalties

We must pay license fees to copyright owners of musical compositions (typically, songwriters and publishers) for the rights to broadcast and stream musical compositions. Copyright owners of musical compositions most often rely on intermediaries known as performing rights organizations ("PROs") to negotiate licenses with copyright users for the public performance of their compositions, collect license fees under such licenses and distribute them to copyright owners. We maintain public performance licenses from, and pay license fees to, various PROs including the four major PROs in the U.S., which are the American Society of Composers, Authors and Publishers ("ASCAP"), Broadcast Music, Inc. ("BMI"), SESAC LLC ("SESAC") and Global Music Rights LLC ("GMR"). These licenses periodically come up for renewal, and as a result certain of our PRO licenses are currently the subject of renewal negotiations pertaining to periods after December 31, 2021. The outcome of these renewal negotiations could impact, and potentially increase, our music license fees. In addition, there is no guarantee that additional PROs will not emerge, which could impact, and in some circumstances increase, our royalty rates and negotiation costs.

To secure the rights to stream music content over the Internet, we also must obtain performance rights licenses and pay public performance royalties to copyright owners of sound recordings (typically, performing artists and record companies). Under Federal statutory licenses, we are permitted to stream any lawfully released sound recordings and to make ephemeral reproductions of these recordings on our computer servers without having to separately negotiate and obtain direct licenses with each individual copyright owner as long as we operate in compliance with the rules of those statutory licenses and pay the applicable royalty rates to SoundExchange, the organization designated by the Copyright Royalty Board ("CRB") to collect and distribute royalties under these statutory licenses. From time to time, SoundExchange notifies us that certain calendar years are subject to routine audits of our royalty payments. The results of such audits could result in higher royalty payments for the subject years.

The rates at which we pay royalties to sound recording copyright owners are privately negotiated or set pursuant to a regulatory process. In addition, we have business arrangements directly with some copyright owners to receive deliveries of and, in some cases, to directly license their sound recordings for use in our Internet operations. There is no guarantee that the licenses and associated royalty rates that currently are available to us will be available to us in the future. In addition, Congress may consider and adopt legislation that would require us to pay royalties to sound recording copyright owners for broadcasting those recordings on our terrestrial radio stations.

The CRB has issued a final determination establishing the royalty rates payable to SoundExchange for the public performance and ephemeral reproduction of sound recordings by various non-interactive webcasters, including radio broadcasters that simulcast their terrestrial programming online, to apply to the period January 1, 2021 through December 31, 2025 under the so-called webcasting statutory license. Effective January 1, 2022, the rates set by the CRB are subject to an upward CPI-U adjustment under the terms of the CRB's final determination. In November 2021, the National Association of Broadcasters, the National Religious Broadcasters Noncommercial Music License Committee and SoundExchange appealed the CRB's final determination of these royalties rates to the United States Court of Appeals for the District of Columbia Circuit. That appeal is pending. The outcome of that appeal could impact, and potentially increase, our royalty rates, and increased royalty rates resulting from that appeal could significantly increase our expenses and adversely affect our business. Additionally, there are conditions applicable to the webcasting statutory license. Some, but not all, record companies have agreed to waive or provide limited relief from certain of these conditions under certain circumstances for set periods of time. Some of these conditions may be inconsistent with customary radio broadcasting practices.

Proposed Changes

Congress, the FCC and other government agencies and regulatory bodies may in the future adopt new laws, regulations and policies that could affect, directly or indirectly, the operation, profitability and ownership of our broadcast stations and Internet-based audio music services. In addition to the regulations, proceedings and procedures noted above, such matters may include, for example: proposals to impose spectrum use or other fees on FCC licensees; changes to the political broadcasting rules, including the adoption of proposals to provide free air time to candidates; restrictions on the advertising of certain products, such as beer and wine; spectrum reallocations and changes in technical rules; and the adoption of significant new programming and operational requirements designed to increase local community-responsive programming and enhance public interest reporting requirements.

Antitrust and Market Concentration Considerations

Beyond compliance with FCC rules governing media ownership, our acquisition of additional radio stations or other businesses could receive scrutiny or challenge under the federal antitrust laws. Transactions that meet specified size thresholds are subject to applicable waiting periods and possible review under the Hart‑Scott‑Rodino Act (the “HSR Act”) by the DOJ or the FTC Whether or not an acquisition is required to be reported under the HSR Act, the antitrust authorities may investigate the transaction and may take such action under the antitrust laws as they deem necessary, including seeking to enjoin the acquisition or requiring divestiture of the acquired assets or certain of our other assets. Any future iHeart acquisition could be the subject of review and/or remedial action by antitrust authorities, particularly if it involves businesses or markets in which we already hold a significant market share.

Privacy and Data Protection

Privacy and data protection legislation and regulation play a significant role in our business. We obtain information from users of our technology platforms, including, without limitation, our websites, web pages, interactive features, digital survey panels, applications, social media pages, and mobile application (“Platforms”), in accordance with the privacy policies and terms of use posted on the applicable Platform. We collect personally identifiable information directly from Platform users in several ways, including when a user uses or purchases our products or services, registers to use our services, fills out a listener profile, posts comments, uses our social networking features, participates in polls and contests and signs up to receive email newsletters. We also may obtain information about our listeners from other listeners and third parties. We use and share this information for a variety of business purposes including for analytics, attribution and to manage and execute digital advertising campaigns in a variety of ways, including delivering advertisements to Internet users based on their geographic locations, the type of device they are using, their interests as inferred from their web browsing or app usage activity. In addition, we obtain anonymous and aggregated audience behavior information from third‑party data providers who represent to us that they are compliant with applicable laws. Outside our consumer-facing businesses, we collect personally identifiable information from our employees and our business partners.

We are subject to a number of federal and state laws and regulations relating to consumer protection, information security, data protection and privacy. While many of these laws and regulations are still evolving, they have impacted, and will continue to impact our business by restricting our collection, use, retention, sharing and other processing of data, including both personally identifiable information and technical information related to users and devices, which also reduces our ability to effectively deliver relevant ads to our users. In the area of information security and data protection, various laws and regulations in the United States and most countries require companies to implement measures and controls to protect certain types of information and to notify users and other third parties if there is a security breach. Any failure on our part to comply with these laws may subject us to significant liabilities. For example, the California Consumer Privacy Act (“CCPA”) empowers the California Attorney General to impose non-compliance penalties of up to $7,500 and provides a private right of action and statutory damages for certain types of data breaches; and the GDPR provides potential fines up to EUR 20 million or 4% of worldwide annual turnover of the preceding financial year, whichever is greater. The CCPA establishes a new privacy framework that expands the definition of personal information, establishes new data privacy rights for consumers residing in the State of California, imposes special rules on the collection of consumer data from minors, creates new notice obligations and new limits on the sale of personal information, and creates a new and potentially severe statutory damages framework for (i) violations of the CCPA and (ii) businesses that fail to implement reasonable security procedures and practices to prevent data breaches.

In addition, new privacy laws, including laws that will become effective in 2023 in the states of California, Colorado and Virginia, will give users enhanced rights to limit our use of data. The CCPA has already limited our and our advertisers’ ability to target and measure the performance of advertisements, and we anticipate that the new privacy laws effective in 2023 may expand such impacts. Compliance with these new laws entails substantial expenses, diverts resources from other initiatives and projects, and could limit the services we are able to offer. One of the laws effective in 2023, the California Privacy Rights Act (the “CPRA”) will impose additional data protection obligations on companies doing business in California, including additional consumer rights processes, limitations on data uses, new audit requirements for higher risk data, and opt outs for certain uses of sensitive data. The CPRA will also create a new California data protection agency authorized to issue substantive regulations and could result in increased privacy and information security enforcement.

We regularly review and implement commercially reasonable organizational and technical physical and electronic security measures that are designed to protect against the loss, misuse, and alteration of our listeners’, employees’, clients’ and customers’ personally identifiable information and to protect our proprietary business information. Despite our best efforts, no security measures are perfect or impenetrable. Any failure or perceived failure by us to protect our information or information about our listeners, employees, clients and customers or to comply with our policies or applicable regulatory requirements could result in damage to our business and loss of confidence in us, damage to our brands, the loss of users of our services, including listeners, consumers, business partners and advertisers, as well as proceedings against us by governmental authorities or others, which could harm our business.

Available Information

You can find more information about us at our Internet website located at www.iheartmedia.com. Our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and any amendments to those reports are available free of charge through our Internet website as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the Securities and Exchange Commission ("SEC"). The contents of our websites are not deemed to be part of this Annual Report on Form 10-K or any of our other filings with the SEC.

ITEM 1A. RISK FACTORS

Risks Related to Our Business

The COVID-19 pandemic has adversely impacted, and is expected to continue to adversely impact, our business, results of operations and financial position.

In 2020, COVID-19 was declared a pandemic and both the pandemic and measures taken in response have had a significant impact, both direct and indirect, on our businesses and the economy generally, as supply chains have been disrupted; facilities and production have been suspended; and demand for many goods and services has fallen.

As a result of the COVID-19 pandemic, we have experienced and may continue to experience disruptions that have adversely impacted our business, results of operations and financial position. The extent of future disruptions will depend on numerous evolving factors, which are highly uncertain, rapidly changing and cannot be predicted, and could result in significantly more severe impacts in the future, including:

- reduced ad budgets and spend, order cancellations and increased competition for advertising revenue;
- the effect of the pandemic on our customers and other business partners and vendors;
- changes in how we conduct operations, including our events;
- increased competition with alternative media platforms and technologies;
- the inability of customers to pay amounts owed to the Company, or delays in collections of such amounts;
- additional goodwill or other impairment charges;
- limitations on our employee resources, including because of work-from-home, stay-at-home and shelter-in-place orders from federal or state governments, employee furloughs, or sickness of employees or their families;
- diversion of management resources to focus on mitigating the impacts of the COVID-19 pandemic;
- reduced capital expenditures; and
- impacts from prolonged remote work arrangements, including increased cybersecurity risks.

These disruptions negatively impacted our revenue, results of operations and financial position for the years ended December 31, 2020 and 2021 and these disruptions may continue to have a negative impact in 2022.

The COVID-19 pandemic continues to evolve. The extent to which the pandemic continues to impact our business, liquidity and financial results will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the duration of the pandemic, impact of variants, travel restrictions and social distancing throughout the United States, the duration and extent of business closures or business disruptions, the availability, adoption and effectiveness of vaccines and treatments and the effectiveness of actions taken to contain the disease. If we or our customers again experience prolonged shutdowns or other business disruptions beyond current expectations, our ability to conduct our business in the manner and within planned timelines could be materially and adversely impacted, and our business, liquidity and financial results will be adversely affected. Additionally, concerns over the economic impact of the COVID-19 pandemic have caused extreme volatility in financial and other capital markets, which has adversely affected our stock price and credit rating and could impact our ability to access the capital markets in the future.

Our results have been in the past, and could be in the future, adversely affected by economic uncertainty or deteriorations in economic conditions.

We derive revenues from the sale of advertising. Expenditures by advertisers tend to be cyclical, reflecting economic conditions and budgeting and buying patterns. Periods of a slowing economy or recession, or periods of economic uncertainty, may be accompanied by a decrease in advertising. Global economic activity has declined as a result of COVID-19, which has significantly reduced our advertising revenues. This reduction in advertising revenues has had an adverse effect on our revenue, profit margins, cash flow and liquidity. If economic uncertainty continues or increases or economic conditions deteriorate, including due to the ongoing effect of the COVID-19 pandemic, global economic conditions may continue to adversely impact our revenue, profit margins, cash flow and liquidity. Furthermore, because a significant portion of our revenue is derived from local advertisers, our ability to generate revenues in specific markets is directly affected by local and regional conditions, and unfavorable regional economic conditions also may adversely impact our results. In addition, even in the absence of a downturn in general economic conditions, an individual business sector or market may experience a downturn, causing it to reduce its advertising expenditures, which also may adversely impact our results.

We face intense competition in our business.

We operate in a highly competitive industry, and we may not be able to maintain or increase our current audience ratings and advertising revenues. Our business competes for audiences and advertising revenues with other radio businesses, as well as with other media, such as streaming audio services, satellite radio, podcasts, other Internet-based streaming music services, ad tech television, live entertainment, newspapers, magazines and direct mail, within their respective markets. Audience ratings and market shares are subject to change for various reasons, including through consolidation of our competitors through processes such as mergers and acquisitions, which could have the effect of reducing our revenues in a specific market. Our competitors may develop technology, services or advertising media that are equal or superior to those we provide or that achieve greater market acceptance and brand recognition than we achieve. For example, our competitors may develop analytic products for programmatic advertising, and data and research tools that are superior to those that we provide or that achieve greater market acceptance. It also is possible that new competitors may emerge and rapidly acquire significant market share in our business or make it more difficult for us to increase our share of advertising partners' budgets. The advertiser/agency ecosystem is diverse and dynamic, with advertiser/agency relationships subject to change. This could have an adverse effect on us if an advertiser client shifts its relationship to an agency with whom we do not have as good a relationship. An increased level of competition for advertising dollars may lead to lower advertising rates as we attempt to retain customers or may cause us to lose customers to our competitors who offer lower rates that we are unable or unwilling to match.

Our ability to compete effectively depends in part on our ability to achieve a competitive cost structure. If we cannot do so, then our business, financial condition and operating results would be adversely affected.

Alternative media platforms and technologies may continue to increase competition with our broadcasting operations.

Our terrestrial radio broadcasting operations face increasing competition from alternative media platforms and technologies, such as broadband wireless, satellite radio, audio broadcasting by cable television systems, other podcast streaming services, Internet-based streaming music services, as well as consumer products, such as portable digital audio players and other mobile devices, smart phones and tablets, gaming consoles, in-home entertainment and enhanced automotive platforms. These technologies and alternative media platforms, including those used by us, compete with our broadcast radio stations for audience share and advertising revenues. We are unable to predict the effect that such technologies and related services and products will have on our broadcasting and digital operations. The capital expenditures necessary to implement these or other technologies could be substantial and we cannot assure you that we will continue to have the resources to acquire new technologies or to introduce new services to compete with other new technologies or services, or that our investments in new technologies or services will provide the desired returns. Other companies employing new technologies or services could more successfully implement such new technologies or services or otherwise increase competition with our businesses.

Our business is dependent upon the performance of on-air talent and program hosts.

We employ or independently contract with many on-air personalities and hosts of syndicated radio programs, podcasts and other audio platforms, with significant loyal audiences in their respective markets. Although we have entered into long-term agreements with some of our key on-air talent and program hosts to protect our interests in those relationships, we can give no assurance that all or any of these persons will remain with us, will be able to continue to perform their duties, will retain their audiences or will continue to be profitable. Competition for these individuals is intense and many of these individuals are under no legal obligation to remain with us. Our competitors may choose to extend offers to any of these individuals on terms which we may be unwilling to meet. Furthermore, the popularity and audience loyalty of our key on-air talent and program hosts is highly sensitive to rapidly changing public tastes. A loss of such popularity or audience loyalty is beyond our control and could have a material adverse effect on our ability to attract local and/or national advertisers and on our revenue and/or ratings, and could result in increased expenses.

If events occur that damage our reputation and brand, our ability to grow our user base, advertiser relationships, and partnerships may be impaired and our business may be harmed.

We have developed a brand that we believe has contributed to our success. We also believe that maintaining and enhancing our brand is critical to growing our user base, advertiser relationships and partnerships. The iHeartRadio master brand ties together our radio stations, digital platforms, social, podcasts and events in a unified manner that reflects the quality and compelling nature of our listener experiences. Maintaining and enhancing our brand depends on many factors, including factors that are not entirely within our control. If we fail to successfully promote and maintain our brand or if we suffer damage to the public perception of our brand, our business may be harmed.

Our business is dependent on our management team and other key individuals.

Our business is dependent upon the performance of our management team and other key individuals. Although we have entered into agreements with members of our senior management team and certain other key individuals, we can give no assurance that any or all of them will remain with us, or that we will not continue to make changes to the composition of, and the roles and responsibilities of, our management team. Competition for these individuals is intense and many of our key employees are at-will employees who are under no obligation to remain with us, and may decide to leave for a variety of personal or other reasons beyond our control. If members of our management or key individuals decide to leave us in the future, if we decide to make further changes to the composition of, or the roles and responsibilities of, these individuals, or if we are not successful in attracting, motivating and retaining other key employees, our business could be adversely affected.

Our financial performance may be adversely affected by many factors beyond our control.

Certain factors that could adversely affect our financial performance by, among other things, decreasing overall revenues, the numbers of advertising customers, advertising fees or profit margins include:

- unfavorable fluctuations in operating costs, which we may be unwilling or unable to pass through to our customers;
- our inability to successfully adopt or our being late in adopting technological changes and innovations that offer more attractive advertising or listening alternatives than what we offer, which could result in a loss of advertising customers or lower advertising rates, which could have a material adverse effect on our operating results and financial performance;
- a loss of advertising customers or lower advertising rates, which could have a material adverse effect on our operating results and financial performance;
- the impact of potential new or increased royalties or license fees charged for terrestrial radio broadcasting or the provision of our digital services, which could materially increase our expenses;
- unfavorable shifts in population and other demographics, which may cause us to lose advertising customers as people migrate to markets where we have a smaller presence or which may cause advertisers to be willing to pay less in advertising fees if the general population shifts into a less desirable age or geographical demographic from an advertising perspective;
- continued dislocation of advertising agency operations from new technologies and media buying trends;
- adverse political effects and acts or threats of terrorism or military conflicts; and
- unfavorable changes in labor conditions, which may impair our ability to operate or require us to spend more to retain and attract key employees.

Acquisitions, dispositions and other strategic transactions could pose risks.

We frequently evaluate strategic opportunities both within and outside our existing lines of business. We expect from time to time to pursue acquisitions of certain businesses as well as strategic dispositions. These acquisitions or dispositions could be material. Acquisitions or dispositions involve numerous risks, including:

- our acquisitions may prove unprofitable and fail to generate anticipated cash flows:
- to successfully manage our business, we may need to:
    - recruit additional senior management as we cannot be assured that senior management of acquired businesses will continue to work for us and we cannot be certain that our recruiting efforts will succeed, and
    - expand corporate infrastructure to facilitate the integration of our operations with those of acquired businesses, because failure to do so may cause us to lose the benefits of any expansion that we decide to undertake by leading to disruptions in our ongoing businesses or by distracting our management;
- we may enter into markets and geographic areas where we have limited or no experience;

- we may encounter difficulties in the integration of new management teams, operations and systems;
- our management's attention may be diverted from other business concerns;
- our dispositions may negatively impact revenues from our national, regional and other sales networks; and
- our dispositions may make it difficult to generate cash flows from operations sufficient to meet our anticipated cash requirements, including debt service requirements.

Acquisitions and dispositions of media and entertainment businesses may require antitrust review by U.S. federal antitrust agencies and may require review by foreign antitrust agencies under the antitrust laws of foreign jurisdictions. We can give no assurances that the Department of Justice ("DOJ"), the U.S. Federal Trade Commission ("FTC") or foreign antitrust agencies will not seek to bar us from acquiring or disposing of media and entertainment businesses or impose stringent undertakings on our business as a condition to the completion of an acquisition in any market where we already have a significant position.

Further, radio acquisitions are subject to FCC approval. Such transactions must comply with the Communications Act and FCC regulatory requirements and policies. The FCC's media ownership rules remain subject to ongoing agency and court proceedings. Future changes could restrict our ability to dispose of or acquire new radio assets or businesses. See "Business-Regulation of our Business."

If our or our third-party providers' security measures are breached, we could lose valuable information, suffer disruptions to our business, and incur expenses and liabilities including damages to our relationships with listeners, consumers, business partners, employees and advertisers.

We rely on information technology systems and networks to run our business. We operate some of these systems and networks but we also rely on third-party providers for various products and services across both our internal and external-facing operations. We may be unable to anticipate or prevent cyberattacks and other security incidents, which we and our third-party providers have experienced from time to time and which we expect to experience in the future. All websites and digital platforms are vulnerable to software bugs, computer viruses, internet worms, break-ins, phishing attacks, attempts to overload servers with denial-of-service, or other attacks and similar disruptions (for example, due to ransomware) due to unauthorized access or use of our or third-party computer systems, any of which could lead to system interruptions, delays, shutdowns, or theft or loss of critical data or personal data. A security breach could occur due to the actions of outside parties, employee error, malfeasance or a combination of these or other actions. Though it is difficult to determine what, if any, harm may directly result from any specific interruption or attack, any failure to maintain performance, reliability, security, and availability of our services and technical infrastructure to the satisfaction of our listeners may harm our reputation and our ability to retain existing listeners and attract new listeners. We cannot assure you that the systems and processes that we or our third-party providers have designed to protect our data and our listeners' data, to prevent data loss and to prevent or detect security breaches will provide absolute security, particularly given that attackers are increasingly sophisticated and using techniques and tools designed to circumvent controls, to avoid detection, and to remove or obfuscate forensic evidence. If an actual or perceived breach of our security occurs, we may incur significant response and remediation costs in protecting against or remediating cyber-attacks and we may face regulatory or civil liability, lose competitively sensitive business information or suffer disruptions to our business operations, information processes and internal controls. In addition, the public perception of the effectiveness of our security measures or services could be harmed, we could lose listeners, consumers, business partners and advertisers. In the event of a security breach, we could suffer financial exposure in connection with penalties, remediation efforts, investigations and legal proceedings and changes in our security and system protection measures.

Global data privacy and security laws and industry standards are rapidly evolving. In the event a domestic or E.U. regulator or court were to determine we had not adequately complied with the California Consumer Privacy Act ("CCPA"), E.U. General Data Protection Regulation ("GDPR"), and/or other consumer protection rules or regulations, , we may be subject to regulatory or litigation proceedings, incur regulatory or other financial fines or penalties or be required to notify applicable authorities. We may also be required to notify the affected individuals of the personal data breach where there is a high risk to their rights and freedoms. For example, the CCPA provides a private right of action to individuals and statutory damages for certain types of data breaches, and the GDPR provides potential fines equal to to EUR 20 million or 4% of worldwide annual turnover of the preceding financial year, whichever is greater.

Any losses, costs or liabilities directly or indirectly related to cyberattacks or other security incidents may not be covered by, or may exceed the coverage limits of, any of our insurance policies.

We have engaged in restructuring activities in the past, and may need to implement further restructurings in the future and our restructuring efforts may not be successful or generate expected cost savings.

We actively seek to adapt our cost structure to the changing economics of the industry. For example, in the first quarter of 2020, we announced our modernization initiatives, which are designed to take advantage of the significant investments we have made in new technologies to build an operating infrastructure that provides better quality and newer products and delivers new cost efficiencies. There can be no assurance that we will be successful in upgrading our systems and processes effectively or on the timetable and at the costs contemplated, or that we will achieve the expected long-term cost savings.

We may be required to implement further restructuring activities, make additions or other changes to our management or workforce based on other cost reduction measures or changes in the markets and industry in which we compete. Restructuring activities can create unanticipated consequences and negative impacts on the business, and we cannot be sure that any ongoing or future restructuring efforts will be successful or generate expected cost savings.

Risks Related to our Indebtedness

Our substantial indebtedness may adversely affect our financial health and operating flexibility.

We currently have a $450.0 million undrawn senior secured asset-based revolving credit facility, $4,320.6 million in principal amount of secured debt and $1,450.1 million in principal amount of unsecured debt. This substantial amount of indebtedness could have important consequences to us, including:

- increase our vulnerability to adverse general economic, industry, or competitive developments;
- require us to dedicate a more substantial portion of our cash flows from operations to payments on our indebtedness, thereby reducing the availability of our cash flows to fund working capital, investments, acquisitions, capital expenditures, and other general corporate purposes;
- limit our ability to make required payments under our existing contractual commitments, including our existing long-term indebtedness;
- require us to sell certain assets;
- restrict us from making strategic investments, including acquisitions, or causing us to make non-strategic divestitures;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that have less debt;
- cause us to incur substantial fees from time to time in connection with debt amendments or refinancings;
- increase our exposure to rising interest rates because a substantial portion of our borrowings is at variable interest rates; and
- limit our ability to borrow additional funds or to borrow on terms that are satisfactory to us.

Our financing agreements also contain covenants that may restrict our or our subsidiaries' ability to, among other things, incur additional indebtedness, create liens on assets, engage in mergers, consolidations, liquidations and dissolutions, sell assets, pay dividends and distributions, make investments, loans, or advances, prepay certain junior indebtedness, engage in certain transactions with affiliates, amend material agreements governing certain junior indebtedness, and change lines of business. Although the covenants in our financing agreements are subject to various exceptions, we cannot assure you that these covenants will not adversely affect our ability to finance future operations, capital needs, or to engage in other activities that may be in our best interest. In addition, in certain circumstances, our long-term debt may require us to maintain specified financial ratios, which may require that we take action to reduce our debt or to act in a manner contrary to our business objectives. A breach of any of these covenants could result in a default under our financing agreements.

In addition, we may be able to incur additional indebtedness in the future. To the extent we incur additional indebtedness, the risks associated with our leverage described above would increase.

We will be required to transition from the use of the LIBOR interest rate index in the future.

A portion of our indebtedness bears interest at variable interest rates, primarily based on the London Inter-bank Offered Rate (“LIBOR”), which may be subject to regulatory guidance and/or reform that could cause interest rates under our current or future debt agreements to perform differently than in the past or cause other unanticipated consequences. Some tenors of LIBOR that were otherwise available under our credit agreements were discontinued on December 31, 2021. Although we expect that the capital and debt markets will cease to use LIBOR as a benchmark in the near future and the administrator of LIBOR has announced its intention to extend the publication of most tenors of LIBOR for U.S. dollars through June 30, 2023, we cannot predict whether or when LIBOR will actually cease to be available, whether the Secured Overnight Funding Rate, or SOFR, will become the market benchmark in its place or what impact such a transition may have on our interest rates, business, financial condition and results of operations.

Regulatory, Legislative and Litigation Risks

Extensive current government regulation, and future regulation, may limit our radio broadcasting and other operations or adversely affect our business and financial results.

The domestic radio industry is heavily regulated by federal laws and regulations of several agencies, including the FCC. For example, the FCC could impact our profitability by imposing large fines on us if, in response to pending or future complaints, it finds that we violated FCC regulations. The FCC’s enforcement priorities are subject to change, and we cannot predict which areas of legal compliance the FCC will focus on in the future. We have received, and may receive in the future, letters of inquiry and other notifications from the FCC concerning compliance with the Communications Act and FCC rules, and we cannot predict the outcome of any outstanding or future letters of inquiry and notifications from the FCC or the nature or extent of future FCC enforcement actions.

Additionally, we cannot be sure that the FCC will approve renewal of the licenses we must have in order to operate our stations. Nor can we be assured that our licenses will be renewed without conditions and for a full term. Beginning in June 2019 and continuing through April 2022, we (along with all other FCC radio broadcast licensees) are submitting applications to renew the FCC licenses for each of our broadcast radio stations on an every two-month rolling schedule by state. The non-renewal, or conditioned renewal, of a substantial number of these FCC licenses could have a materially adverse impact on our operations. Furthermore, possible changes in interference protections, spectrum allocations and other technical rules may negatively affect the operation of our stations. In addition, Congress, the FCC and other regulatory agencies have considered, and may in the future consider and adopt, new laws, regulations and policies that could, directly or indirectly, have an adverse effect on our business operations and financial performance.

Legislation and certain ongoing litigation and royalty audits may require us to pay additional royalties, including to additional parties such as record labels or recording artists.

We currently pay royalties to composers and music publishers, including through BMI, ASCAP, SESAC and GMR. We also pay royalties to record companies and their representative, SoundExchange, for digital music transmissions. Currently, Congress does not require that broadcasters pay royalties associated with the public performance of sound recordings for over-the-air transmissions. From time to time, however, Congress considers legislation that could change this.

Moreover, it is possible that our license fees and negotiating costs associated with obtaining rights to use musical compositions and sound recordings in our programming could materially increase as a result of private negotiations, one or more regulatory rate-setting processes, or administrative and court decisions. For example, we are involved in pending royalty audits and/or negotiations with ASCAP and BMI related to royalty payments for the public performance of musical compositions, the outcome of which could cause us to owe increased royalty payments and adversely impact our business.

The rates that we pay to SoundExchange are the subject of pending appeals before the United States Court of Appeals for the District of Columbia Circuit that will determine statutory rates and terms for the public performance and ephemeral reproduction of sound recordings by various non-interactive webcasters, including iHeart, for the period from January 1, 2021 to December 31, 2025. The outcome of this proceeding may result in an increase to our licensing costs.

Increased royalty rates could significantly increase our expenses, which could adversely affect our business and results of operations. Various other regulatory matters relating to our business are now, or may become, the subject of court litigation, and we cannot predict the outcome of any such litigation or its impact on our business.

Regulations, third-party restrictions, and consumer concerns regarding data privacy and data protection, or any failure to comply with these regulations, could hinder our operations.

We utilize personal, demographic and other information from and about our listeners, consumers, business partners and advertisers as they interact with us. For example: (1) our broadcast radio station websites and our iHeartRadio digital platform collect personal information as users use our services register for our services, fill out their listener profiles, post comments, use our social networking features, participate in polls and contests and sign-up to receive email newsletters; (2) we use tracking technologies, such as "cookies," to manage and track our listeners' interactions with us so that we can deliver relevant music content and advertising; (3) we accept credit cards as a method of payment from consumers, business partners and advertisers; however, the data collection related to processing such payments is handled by personal information compliant third-parties on our behalf; and (4) we collect precise location data about certain of our platform users for analytics, attribution and advertising purposes.

We are subject to numerous federal, state and foreign laws and regulations relating to consumer protection, information security, data protection and privacy, among other things. While many of these laws and regulations are still evolving, they have impacted, and will continue to impact, our business by reducing our ability to effectively deliver relevant ads to our users and increasing compliance costs. For example, we generate revenue from the sale of targeted advertisements. Selling those advertisements requires us to possess, and have the right to use, accurate information about our users. New U.S. laws, such as the presently-effective CCPA, as well as similar privacy laws effective on January 1, 2023 in the states of California, Colorado and Virginia, give users the right to limit our use of user data. The CCPA has limited our and our advertisers' ability to target and measure the performance of advertisements, and we anticipate that the new privacy laws effective in 2023 may expand such impacts. Compliance with these laws entails substantial expenses, diverts resources from other initiatives and projects, and could limit the services we are able to offer. The CCPA provides for a private right of action for unauthorized access, theft or disclosure of personal information in certain situations with possible damage awards of $100 to $750 per consumer per incident, or actual damages, whichever is greater, and also permits class action lawsuits. The California Attorney General may also impose penalties of up to $7,500 for each intentional violation of the CCPA. One of the laws effective in 2023, the California Privacy Rights Act (the "CPRA") will impose additional data protection obligations on companies doing business in California, including additional consumer rights processes, limitations on data uses, new audit requirements for higher risk data, and opt outs for certain uses of sensitive data. The CPRA will also create a new California data protection agency authorized to issue substantive regulations and could result in increased privacy and information security enforcement.

We are subject to limitations imposed by third parties that control the devices or platforms on which our users access our services. Changes to the policies promulgated by these third-parties may adversely impact our advertising revenue. For example, Apple has updated its products and services to make it more difficult to track its users and has indicated they may impose additional restrictions in the future; likewise, some web browsers have begun to limit the use of third-party cookies, and others, such as Google, have announced an intention to do so. These changes may reduce our ability to effectively deliver relevant ads to our users and impact our ability to demonstrate the value of those advertisements that we are able to deliver.

Further changes in consumer rights, expectations and demands regarding privacy and data protection could restrict our ability to collect, use, disclose and derive economic value from demographic and other information related to our listeners, consumers, business partners and advertisers, or to transfer employee data within the corporate group. New consumer rights, including the right for consumers to prevent the sale of their data or have their data deleted could lead to a depletion of our consumer database. Such new consumer rights and restrictions on our use of consumer data could limit our ability to provide customized music content to our listeners, interact directly with our listeners and consumers and offer targeted advertising opportunities to our business partners and advertisers. Although we have implemented and are implementing policies and procedures designed to comply with these laws and regulations, any failure or perceived failure by us to comply with our policies or applicable regulatory requirements related to consumer protection, information security, data protection and privacy could result in a loss of confidence in us, damage to our brands, the loss of listeners, consumers, business partners and advertisers, as well as proceedings against us by governmental authorities or others, which could hinder our operations and adversely affect our business.

Environmental, health, safety and land use laws and regulations may limit or restrict some of our operations.

As the owner or operator of various real properties and facilities, we must comply with various foreign, federal, state and local environmental, health, safety and land use laws and regulations. We and our properties are subject to such laws and regulations relating to the use, storage, disposal, emission and release of hazardous and non-hazardous substances and employee health and safety as well as zoning restrictions. Historically, we have not incurred significant expenditures to comply with these laws. However, additional laws which may be passed in the future, or a finding of a violation of or liability under existing laws, could require us to make significant expenditures and otherwise limit or restrict some of our operations.

Risks Related to our Emergence from the Chapter 11 Cases completed in 2019

It is possible that the Chapter 11 Cases may give rise to unfavorable tax consequences for us.

The tax treatment of the transactions consummated in the Chapter 11 Cases, including the Separation and cancellation of existing indebtedness, is highly complex. The Separation resulted in the recognition of a loss for federal and most state income tax purposes and, therefore, such transactions did not result in material cash tax liability. However, the Internal Revenue Service or other taxing authorities could assert in connection with a subsequent audit that additional cash tax liabilities may have arisen in connection with such transactions. To the extent the transactions do give rise to any cash tax liability, CCOH, iHeartCommunications, the Company and various other entities would be jointly and severally liable under applicable law for any such amounts. The allocation of any such liabilities among the Company and its subsidiaries post-consummation of the Plan of Reorganization and CCOH are addressed by the tax matters agreement that was entered into in connection with the Separation.

We have substantially reduced or eliminated certain of our tax attributes, including NOL carryforwards, as a result of any cancellation of indebtedness income realized in connection with the Chapter 11 Cases.

The consummation of the Chapter 11 Cases resulted in an “ownership change,” as defined in Section 382 of the U.S. Internal Revenue Code of 1986, as amended. As a result, even if any NOLs or other tax attributes are not eliminated by cancellation of indebtedness income arising as a result of the Chapter 11 Cases, our ability to utilize any such attributes may be limited in the future.

In connection with the Separation in 2019, the Outdoor Group agreed to indemnify us and we agreed to indemnify the Outdoor Group for certain liabilities. There can be no assurance that the indemnities from the Outdoor Group will be sufficient to insure us against the full amount of such liabilities.

Pursuant to agreements that we entered into with the Outdoor Group in connection with the Separation, the Outdoor Group agreed to indemnify us for certain liabilities, and we agreed to indemnify the Outdoor Group for certain liabilities. For example, we will indemnify the Outdoor Group for liabilities to the extent such liabilities related to the business, assets and liabilities of iHeartMedia as well as liabilities relating to a breach of the Separation Agreement. We will also indemnify the Outdoor Group for 50% of certain tax liabilities imposed on the Outdoor Group in connection with the Separation on or prior to the third anniversary of the Separation in excess of $5.0 million, with our aggregate liability limited to $15.0 million, and will reimburse the Outdoor Group for one-third of potential costs relating to certain agreements between the Outdoor Group and third parties in excess of $10.0 million up to the first $35.0 million of such costs such that we will not bear more than $8.33 million of such costs. However, third parties might seek to hold us responsible for liabilities that the Outdoor Group agreed to retain, and there can be no assurance that the Outdoor Group will be able to fully satisfy their respective indemnification obligations under these agreements. In addition, indemnities that we may be required to provide to the Outdoor Group could be significant and could adversely affect our business.

Risks Related to our Class A Common Stock

We do not intend to pay dividends on our Class A common stock for the foreseeable future.

We currently have no intention to pay dividends on our Class A common stock at any time in the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of our Board and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our Board may deem relevant.

We are a holding company and rely on dividends, distributions and other payments, advances and transfers of funds from our subsidiaries to meet our obligations.

We are a holding company that does not conduct any business operations of our own. As a holding company, our investments in our operating subsidiaries constitute all of our operating assets. Our subsidiaries conduct all of our consolidated operations and own substantially all of our consolidated assets. As a result, we must rely on dividends and other advances, distributions and transfers of funds from our subsidiaries to meet our obligations. The ability of our subsidiaries to pay dividends or make other advances, distributions and transfers of funds will depend on their respective results of operations and may be restricted by, among other things, applicable laws limiting the amount of funds available for payment of dividends and certain restrictive covenants contained in the agreements of those subsidiaries. The deterioration of income from, or other available assets of, our subsidiaries for any reason could limit or impair their ability to pay dividends or other distributions to us.

Conversion of shares of our Class B common stock and Special Warrants into our Class A common stock would cause significant dilution to our shareholders and may adversely impact the market price of our Class A common stock.

As of February 18, 2022, we had 120,270,406 shares of Class A common stock, 21,589,449 shares of Class B common stock and 5,293,069 Special Warrants outstanding. Each Special Warrant is currently exercisable for one share of Class A common stock or Class B common stock and each share of Class B common stock is currently convertible into one share of Class A common stock, in each case subject to the Ownership Restrictions described in Part I, Item 1, "Business" of this report. Upon the exercise of any Special Warrants or the conversion of any shares of Class B common stock, your voting rights as a holder of Class A common stock will be proportionately diluted. The issuance of additional shares of Class A common stock would increase the number of our publicly traded shares, which could depress the market price of our Class A common stock.

Delaware law and certain provisions in our certificate of incorporation may prevent efforts by our stockholders to change the direction or management of our company.

Our certificate of incorporation and our by-laws contain provisions that may make the acquisition of our company more difficult without the approval of our Board, including, but not limited to, the following:

- for the first three years following the Effective Date, our board of directors will be divided into three equal classes, with members of each class elected in different years for different terms, making it impossible for stockholders to change the composition of our entire Board in any given year;
- action by stockholders may only be taken at an annual or special meeting duly called by or at the direction of a majority of our Board;
- advance notice for all stockholder proposals is required;
- subject to the rights of holders of any outstanding shares of our preferred stock, for so long as our board remains classified our directors may only be removed for cause and upon the affirmative vote of holders of a majority of the voting power of the outstanding shares of our Class A common stock; and
- for the first three years following the Effective Date, any amendment, alteration, rescission or repeal of the anti-takeover provisions of the charter, requires the affirmative vote of at least 66 2/3% in voting power of the outstanding shares of our stock entitled to vote generally in the election of directors.

We are also subject to the anti-takeover provisions contained in Section 203 of the General Corporation Law of the State of Delaware. Under these provisions, a corporation may not, in general, engage in a business combination with any holder of 15% or more of its voting stock unless the holder has held the stock for three years or, among other exceptions, the board of directors has approved the business combination or the transaction by which the person became an interested stockholder.

These and other provisions in our certificate of incorporation, bylaws and Delaware law could make it more difficult for stockholders or potential acquirers to obtain control of our Board or initiate actions that are opposed by our Board, including actions to delay or impede a merger, tender offer or proxy contest involving our company. The existence of these provisions could negatively affect the price of our common stock and limit opportunities for you to realize value in a corporate transaction.

Our certificate of incorporation designates the Court of Chancery of the State of Delaware, subject to certain exceptions, as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders and our bylaws designate the federal district courts of the United States as the exclusive forum for actions arising under the Securities Act of 1933, as amended, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our certificate of incorporation provides that the Court of Chancery of the State of Delaware, subject to certain exceptions, is the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (iii) any action asserting a claim against the company or any director or officer or employee of the company arising pursuant to any provision of the DGCL, our certificate of incorporation or our bylaws or (iv) any other action asserting a claim against us that is governed by the internal affairs doctrine. In addition, our bylaws provide that the federal district courts of the United States are the exclusive forum for any complaint raising a cause of action arising under the Securities Act of 1933, as amended. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and to have consented to the provisions of our certificate of incorporation and bylaws described above. These choice of forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employee, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find these provisions of our certificate of incorporation or bylaws inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition.

Regulations imposed by the Communications Act and the FCC limit the amount of foreign individuals or entities that may invest in our capital stock without FCC approval.

The Communications Act and FCC regulations prohibit foreign entities or individuals from indirectly (i.e., through a parent company) owning or voting more than 25 percent of the equity in a corporation controlling the licensee of a radio broadcast station unless the FCC determines greater indirect foreign ownership is in the public. The FCC generally will not make such a determination absent favorable executive branch review.

The FCC calculates foreign voting rights separately from equity ownership, and both must be at or below the 25 percent threshold absent a foreign ownership declaratory ruling. To the extent that our aggregate foreign ownership or voting percentages exceeds 25 percent, any individual foreign holder of our common stock whose ownership or voting percentage would exceed 5 percent or 10 percent (with the applicable percentage determined pursuant to FCC rules) will additionally be required to obtain the FCC's specific approval.

On November 5, 2020, the FCC issued the 2020 Declaratory Ruling which authorizes us to have aggregate foreign ownership and voting percentages of up to 100 percent and specifically approves certain of our stockholders that are deemed to be foreign under FCC rules, subject to certain conditions. Among those conditions is a requirement that we comply with the LOA that we entered into with the DOJ. The 2020 Declaratory Ruling also requires us to take our Special Warrants into account in determining our foreign ownership compliance. A direct or indirect owner of our securities that is deemed to be foreign under FCC rules could require us to take action under the 2020 Declaratory Ruling and the FCC's foreign ownership rules if that owner acquires more than 5 percent, or more than 10 percent for certain "passive" investors, of our voting equity or total equity (including the Special Warrants on an as-exercised basis), without obtaining specific approval from the FCC through a new petition for declaratory ruling. On February 5, 2021, the GMEI Investors filed a Schedule 13D with the SEC reporting ownership of more than 5% of our voting stock and equity. The GMEI Investors acquired this interest without our knowledge or control. We have fulfilled our obligations under the 2020 Declaratory Ruling and the FCC rules with respect to the GMEI Investors' interest. On December 22, 2021, the FCC released a declaratory ruling that, subject to certain conditions set forth therein, (a) grants specific approval for the more than 5% equity and/or voting interests in the Company that the GMEI Investors presently hold, (b) grants advance approval for the GMEI Investors to increase their equity and/or voting interests in the Company up to any non-controlling amount not to exceed 14.99%, and (c) restates the terms of the 2020 Declaratory Ruling.

Direct or indirect ownership of our securities could result in the violation of the FCC's media ownership rules by investors with "attributable interests" in other radio stations or in the same market as one or more of our broadcast stations.

Under the FCC's media ownership rules, a direct or indirect owner of our securities could violate and/or cause us to violate the FCC's structural media ownership limitations if that person owns or acquires an "attributable" interest in other radio stations in the same market as one or more of our radio stations. Under the FCC's "attribution" policies the following relationships and interests generally are cognizable for purposes of the substantive media ownership restrictions: (1) ownership of 5 percent or more of a media company's voting stock (except that, for a narrowly defined class of passive investors, the attribution threshold is 20 percent); (2) officers and directors of a media company and its direct or indirect parent(s); (3) any general partnership or limited liability company manager interest; (4) any limited partnership interest or limited liability company member interest that is not "insulated," pursuant to FCC-prescribed criteria, from material involvement in the management or operations of the media company; (5) certain same-market time brokerage agreements; (6) certain same-market joint sales agreements; and (7) under the FCC's "equity/debt plus" standard, otherwise non-attributable equity or debt interests in a media company if the holder's combined equity and debt interests amount to more than 33 percent of the "total asset value" of the media company and the holder has certain other interests in the media company or in another media property in the same market. Under the FCC's rules, discrete ownership interests under common ownership, management, or control must be aggregated to determine whether or not an interest is "attributable."

Our certificate of incorporation grants us broad authority to comply with FCC Regulations.

To the extent necessary to comply with the Communications Act, FCC rules and policies, and the Declaratory Ruling, and in accordance with our certificate of incorporation, we may request information from any stockholder or proposed stockholder to determine whether such stockholder's ownership of shares of capital stock may result in a violation of the Communications Act, FCC rules and policies, or any FCC declaratory ruling. We may further take the following actions, among others, to help ensure compliance with and to remedy any actual or potential violation of the Communications Act, FCC rules and policies, or any FCC declaratory ruling, or to prevent the loss or impairment of any of our FCC licenses: (i) prohibit, suspend or rescind the ownership, voting or transfer of any portion of our outstanding capital stock; (ii) redeem capital stock; and (iii) exercise any and all appropriate remedies, at law or in equity, in any court of competent jurisdiction, against any stockholder, to cure any such actual or potential violation or impairment.

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact included in this report are forward-looking statements. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, our acquisition of Triton, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "will," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. For example, all statements we make relating to our estimated and projected costs, expenditures, cash flows, growth rates and financial results, our plans and objectives for future operations, growth or initiatives, strategies, potential impacts from the COVID-19 pandemic, potential impacts from inflation and economic trends, or the expected outcome or impact of pending or threatened litigation are forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including:

- risks associated with weak or uncertain global economic conditions and their impact on the level of expenditures for advertising;
- risks related to the COVID-19 pandemic;
- intense competition including increased competition from alternative media platforms and technologies;
- dependence upon the performance of on-air talent, program hosts and management as well as maintaining or enhancing our master brand;
- fluctuations in operating costs;
- technological changes and innovations;
- shifts in population and other demographics;
- the impact of our substantial indebtedness;
- the impact of acquisitions, dispositions and other strategic transactions;
- legislative or regulatory requirements;
- the impact of legislation, ongoing litigation or royalty audits on music licensing and royalties;
- regulations and consumer concerns regarding privacy and data protection, and breaches of information security

measures;

- risks associated with our recent emergence from the Chapter 11 Cases;
- risks related to our Class A common stock;
- regulations impacting our business and the ownership of our securities; and
- other factors disclosed in the section entitled "Risk Factors" and elsewhere in this report.

We derive many of our forward-looking statements from our operating budgets and forecasts, which are based on many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, are disclosed under the sections entitled "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements as well as other cautionary statements that are made from time to time in our other SEC filings and public communications. You should evaluate all forward-looking statements made in this report in the context of these risks and uncertainties.

We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our operations in the way we expect. The forward-looking statements included in this report are made only as of the date hereof. We undertake no obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters are located in San Antonio, Texas, where we lease space for executive offices and a data and administrative service center. In addition, certain of our executive and other operations are located in New York, New York.

The types of properties required to support each of our radio stations include offices, studios, transmitter sites and antenna sites. We either own or lease our transmitter and antenna sites. A radio station's studios are generally housed with its offices in downtown or business districts. A radio station's transmitter sites and antenna sites are generally positioned in a manner that provides maximum market coverage.

The studios and offices of our radio stations are located in leased or owned facilities. These leases generally have expiration dates that range from one to 40 years. We do not anticipate any difficulties in renewing those leases that expire within the next several years or in leasing other space, if required. We lease substantially all of our towers and antennas and own substantially all of the other equipment used in our business. For additional information regarding our properties, see "Item 1. Business."

ITEM 3. LEGAL PROCEEDINGS

Although we are involved in a variety of legal proceedings in the ordinary course of business, a large portion of our litigation arises in the following contexts: commercial disputes; defamation matters; employment and benefits related claims; governmental fines; intellectual property claims; and tax disputes.

Alien Ownership Restrictions and FCC Petition for Declaratory Ruling

The Communications Act and FCC regulation prohibit foreign entities and individuals from having direct or indirect ownership or voting rights of more than 25 percent in a corporation controlling the licensee of a radio broadcast station unless the FCC finds greater foreign ownership to be in the public interest. Under the Plan of Reorganization, the Company committed to file the PDR requesting the FCC to permit the Company to be up to 100% foreign-owned.

On November 5, 2020, the FCC issued a declaratory ruling (the "2020 Declaratory Ruling") granting the relief requested by the PDR, subject to certain conditions.

On November 9, 2020, the Company notified the holders of Special Warrants of the commencement of an exchange process. On January 8, 2021, the Company exchanged a portion of the outstanding Special Warrants into Class A common stock or Class B common stock, in compliance with the 2020 Declaratory Ruling, the Communications Act and FCC rules (the "Exchange"). Following the Exchange, the Company’s remaining Special Warrants continue to be exercisable for shares of Class A common stock or Class B common stock.

On March 8, 2021, the Company filed a petition for declaratory ruling (the “Remedial PDR”) with the FCC. The Remedial PDR relates to the acquisition by Global Media & Entertainment Ltd (f/k/a Honeycomb Investments Limited) (“Global Investments”) of the Company’s stock. Specifically, on February 5, 2021, Global Investments, The Global Media & Entertainment Investments Trust (the “GMEI Trust”), James Hill (as trustee of the GMEI Trust), Simon Groom (as trustee of the GMEI Trust) and Michael Tabor (as beneficiary of the GMEI Trust) (together with Global Investments and any affiliates or third parties to whom they may assign or transfer any of their rights or interests, the “GMEI Investors”) filed a Schedule 13D with the SEC, in which the GMEI Investors disclosed beneficial ownership of 9,631,329 shares of the Company’s Class A Common Stock, which at that time represented approximately 8.7% of the Company’s outstanding Class A Common Stock. This ownership interest was inconsistent with the FCC’s foreign ownership rules and the 2020 Declaratory Ruling, both of which limit a foreign investor in the GMEI Investors’ position to holding no more than 5% of the Company’s voting equity or total equity without prior FCC approval. The Remedial PDR, which was filed pursuant to the rules and regulations of the FCC, sought (a) specific approval for the more than 5% equity and voting interests in the Company presently held by the GMEI Investors and (b) as amended, advance approval for the GMEI Investors to increase their equity and voting interest in the Company up to any non-controlling amount not to exceed 14.99%.

On March 26, 2021, the FCC conditioned the approval of applications by the Company to acquire certain radio stations, which were pending prior to the GMEI Investors’ Schedule 13D filing, on the Company taking certain actions with respect to the GMEI Investors rights as stockholders of the Company. On that same date, and in order to implement the conditions required by the FCC, our Board of Directors resolved to take certain actions to limit the rights of the GMEI Investors, including, but not limited to, suspending all voting rights of GMEI Investors until and unless the FCC releases a declaratory ruling granting specific approval for each of the GMEI Investors to hold more than 5% of the equity and/or voting interests of the Company.

On December 22, 2021, the FCC issued a declaratory ruling (the “GMEI Declaratory Ruling”) granting the Remedial PDR. Subject to certain conditions set forth therein, the GMEI Declaratory Ruling (a) grants specific approval for the more than 5% equity and/or voting interests in the Company presently held by the GMEI Investors, (b) grants advance approval for the GMEI Investors to increase their equity and/or voting interests in the Company up to any non-controlling amount not to exceed 14.99%, and (c) restates the terms of the 2020 Declaratory Ruling, including that the Company may have up to 100% of its voting stock and equity owned by non-U.S. individuals and entities. At such time, the actions previously taken by the Board of Directors to implement the conditions required by the FCC during the pendency of the Remedial PDR ceased to apply.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

INFORMATION ABOUT OUR DIRECTORS & EXECUTIVE OFFICERS

The following information with respect to our Board of Directors (the "Board") and executive officers is presented as of February 23, 2022:

Name	Age	Position at iHeartMedia	Principal Employment
Robert W. Pittman	68	Chairman and Chief Executive Officer	Same
Richard J. Bressler	64	President, Chief Operating Officer, Chief Financial Officer and Director	Same
Brad Gerstner	50	Director	Chief Executive Officer and Chief Investment Officer of Altimeter Capital Management, LP, a technology focused investment firm
Cheryl Mills	57	Director	Founder and Chief Executive Officer of the BlackIvy Group LLC, a private holding company that grows and builds businesses in Sub-Saharan Africa
Graciela Monteagudo	55	Director	Former Chief Executive Officer of LALA U.S., a producer and distributor of dairy-based products
James A. Rasulo	66	Director	Former Chief Financial Officer and Senior Executive Vice President at Walt Disney Company, a global mass media and entertainment conglomerate
Kamakshi Sivaramakrishnan	46	Director	Leading an integration and identity charter at LinkedIn, an employment technology services company
Michael B. McGuinness	45	Executive Vice President – Finance and Deputy Chief Financial Officer	Same
Scott D. Hamilton	52	Senior Vice President, Chief Accounting Officer and Assistant Secretary	Same
Jordan R. Fasbender	39	Executive Vice President, General Counsel and Secretary	Same

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Shares of our Class A common stock are quoted for trading on the Nasdaq Global Select Market ("Nasdaq") under the symbol “IHRT.” There were 433 stockholders of record of our Class A common stock as of February 18, 2022. This figure does not include an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

There is no established public trading market for our Class B common stock. There were 21,589,449 shares of our Class B common stock outstanding on February 18, 2022. Holders of shares of the Company's Class B common stock are generally entitled to convert shares of Class B common stock into shares of Class A common stock on a one-for-one basis, subject to the Company’s ability to restrict conversion in order to comply with the Communications Act of 1934, as amended (the “Communications Act”) and Federal Communications Commission (“FCC”) regulations. There were 30 stockholders of record of our Class B common stock as of February 18, 2022. This figure does not include an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

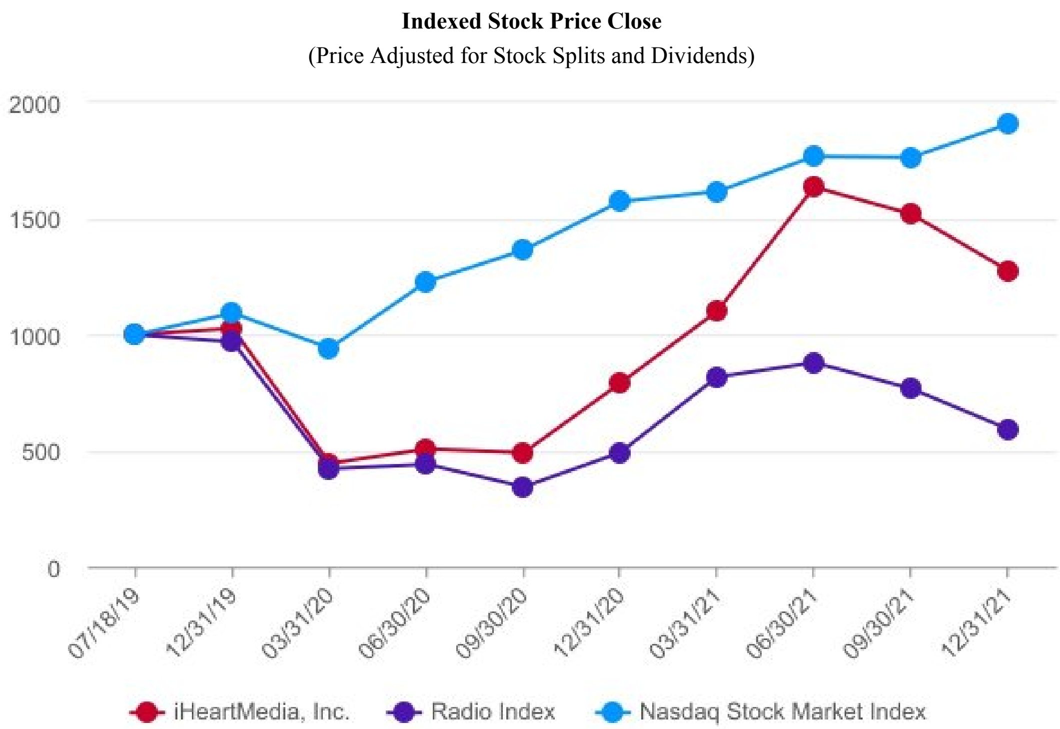
On November 5, 2020, the FCC issued the Declaratory Ruling, which permits the Company to be up to 100% foreign-owned, subject to certain conditions. On January 8, 2021, the Company exchanged a portion of the outstanding Special Warrants into Class A common stock or Class B common stock, in compliance with the Declaratory Ruling, the Communications Act and FCC rules. Following the Exchange, the Company’s remaining Special Warrants continue to be exercisable for shares of Class A common stock or Class B common stock. Each Special Warrant issued under the special warrant agreement entered into in connection with the Reorganization may be exercised by its holder to purchase one share of the Company's Class A common stock or Class B common stock, unless the Company in its sole discretion believes such exercise would, alone or in combination with any other existing or proposed ownership of common stock, result in, (a) subject to certain exceptions, such exercising holder owning more than 4.99 percent of the Company's outstanding Class A common stock or total equity, or (b) the Company violating any provision of the Communications Act or restrictions on ownership or transfer imposed by the Company's certificate of incorporation or the decisions, rules and policies of the FCC. Any holder exercising Special Warrants must complete and timely deliver to the warrant agent the required exercise forms and certifications required under the special warrant agreement. There were 5,293,069 Special Warrants outstanding on February 18, 2022.

For more information regarding our Class A common Stock, Class B common stock and Special Warrants, refer to Note 9, *Stockholders' Equity,* to our consolidated financial statements in Item 8 of Part II of this Annual Report on Form 10-K.

We currently have no intention to pay dividends on our Class A common stock at any time in the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of our Board and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our Board may deem relevant.

Stock Performance Graph

The following chart provides a comparison of the cumulative total returns, adjusted for any stock splits and dividends, for iHeartMedia, Inc., our Radio Index* and the Nasdaq Stock Market Index for the period from July 18, 2019, the day our Class A common stock was listed and began trading on the Nasdaq, through December 31, 2021.



Source: Yahoo Finance

* We have constructed a peer group index comprised of other radio companies that includes Cumulus Media, Beasley Broadcast Group and Audacy, Inc. Audacy Inc. changed its name from Entercom Communications in March 2021.

	7/18/19	12/31/19	3/31/20	6/30/20	9/30/20	12/31/20	3/31/21	6/30/21	9/30/21	12/31/21
iHeartMedia, Inc.	$ 1,000	$ 1,024	$ 443	$ 506	$ 492	$ 787	$ 1,100	$ 1,632	$ 1,516	$ 1,275
Radio Index*	1,000	860	422	439	344	489	817	876	766	592
Nasdaq Stock Market Index	1,000	1,093	938	1,226	1,361	1,570	1,614	1,767	1,760	1,906

Purchases of Equity Securities

The following table sets forth the purchases made during the quarter ended December 31, 2021 by or on behalf of us or an affiliated purchaser of shares of our Class A common stock registered pursuant to Section 12 of the Exchange Act:

Period	Total Number of Shares Purchased(1)		Average Price Paid per Share(1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs		Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 through October 31	73	$	24.99	—	$	—
November 1 through November 30	1,799		24.23	—		—
December 1 through December 31	4,095		21.88	—		—
Total	5,967	$	22.63	—		—

(1)The shares indicated consist of shares of our Class A common stock tendered by employees to us during the three months ended December 31, 2021 to satisfy the employees' tax withholding obligation in connection with the vesting and release of restricted shares, which are repurchased by us based on their fair market value on the date the relevant transaction occurs.

ITEM 6. [Reserved]

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Format of Presentation

Management’s discussion and analysis of our financial condition and results of operations (“MD&A”) should be read in conjunction with the consolidated financial statements and related footnotes contained in Item 8 of this Annual Report on Form 10-K of iHeartMedia, Inc. (the "Company," "iHeartMedia," "we," or "us").

Beginning on January 1, 2021, we began reporting based on three reportable segments:

- the Multiplatform Group, which includes our Broadcast radio, Networks and Sponsorships and Events businesses;
- the Digital Audio Group, which includes our Digital businesses, including Podcasting; and
- the Audio & Media Services Group, which includes Katz Media Group (“Katz Media”), our full-service media representation business, and RCS Sound Software ("RCS"), a provider of scheduling and broadcast software and services.

These reporting segments reflect how senior management operates the Company and align with certain leadership and organizational changes implemented in the first quarter of 2021. This structure provides improved visibility into the underlying performance, results, and margin profiles of our distinct businesses and enables senior management to better monitor trends at the operational level and address opportunities or issues as they arise via regular review of segment-level results and forecasts with operational leaders.

Additionally, beginning on January 1, 2021, Segment Adjusted EBITDA became the segment profitability metric reported to the Company's Chief Operating Decision Maker for purposes of making decisions about allocation of resources to, and assessing performance of, each reportable segment. Segment Adjusted EBITDA is calculated as Revenue less operating expenses, excluding Restructuring expenses (as defined below) and share-based compensation expenses.

We have transitioned our business from a single platform radio broadcast operator to a company with multiple platforms including digital, podcasting, networks and events, as well as ad technology capabilities. We have also invested in numerous technologies and businesses to increase the competitiveness of our inventory with our advertisers and our audience. We believe the presentation of our results by segment provides additional insight into our broadcast radio business and our fast-growing digital business. We believe that our ability to generate cash flow from operations from our business initiatives and our current cash on hand will provide sufficient resources to fund and operate our business, fund capital expenditures and other obligations and make interest payments on our long-term debt for at least the next twelve months.

Certain prior period amounts have been reclassified to conform to the 2021 presentation.

Description of Our Business

Our strategy centers on delivering entertaining and informative content where our listeners want to find it across our various platforms.

Multiplatform Group

The primary source of revenue for our Multiplatform Group is from selling local and national advertising time on our radio stations, with contracts typically less than one year in duration. The programming formats of our radio stations are designed to reach audiences with targeted demographic characteristics. We work closely with our advertising and marketing partners to develop tools and leverage data to enable advertisers to effectively reach their desired audiences. Our Multiplatform Group also generates revenue from network syndication, nationally recognized events and other miscellaneous transactions.

Management looks at our Multiplatform Group's operations’ overall revenue as well as the revenue from each type of advertising, including local advertising, which is sold predominately in a station’s local market, and national advertising, which is sold across multiple markets. Local advertising is sold by each radio station’s sales staff while national advertising is sold by our national sales team. We periodically review and refine our selling structures in all regions and markets in an effort to maximize the value of our offering to advertisers and, therefore, our revenue.

Management also looks at Multiplatform Group's revenue by region and market size. Typically, larger markets can reach larger audiences with wider demographics than smaller markets. Additionally, management reviews our share of audio advertising revenues in markets where such information is available, as well as our share of target demographics listening in an average quarter hour. This metric gauges how well our formats are attracting and retaining listeners.

Management also monitors revenue generated through our programmatic ad-buying platform, Soundpoint, and our data analytics advertising product, SmartAudio, to measure the success of our enhanced marketing optimization tools. We have made significant investments so we can provide the same ad-buying experience that once was only available from digital-only companies and enable our clients to better understand how our assets can successfully reach their target audiences.

Management monitors average advertising rates and cost per mille, the cost of every 1,000 advertisement impressions (“CPM”), which are principally based on the length of the spot and how many people in a targeted audience listen to our stations, as measured by an independent ratings service. In addition, our advertising rates are influenced by the time of day the advertisement airs, with morning and evening drive-time hours typically priced the highest. Our price and yield information systems enable our station managers and sales teams to adjust commercial inventory and pricing based on local market demand, as well as to manage and monitor different commercial durations in order to provide more effective advertising for our customers at what we believe are optimal prices given market conditions. Yield is measured by management in a variety of ways, including revenue earned divided by minutes of advertising sold.

A portion of our Multiplatform Group segment’s expenses vary in connection with changes in revenue. These variable expenses primarily relate to costs in our programming and sales departments, including profit sharing fees and commissions, and bad debt. Our content costs, including music license fees for music delivered via broadcast, vary with the volume and mix of songs played on our stations.

Digital Audio Group

Through our Digital Audio Group, we continue to expand the choices for listeners. We derive revenue in this segment by developing and delivering our content and selling advertising across multiple digital distribution channels, including via our iHeartRadio mobile application, our station websites and other digital platforms that reach national, regional and local audiences.

Our strategy has enabled us to extend our leadership in the rapidly growing podcasting sector, and iHeartMedia is the number one podcast publisher in America. Our reach now extends across more than 250 platforms and 2,000 different connected devices, and our digital business is comprised of streaming, subscription, display advertisements, and other content that is disseminated over digital platforms.

A portion of our Digital Audio Group segment’s expenses vary in connection with changes in revenue. These variable expenses primarily relate to our content costs including profit sharing fees and third-party content costs, as well as sales commissions and bad debt. Certain of our content costs, including digital music performance royalties, vary with the volume of listening hours on our digital platforms.

Audio & Media Services Group

Audio & Media Services Group revenue is generated by services provided to broadcast industry participants through our Katz Media and RCS businesses. As a media representation firm, Katz Media generates revenue via commissions on media sold on behalf of the radio and television stations that it represents, while RCS generates revenue by providing broadcast software and media streaming, along with research services for radio stations, broadcast television stations, cable channels, record labels, ad agencies and Internet stations worldwide.

COVID-19

Our advertising revenue is highly correlated to changes in gross domestic product (“GDP”) as advertising spending has historically trended in line with GDP. A recession or downturn in the U.S. economy could have a significant impact on the Company’s ability to generate revenue. Beginning in March 2020 and continuing in the following months, we saw a sharp decline in each of our Broadcast radio, Networks and Sponsorships revenue streams as a result of the impact of the coronavirus pandemic (“COVID-19”) and the resulting impact on the U.S. economy. Although revenues significantly increased for the year ended December 31, 2021 compared to the prior year for the revenue streams of our Multiplatform Group, revenue from this segment has not fully recovered from the impact of COVID-19. Our Digital Audio Group revenues, including podcasting, have continued to grow each quarter year-over-year during the COVID-19 pandemic. Our Audio & Media Services Group revenues have decreased from the prior year mainly due to lower political advertising revenue, partially offset by the continued recovery from the impact of the COVID-19 pandemic. Refer to Note 1, *Summary of Significant Accounting Policies*, for more information regarding COVID-19 and its impact on our financial statements.

Cost Savings Initiatives

In January 2020, we announced key modernization initiatives designed to take advantage of the significant investments we made in new technologies to build an improved operating infrastructure to upgrade products and deliver incremental cost efficiencies. Our investments in modernization delivered approximately $100 million of cost savings in the aggregate.

In April 2020, we announced approximately $200 million of incremental in-year operating expense savings initiatives in response to the weaker economic environment caused by the COVID-19 pandemic. We replicated the majority of those savings in 2021.

Impairment Charges

As part of our operating-expense-savings initiatives, we have taken proactive steps to streamline our real estate footprint and reduce related structural lease expenses incurred by the Company. These strategic actions typically result in impairment charges due to the write-down of the affected right-of-use assets and related fixed assets, including leasehold improvements. For the year ended December 31, 2021, we recognized non-cash impairment charges of $57.7 million as a result of these cost-savings initiatives.

We perform our annual impairment test on goodwill and indefinite-lived intangible assets, including Federal Communications Commission ("FCC") licenses, as of July 1 of each year. No impairment was required as part of the 2021 annual impairment testing. As a result of the COVID-19 pandemic and the economic downturn starting in March 2020, the Company performed interim impairment tests as of March 31, 2020 on its indefinite-lived FCC licenses and goodwill, resulting in non-cash impairment charges of $502.7 million and $1.2 billion on its FCC licenses and goodwill, respectively. For more information, see Note 4, *Property, Plant and Equipment, Intangible Assets and Goodwill,* to the consolidated financial statements located in Item 8 of this Annual Report on Form 10-K for a further description of the impairment charges and annual impairment tests.

While we believe we made reasonable estimates and utilized reasonable assumptions to calculate the fair values of our long-lived assets, indefinite-lived FCC licenses and reporting units, it is possible a material change could occur to the estimated fair value of these assets. If our actual results are not consistent with our estimates, we could be exposed to future impairment losses that could be material to our results of operations. In addition, future interest rate increases could result in future impairments.

Combined Results

Our financial results for the period from January 1, 2019 through May 1, 2019 are referred to as the “Predecessor” period. Our financial results for the period from May 2, 2019 through December 31, 2019, the year ended December 31, 2020 and the year ended December 31, 2021 are referred to as the “Successor” period. Our results of operations as reported in our Consolidated Financial Statements for these periods are prepared in accordance with GAAP. Although GAAP requires that we report on our results for the period from January 1, 2019 through May 1, 2019 and the period from May 2, 2019 through December 31, 2019 separately, management views the Company’s operating results for the year ended December 31, 2019 by combining the results of the applicable Predecessor and Successor periods because such presentation provides the most meaningful comparison to our results in the years ended December 31, 2021 and 2020.

The Company cannot adequately benchmark the operating results of the period from May 2, 2019 through December 31, 2019 against any of the current or prior periods reported in its Consolidated Financial Statements without combining it with the period from January 1, 2019 through May 1, 2019 and does not believe that reviewing the results of this period in isolation would be useful in identifying trends in or reaching conclusions regarding the Company’s overall operating performance. Management believes that the key performance metrics such as revenue, operating income and Adjusted EBITDA for the Successor period in fiscal 2019 when combined with the Predecessor period in fiscal 2019 provides more meaningful comparisons to other periods and are useful in identifying current business trends. Accordingly, in addition to presenting our results of operations as reported in our Consolidated Financial Statements in accordance with GAAP, the tables and discussion below also present the combined results for the year ended December 31, 2019.

The combined results for the year ended December 31, 2019, which we refer to herein as the results for the “year ended December 31, 2019” represent the sum of the reported amounts for the Predecessor period from January 1, 2019 through May 1, 2019 and the Successor period from May 2, 2019 through December 31, 2019. These combined results are not considered to be prepared in accordance with GAAP and have not been prepared as pro forma results per applicable regulations. The combined operating results do not reflect the actual results we would have achieved absent our emergence from bankruptcy and may not be indicative of future results. Accordingly, the results for the year ended December 31, 2019 may not be comparable to the results for the years ended December 31, 2021 and 2020, particularly for statement of operations line items significantly impacted by the Reorganization and Separation transactions, the impact of fresh start accounting on depreciation and amortization and the impact of interest expense not being recognized while we were in Chapter 11 bankruptcy protection from the Petition Date of March 14, 2018 to May 1, 2019.

Executive Summary

Although our results for the year ended 2021 continued to be impacted by the effects of the COVID-19 pandemic, our revenues increased significantly, including revenue from our Multiplatform segment, which includes our broadcast radio, networks and sponsorship and events businesses. Digital revenue, including podcasting, continued to grow year-over-year.

The key developments in our business for the year ended December 31, 2021 are summarized below:

- Consolidated Revenue of $3,558.3 million increased $610.1 million, or 20.7%, during 2021 compared to Consolidated Revenue of $2,948.2 million in 2020.
- Revenue and Segment Adjusted EBITDA from our Multiplatform Group increased $282.2 million and $259.9 million, respectively, compared to 2020.
- Revenue and Segment Adjusted EBITDA from our Digital Audio Group increased $360.1 million and $129.9 million, respectively, compared to 2020.
- Revenue and Segment Adjusted EBITDA from our Audio & Media Services Group decreased $26.8 million and $18.5 million, respectively, compared to 2020.
- Operating income of $154.9 million was up $1.9 billion from Operating loss of $1.7 billion in 2020.
- Net loss of $158.4 million in 2021 decreased $1.8 billion compared to Net loss of $1.9 billion in 2020.
- Adjusted EBITDA(1) of $811.1 million, was up $272.5 million from $538.7 million in 2020.
- Cash flows provided by operating activities from continuing operations of $330.6 million increased $114.6 million or 53.1% compared to 2020.
- Free cash flow(2) of $147.2 million improved from $130.7 million in 2020.

The table below presents a summary of our historical results of operations for the periods presented:

(In thousands)	Successor Company		
	Year Ended December 31,		%
	2021	2020	Change
Revenue	$ 3,558,340	$ 2,948,218	20.7 %
Operating income (loss)	$ 154,857	$ (1,737,624)	NM
Net loss	$ (158,389)	$ (1,915,222)	NM
Cash provided by operating activities from continuing operations	$ 330,573	$ 215,945	53.1 %
Adjusted EBITDA(1)	$ 811,133	$ 538,673	50.6 %
Free cash flow from continuing operations(2)	$ 147,201	$ 130,740	12.6 %

(1) For a definition of Adjusted EBITDA, and a reconciliation to Operating income, the most closely comparable GAAP measure, and to Net Income (Loss), please see "Reconciliation of Operating Income to Adjusted EBITDA" and "Reconciliation of Net Income (Loss) to EBITDA and Adjusted EBITDA" in this MD&A.

(2) For a definition of Free cash flow from continuing operations and a reconciliation to Cash provided by operating activities from continuing operations, the most closely comparable GAAP measure, please see "Reconciliation of Cash provided by (used for) operating activities from continuing operations to Free cash flow from (used for) continuing operations" in this MD&A.

Results of Operations

The table below presents the comparison of our historical results of operations for the year ended December 31, 2021 to the year ended December 31, 2020:

(In thousands)	Successor Company Year Ended December 31, 2021	Successor Company Year Ended December 31, 2020
Revenue	$ 3,558,340	$ 2,948,218
Operating expenses:		
Direct operating expenses (excludes depreciation and amortization)	1,324,657	1,137,807
Selling, general and administrative expenses (excludes depreciation and amortization)	1,519,355	1,395,010
Depreciation and amortization	469,417	402,929
Impairment charges	57,734	1,738,752
Other operating expense, net	32,320	11,344
Operating income (loss)	154,857	(1,737,624)
Interest expense, net	332,384	343,745
Gain (loss) on investments, net	43,643	(9,346)
Equity in loss of nonconsolidated affiliates	(1,138)	(379)
Other expense, net	(14,976)	(7,751)
Loss before income taxes	(149,998)	(2,098,845)
Income tax benefit (expense)	(8,391)	183,623
Net loss	(158,389)	(1,915,222)
Less amount attributable to noncontrolling interest	810	(523)
Net loss attributable to the Company	$ (159,199)	$ (1,914,699)

The table below presents the comparison of our revenue streams for the year ended December 31, 2021 to the year ended December 31, 2020:

(In thousands)	Successor Company Year Ended December 31, 2021	Successor Company Year Ended December 31, 2020	% Change
Broadcast Radio	$ 1,812,252	$ 1,604,880	12.9 %
Networks	503,052	484,950	3.7 %
Sponsorship and Events	160,322	107,654	48.9 %
Other	13,392	9,370	42.9 %
Multiplatform Group	**2,489,018**	**2,206,854**	**12.8 %**
Digital, excluding Podcast	581,918	372,687	56.1 %
Podcast	252,564	101,684	148.4 %
Digital Audio Group	**834,482**	**474,371**	**75.9 %**
Audio & Media Services Group	**247,957**	**274,749**	**(9.8)%**
Eliminations	(13,117)	(7,756)	
Revenue, total	**$ 3,558,340**	**$ 2,948,218**	**20.7 %**

Consolidated results for the year ended December 31, 2021 compared to the consolidated results for the year ended December 31, 2020 were as follows:

Revenue

Consolidated revenue increased $610.1 million during the year ended December 31, 2021 compared to 2020. The increase in Consolidated revenue is attributable to the continuing growth of our operating businesses and the continued recovery from the macroeconomic effects of COVID-19. Multiplatform revenue increased $282.2 million, primarily resulting from stronger demand for broadcast advertising compared to the prior year. Digital Audio revenue increased $360.1 million, driven primarily by continuing increases in demand for digital advertising, including continued growth in podcasting. Audio & Media Services revenue decreased $26.8 million primarily due to decreases in political advertising revenue, partially offset by the continued recovery from the impact of COVID-19.

Direct Operating Expenses

Direct operating expenses increased $186.9 million during the year ended December 31, 2021 compared to 2020. The increase in Direct operating expenses was primarily driven by higher variable expenses resulting from our significant increase in revenue, including profit sharing expenses and third-party digital costs, as well as variable national and local event expenses resulting from the return of live events.

Selling, General and Administrative ("SG&A") Expenses

SG&A expenses increased $124.3 million during the year ended December 31, 2021 compared to 2020. The increase in Consolidated SG&A expenses was driven primarily by increased variable employee compensation expenses resulting primarily from higher bonus expense based on financial performance and higher sales commission expenses as a result of higher revenue. In the prior year the Company did not pay bonuses to the vast majority of employees. In addition, increased headcount resulting from investments in our digital businesses contributed to the increase in Consolidated SG&A expenses. These increases were partially offset by lower bad debt expense as well as lower employee compensation and other expenses resulting from our modernization and cost-reduction initiatives.

Depreciation and Amortization

Depreciation and amortization increased $66.5 million during 2021 compared to 2020, primarily as a result of increased capital expenditures, the impact of acquired businesses, and accelerated amortization of certain intangible assets.

Impairment Charges

We perform our annual impairment test on our goodwill and FCC licenses as of July 1 of each year. In addition, we test for impairment of intangible assets whenever events and circumstances indicate that such assets might be impaired. As part of our operating expense-savings initiatives, we have taken strategic actions to streamline our real estate footprint and related expenses, resulting in impairment charges due to the write-down of right-of-use assets and related fixed assets, including leasehold improvements. During the year ended December 31, 2021, we recognized non-cash impairment charges of $57.7 million related to certain of our right-of-use assets and leasehold improvements as a result of these cost-savings initiatives. In the year ended December 31, 2020, we recognized non-cash impairment charges to our goodwill and FCC licenses of $1.7 billion as a result of the adverse effects caused by the COVID-19 pandemic on estimated future cash flows in the first quarter of 2020. No impairment charges were recorded in 2021 in connection with our annual impairment testing of goodwill and FCC licenses.

Other Operating Expense, Net

Other operating expense, net of $32.3 million in 2021 related primarily to net losses recognized on asset disposals in connection with our real estate optimization initiatives. Other operating expense, net of $11.3 million in 2020, related primarily to net losses recognized on the disposal of assets.

Interest Expense, Net

Interest expense, net decreased $11.4 million during 2021 compared to 2020 primarily as a result of the impact of lower LIBOR rates and the $250.0 million voluntary repayment of our term loan facilities and amended incremental term loan facility in July 2021, partially offset by the issuance of incremental term loans in the third quarter of 2020.

Gain (Loss) on Investments, net

During the year ended December 31, 2021, we recognized a gain on investments, net of $43.6 million, primarily related to the sale of our investment in the San Antonio Spurs, partially offset by impairments of certain investments. During the year ended December 31, 2020, we recognized loss on investments, net of $9.3 million, primarily in connection with declines in the values of certain of our investments.

Other Expense, Net

Other expense, net was $15.0 million for the year ended December 31, 2021, which related primarily to the write-off of unamortized debt issuance costs upon our voluntary partial prepayment of our Term Loan Facilities in July 2021, and finance lease termination payments.

Other expense, net was $7.8 million for the year ended December 31, 2020, which related primarily to costs incurred to amend our Term Loan Facility and professional fees.

Income Tax Expense (Benefit)

The effective tax rate for the year ended December 31, 2021 was (5.6)%. The effective tax rate for the year ended December 31, 2021 was primarily impacted by the increase in valuation allowance against certain deferred tax assets, related primarily to disallowed interest expense carryforwards, due to uncertainty regarding the Company's ability to utilize those assets in future periods.

The effective tax rate for the year ended December 31, 2020 was 8.7%. The effective tax rate for the year ended December 31, 2020 was primarily impacted by the impairment charges discussed above. In addition, the Successor Company recorded deferred tax adjustments to state net operating losses and federal and state disallowed interest carryforwards as a result of the filing of 2019 tax returns and certain legal entity restructuring completed during the period. These deferred tax adjustments were partially offset by valuation allowances adjustments recorded during the year against certain federal and state deferred tax assets such as net operating loss carryforwards and disallowed interest carryforwards due to the uncertainty of the ability to utilize those assets in future periods.

Net Loss Attributable to the Company

Net loss attributable to the Company decreased to $159.2 million during the year ended December 31, 2021 compared to Net loss attributable to the Company of $1.9 billion during the year ended December 31, 2020, primarily as a result of the impairment charge recognized during the first quarter of 2020, the increase in revenue from the continuing growth of our operating businesses and the continued growth from the recovery from the macroeconomic effects of the COVID-19 pandemic.

Multiplatform Group Results

(In thousands)	Successor Company		
	Year Ended December 31,		%
	2021	2020	Change
Revenue	$ 2,489,018	$ 2,206,854	12.8 %
Operating expenses[(1)]	1,745,680	1,723,449	1.3 %
Segment Adjusted EBITDA	$ 743,338	$ 483,405	53.8 %
Segment Adjusted EBITDA margin	*29.9 %*	*21.9 %*	

[(1)] Operating expenses consist of Direct operating expenses and Selling, general and administrative expenses, excluding Restructuring expenses.

Revenue from our Multiplatform Group increased $282.2 million compared to 2020, primarily as a result of the continued recovery from the negative impact of the COVID-19 pandemic on our radio business. The increase in revenue was partially offset by lower political revenue compared to the prior year due to 2020 being a presidential election year. Broadcast revenue increased $207.4 million, or 12.9%, year-over-year, while Networks grew $18.1 million, or 3.7%, year-over-year. Revenue from Sponsorship and Events increased by $52.7 million, or 48.9%, year-over-year, primarily as a result of the return of live events.

Operating expenses increased $22.2 million, driven primarily by higher variable employee compensation expense including commission and bonus expense resulting from higher revenues and profitability, as well as higher talent and profit sharing fees, both driven by higher revenue, and higher expenses related to the return of live events. The increase was partially offset by lower bad debt expense as well as lower employee compensation and other expenses resulting from our modernization and cost-reduction initiatives.

Digital Audio Group Results

(In thousands)	Successor Company		
	Year Ended December 31,		%
	2021	2020	Change
Revenue	$ 834,482	$ 474,371	75.9 %
Operating expenses[(1)]	573,835	343,598	67.0 %
Segment Adjusted EBITDA	$ 260,647	$ 130,773	99.3 %
Segment Adjusted EBITDA margin	*31.2 %*	*27.6 %*	

[(1)] Operating expenses consist of Direct operating expenses and Selling, general and administrative expenses, excluding Restructuring expenses.

Revenue from our Digital Audio Group increased $360.1 million compared to the prior year, led by Digital, excluding Podcast revenue, which increased by $209.2 million, or 56.1%, year-over-year, and Podcast revenue, which increased by $150.9 million, or 148.4%, year-over-year, both of which were driven by increased content and demand for digital advertising. Digital Audio Group revenues increased as a result of general increased demand for digital advertising, the growing popularity of podcasting, the continued addition of premium content to our industry-leading podcast business and our improving ability to monetize our digital audiences and inventory utilizing our sales force and advertising technology platforms, partially driven by investments in the digital space.

Operating expenses increased $230.2 million in connection with our Digital Audio Group's significant revenue growth, due to the impact of increased variable employee compensation expense, variable content, talent costs, and third-party digital costs due to higher revenue, as well as increased content and production costs primarily resulting from the development of new podcasts. In addition, operating expenses increased due to additional headcount resulting from investments in the digital space.

Audio & Media Services Group Results

(In thousands)	Successor Company		
	Year Ended December 31,		%
	2021	2020	Change
Revenue	$ 247,957	$ 274,749	(9.8)%
Operating expenses[(1)]	171,766	180,081	(4.6)%
Segment Adjusted EBITDA	$ 76,191	$ 94,668	(19.5)%
Segment Adjusted EBITDA margin	*30.7 %*	*34.5 %*	

[(1)] Operating expenses consist of Direct operating expenses and Selling, general and administrative expenses, excluding Restructuring expenses.

Revenue from our Audio & Media Services Group decreased $26.8 million compared to 2020 due to lower political advertising revenue, partially offset by the continued recovery from the negative impact of the COVID-19 pandemic.

Operating expenses decreased $8.3 million primarily as a result of lower sales commissions due to lower revenues and lower expenses due to our modernization and cost-reduction initiatives.

The comparison of our consolidated results for the year ended December 31, 2020 to the combined results of year ended December 31, 2019 is as follows:

(In thousands)	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined
	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,
	2020	2019	2019	2019
Revenue	$ 2,948,218	$ 2,610,056	$ 1,073,471	$ 3,683,527
Operating expenses:				
Direct operating expenses (excludes depreciation and amortization)	1,137,807	860,313	370,612	1,230,925
Selling, general and administrative expenses (excludes depreciation and amortization)	1,395,010	1,052,484	491,449	1,543,933
Depreciation and amortization	402,929	249,623	52,834	302,457
Impairment charges	1,738,752	—	91,382	91,382
Other operating expense, net	11,344	8,000	154	8,154
Operating income (loss)	(1,737,624)	439,636	67,040	506,676
Interest expense (income), net	343,745	266,773	(499)	266,274
Loss on investments, net	(9,346)	(20,928)	(10,237)	(31,165)
Equity in loss of nonconsolidated affiliates	(379)	(279)	(66)	(345)
Other income (expense), net	(7,751)	(18,266)	23	(18,243)
Reorganization items, net	—	—	9,461,826	9,461,826
Income (loss) from continuing operations before income taxes	(2,098,845)	133,390	9,519,085	9,652,475
Income tax (benefit) expense	183,623	(20,091)	(39,095)	(59,186)
Income (loss) from continuing operations	(1,915,222)	113,299	9,479,990	9,593,289
Income from discontinued operations, net of tax	—	—	1,685,123	1,685,123
Net income (loss)	(1,915,222)	113,299	11,165,113	11,278,412
Less amount attributable to noncontrolling interest	(523)	751	(19,028)	(18,277)
Net income (loss) attributable to the Company	$ (1,914,699)	$ 112,548	$ 11,184,141	$ 11,296,689

The table below presents the comparison of our revenue streams for the periods presented:

(In thousands)	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined	
	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,	%
	2020	2019	2019	2019	Change
Broadcast Radio	$ 1,604,880	$ 1,575,382	$ 657,864	$ 2,233,246	(28.1)%
Networks	484,950	425,631	189,088	614,719	(21.1)%
Sponsorship and Events	107,654	159,187	50,330	209,517	(48.6)%
Other	9,370	14,211	6,606	20,817	(55.0)%
Multiplatform Group	**2,206,854**	**2,174,411**	**903,888**	**3,078,299**	**(28.3)%**
Digital, excluding Podcast	372,687	231,160	91,695	322,855	15.4 %
Podcast	101,684	42,229	11,094	53,323	90.7 %
Digital Audio Group	**474,371**	**273,389**	**102,789**	**376,178**	**26.1 %**
Audio & Media Services Group	**274,749**	**167,292**	**69,362**	**236,654**	**16.1 %**
Eliminations	(7,756)	(5,036)	(2,568)	**(7,604)**	
Revenue, total	**$ 2,948,218**	**$ 2,610,056**	**$ 1,073,471**	**$ 3,683,527**	**(20.0)%**

Revenue

Consolidated revenue decreased $735.3 million during the year ended December 31, 2020 compared to 2019. The decrease in Consolidated revenue is attributable to the macroeconomic effects of COVID-19, which began to unfold into a global pandemic in early March 2020, resulting in a significant economic downturn due to the shut-down of businesses and shelter-in-place orders, resulting in significant revenue declines impacting most of our revenue streams, primarily as a result of a decrease in broadcast radio advertising spend as a result of the COVID-19 pandemic. This decrease was partially offset by growth from our digital revenue streams. Multiplatform Group revenue decreased $871.4 million driven primarily by a decrease in Broadcast radio revenue as a result of the economic impacts of the COVID-19 pandemic. Digital Audio Group revenue increased $98.2 million, driven by continued growth in both podcasting and digital, excluding podcasting revenues each of which continued to experience increased advertiser demand. Audio and Media Services Group revenue increased $38.1 million primarily due to an increase in political revenue as a result of 2020 being a presidential election year, partially offset by the effects of COVID-19 on advertising spend.

Direct Operating Expenses

Consolidated direct operating expenses decreased $93.1 million during the year ended December 31, 2020 compared to 2019. The decrease in Consolidated direct operating expenses was driven primarily by lower employee compensation expenses resulting from our modernization initiatives and cost reduction initiatives taken in response to the COVID-19 pandemic. In addition, variable operating expenses, including music license and performance royalty fees, decreased in relation to lower revenue recognized during the year. Variable expenses related to events also decreased as a result of the postponement or cancellation of events in response to the COVID-19 pandemic. The decrease in Direct operating expenses was partially offset by severance payments and other costs specific to our modernization initiatives, as well as higher content costs from higher podcasting and digital subscription revenue.

SG&A Expenses

Consolidated SG&A expenses decreased $148.9 million during the year ended December 31, 2020 compared to 2019. The decrease in Consolidated SG&A expenses was driven primarily by lower employee compensation expenses resulting from cost reduction initiatives taken in response to the COVID-19 pandemic, along with lower sales commissions, which were impacted by the decrease in revenue. Travel and entertainment expenses also decreased primarily as a result of operating expense saving initiatives put into place in response to the COVID-19 pandemic, as well as trade and barter expenses primarily driven by lower Local trade expenses, which declined in line with lower trade revenue. The decrease in SG&A expenses was partially offset by costs incurred in relation to our modernization initiatives announced in the first quarter of 2020 and higher bad debt expense.

Depreciation and Amortization

Depreciation and amortization increased $100.5 million during 2020 compared to 2019, primarily as a result of the application of fresh start accounting, which resulted in significantly higher values of our tangible and intangible long-lived assets.

Impairment Charges

We perform our annual impairment test on our goodwill and FCC licenses as of July 1 of each year. In addition, we test for impairment of intangible assets whenever events and circumstances indicate that such assets might be impaired. As discussed above, as a result of the assumed potential adverse effects caused by the COVID-19 pandemic on estimated future cash flows, we performed an interim impairment test as of March 31, 2020 and we recognized non-cash impairment charges to our indefinite-lived intangible assets and goodwill of $1.7 billion in the first quarter of 2020. No impairment charges were recorded in the remainder of 2020 in connection with our annual impairment test which was performed in the third quarter of 2020.

We recognized non-cash impairment charges of $91.4 million in the first quarter of 2019 on our indefinite-lived FCC licenses as a result of an increase in our weighted average cost of capital. See Note 4, *Property, Plant and Equipment, Intangible Assets and Goodwill*, to the consolidated financial statements located in Item 8 of Part II of this Annual Report on Form 10-K for a further description of the impairment charges.

Other Operating Expense, Net

Other operating expense, net of $11.3 million and $8.2 million in 2020 and 2019, respectively, primarily related to net losses recognized on the disposal of assets.

Interest Expense, Net

Interest expense, net increased $77.5 million during 2020 compared to 2019 as a result of the interest recognized on the new debt issued in connection with our emergence from the Chapter 11 Cases. During the period from March 14, 2018 to May 1, 2019, while the Company was a debtor-in-possession, no interest expense was recognized on pre-petition debt. The increase was partially offset by a decrease in interest expense driven by the impact of lower LIBOR rates, as well as the impact of the amendment to the Term Loan Facility in the first quarter of 2020, resulting in a 1.00% reduction in the Term Loan Facility interest rate.

In the Predecessor period, we ceased to accrue interest expense on long-term debt, which was reclassified as Liabilities subject to compromise as of the Petition Date, resulting in $533.4 million in contractual interest not being accrued on pre-petition indebtedness for the period from January 1, 2019 to May 1, 2019.

Loss on Investments, net

During the years ended December 31, 2020 and 2019, we recognized loss on investments, net of $9.3 million and $31.2 million, respectively, primarily in connection with declines in the values of certain of our investments.

Other Expense, Net

Other expense, net was $7.8 million for the year ended December 31, 2020, which related primarily to costs incurred to amend our Term Loan Facility and professional fees incurred in connection with the Chapter 11 Cases.

Other expense, net was $18.2 million for the year ended December 31, 2019, which related primarily to professional fees incurred in connection with the Chapter 11 Cases in the Successor period. Such expenses were included within Reorganization items, net in the Predecessor period while the Company was a debtor-in-possession.

Reorganization Items, Net

During 2019, we recognized Reorganization items, net of $9,461.8 million related to our emergence from the Chapter 11 Cases, which consisted primarily of the net gain from the consummation of the Plan of Reorganization and the related settlement of liabilities. In addition, Reorganization items, net included professional fees recognized between the March 14, 2018 Petition Date and the May 1, 2019 Effective Date in connection with the Chapter 11 Cases. See Note 15, *Fresh Start Accounting*, to our consolidated financial statements included in Item 8 of Part II of this Annual Report on Form 10-K.

Income Tax Benefit (Expense)

The effective tax rate for the year ended December 31, 2020 was 8.7%. The effective tax rate for the year ended December 31, 2020 was primarily impacted by the impairment charges discussed above. In addition, we recorded deferred tax adjustments to state net operating losses and federal and state disallowed interest carryforwards as a result of the filing of 2019 tax returns and certain legal entity restructuring completed during the period. These deferred tax adjustments were partially offset by valuation allowances adjustments recorded during the year against certain federal and state deferred tax assets such as net operating loss carryforwards and disallowed interest carryforwards due to the uncertainty of the ability to utilize those assets in future periods.

The Successor Company's effective tax rate for the period from May 2, 2019 through December 31, 2019 was 15.1%. The effective tax rate for the Successor period was primarily impacted by deferred tax benefits recorded for changes in estimates related to the carryforward tax attributes that are expected to survive the emergence from bankruptcy and deferred tax adjustments associated with the filing of the Company's 2018 tax returns during the fourth quarter of 2019. The primary change to the 2018 tax return filings, when compared to the provision estimates, was the Company's decision to elect out of the first-year bonus depreciation rules for the 2018 year for all qualified capital expenditures. This resulted in less tax depreciation deductions for tax purposes for the 2018 year and higher adjusted tax basis for our fixed assets as of the Effective Date.

The Predecessor Company's effective tax rate for the period from January 1, 2019 through May 1, 2019 was 0.4%. The income tax expense for the period from January 1, 2019 through May 1, 2019 (Predecessor) primarily consisted of the income tax impacts from reorganization and fresh start adjustments, including adjustments to our valuation allowance. The Company recorded income tax benefits of $102.9 million for reorganization adjustments in the Predecessor period, primarily consisting of: (1) tax expense for the reduction in federal and state net operating loss ("NOL") carryforwards from the cancellation of debt income ("CODI") realized upon emergence; (2) tax benefit for the reduction in deferred tax liabilities attributed primarily to long-term debt that was discharged upon emergence; (3) tax benefit for the effective settlement of liabilities for unrecognized tax benefits that were discharged upon emergence; and (4) tax benefit for the reduction in valuation allowance resulting from the adjustments described above. The Company recorded income tax expense of $185.4 million for fresh start adjustments in the Predecessor period, consisting of $529.1 million tax expense for the increase in deferred tax liabilities resulting from fresh start accounting adjustments, which was partially offset by $343.7 million tax benefit for the reduction in the valuation allowance on our deferred tax assets.

Net Income (Loss) Attributable to the Company

Net income (loss) attributable to the Company decreased $13.2 billion to a Net loss of $1.9 billion during the year ended December 31, 2020 compared to net income of $11.3 billion during the year ended December 31, 2019. The Net loss attributable to the Company for the year ended December 31, 2020 primarily related to the $1.7 billion non-cash impairment charges to our indefinite-lived intangible assets and goodwill recognized in the first quarter of 2020. In 2019, the Net income attributable to the Company primarily related to the recognition of net gain from the consummation of the Plan of Reorganization and the related settlement of liabilities.

Multiplatform Group Results

(In thousands)	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined	
	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,	%
	2020	2019	2019	2019	Change
Revenue	$ 2,206,854	$ 2,174,411	$ 903,888	$ 3,078,299	(28.3)%
Operating expenses[(1)]	1,723,449	1,381,073	635,205	2,016,278	(14.5)%
Segment Adjusted EBITDA	$ 483,405	$ 793,338	$ 268,683	$ 1,062,021	(54.5)%
Segment Adjusted EBITDA margin	*21.9 %*	*36.5 %*	*29.7 %*	*34.5 %*	

[(1)] Operating expenses consist of Direct operating expenses and Selling, general and administrative expenses, excluding Restructuring expenses.

Revenue from our Multiplatform Group decreased $871.4 million compared to the comparative period in the prior year, primarily as a result of the negative impact of the COVID-19 pandemic on our radio business. Broadcast revenue decreased $628.4 million, or 28.1%, year-over-year. The decrease in Broadcast radio revenue was partially offset by a $70.5 million increase in political revenue as a result of 2020 being a presidential election year. Revenue from our Networks businesses, including both Premiere and Total Traffic & Weather, was also impacted by the downturn, resulting in a decrease of $129.8 million, or 21.1%. Revenue from Sponsorship and Events decreased by $101.9 million, or 48.6%, primarily as a result of the cancellations of events in response to the COVID-19 pandemic.

Operating expenses decreased $292.8 million, driven primarily by lower employee compensation expenses resulting from our modernization initiatives and cost reduction initiatives taken in response to the COVID-19 pandemic. In addition, variable operating expenses, including sales commissions, trade and barter expenses and music license fees, decreased in relation to lower revenue recognized during the year. Variable expenses related to events also decreased as a result of the postponement or cancellation of events in response to the COVID-19 pandemic. These decreases were partially offset by higher bad debt expense.

Digital Audio Group Results

(In thousands)	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined	
	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,	%
	2020	2019	2019	2019	Change
Revenue	$ 474,371	$ 273,389	$ 102,789	$ 376,178	26.1 %
Operating expenses[(1)]	343,598	194,366	88,621	282,987	21.4 %
Segment Adjusted EBITDA	$ 130,773	$ 79,023	$ 14,168	$ 93,191	40.3 %
Segment Adjusted EBITDA margin	*27.6 %*	*28.9 %*	*13.8 %*	*24.8 %*	

[(1)] Operating expenses consist of Direct operating expenses and Selling, general and administrative expenses, excluding Restructuring expenses.

Revenue from our Digital Audio Group increased $98.2 million compared to the prior year driven by Podcast revenue, which increased by $48.4 million, or 90.7%, year-over-year, driven by continued growth in podcasting, including for both new and existing podcasts, and Digital, excluding Podcast revenue, which increased by $49.8 million, or 15.4%, year-over-year, driven by increased demand for digital advertising. Digital Audio Group revenues increased as a result of general increased demand for digital advertising, the growing popularity of podcasting, the continued addition of premium content to our industry-leading podcast business and our improving ability to monetize our digital audiences and inventory utilizing our sales force and advertising technology platforms, partially driven by investments in the digital space.

Operating expenses increased $60.6 million in connection with our Digital Audio Group's revenue growth, including the impact of variable content and talent costs and third-party digital costs due to higher revenue as well as increased content and production costs primarily resulting from the development of new and existing podcasts.

Audio & Media Services Group Results

(In thousands)	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined	
	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,	%
	2020	2019	2019	2019	Change
Revenue	$ 274,749	167,292	69,362	$ 236,654	16.1 %
Operating expenses[1]	180,081	120,685	55,278	175,963	2.3 %
Segment Adjusted EBITDA	$ 94,668	$ 46,607	$ 14,084	$ 60,691	56.0 %
Segment Adjusted EBITDA margin	*34.5 %*	*27.9 %*	*20.3 %*	*25.6 %*	

[1] Operating expenses consist of Direct operating expenses and Selling, general and administrative expenses, excluding Restructuring expenses.

Revenue from our Audio & Media Services Group increased $38.1 million compared to the comparative period in the prior year primarily due to a $61.8 million increase in political revenue as a result of 2020 being a presidential election year, partially offset by the effects of COVID-19 on advertising spend.

Operating expenses increased $4.1 million primarily as a result of variable costs due to higher revenue, including higher variable compensation expenses.

Non-GAAP Financial Measures

Reconciliations of Operating Income (Loss) to Adjusted EBITDA

(In thousands)	Successor Company	
	Year Ended December 31,	
	2021	2020
Operating income (loss)	$ 154,857	$ (1,737,624)
Depreciation and amortization[1]	469,417	402,929
Impairment charges	57,734	1,738,752
Other operating expense, net	32,320	11,344
Share-based compensation expense	23,543	22,862
Restructuring and reorganization expenses	73,262	100,410
Adjusted EBITDA[2]	$ 811,133	$ 538,673

(In thousands)	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined[2]
	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,
	2020	2019	2019	2019
Operating income (loss)	$ (1,737,624)	$ 439,636	$ 67,040	$ 506,676
Depreciation and amortization[1]	402,929	249,623	52,834	302,457
Impairment charges	1,738,752	—	91,382	91,382
Other operating expense, net	11,344	8,000	154	8,154
Share-based compensation expense	22,862	26,411	498	26,909
Restructuring and reorganization expenses	100,410	51,879	13,241	65,120
Adjusted EBITDA[2]	$ 538,673	$ 775,549	$ 225,149	$ 1,000,698

Reconciliations of Net Income (Loss) to EBITDA and Adjusted EBITDA

(In thousands)	Successor Company	
	Year Ended December 31,	
	2021	2020
Net loss	$ (158,389)	$ (1,915,222)
Income tax (benefit) expense	8,391	(183,623)
Interest expense, net	332,384	343,745
Depreciation and amortization	469,417	402,929
EBITDA	$ 651,803	$ (1,352,171)
(Gain) loss on investments, net	(43,643)	9,346
Other expense, net	14,976	7,751
Equity in loss of nonconsolidated affiliates	1,138	379
Impairment charges	57,734	1,738,752
Other operating expense, net	32,320	11,344
Share-based compensation expense	23,543	22,862
Restructuring expenses	73,262	100,410
Adjusted EBITDA(2)	$ 811,133	$ 538,673

(In thousands)	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined
	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,
	2020	2019	2019	2019
Net income (loss)	(1,915,222)	113,299	11,165,113	11,278,412
Income from discontinued operations, net of tax	—	—	(1,685,123)	(1,685,123)
Income tax (benefit) expense	(183,623)	20,091	39,095	59,186
Interest expense (income), net(3)	343,745	266,773	(499)	266,274
Depreciation and amortization(1)	402,929	249,623	52,834	302,457
EBITDA	$ (1,352,171)	$ 649,786	$ 9,571,420	$ 10,221,206
Reorganization items, net	—	—	(9,461,826)	(9,461,826)
Loss on investments, net	9,346	20,928	10,237	31,165
Other (income) expense, net	7,751	18,266	(23)	18,243
Equity in loss of nonconsolidated affiliates	379	279	66	345
Impairment charges	1,738,752	—	91,382	91,382
Other operating expense, net	11,344	8,000	154	8,154
Share-based compensation expense	22,862	26,411	498	26,909
Restructuring and reorganization expenses	100,410	51,879	13,241	65,120
Adjusted EBITDA(2)	$ 538,673	$ 775,549	$ 225,149	$ 1,000,698

(1) Increase in Depreciation and amortization for the year ended December 31, 2020 and the period from May 2, 2019 through December 31, 2019 is driven by the application of fresh start accounting, resulting in significantly higher values of our tangible and intangible assets.

(2) We define Adjusted EBITDA as consolidated Operating income (loss) adjusted to exclude restructuring and reorganization expenses included within Direct operating expenses and SG&A expenses, and share-based compensation expenses included within SG&A expenses, as well as the following line items presented in our Statements of Operations: Depreciation and amortization, Impairment charges and Other operating expense, net. Alternatively, Adjusted EBITDA is calculated as Net income (loss), adjusted to exclude

Income tax (benefit) expense, Interest expense, net, Depreciation and amortization, Loss (gain) on investments, net, Other expense, net, Equity in loss of nonconsolidated affiliates, net, Impairment charges, Other operating expense, net, Share-based compensation expense, and restructuring and reorganization expenses. Restructuring expenses primarily include expenses incurred in connection with cost-saving initiatives, as well as certain expenses, which, in the view of management, are outside the ordinary course of business or otherwise not representative of the Company's operations during a normal business cycle. Reorganization expenses primarily include the amortization of retention bonus amounts paid or payable to certain members of management directly as a result of the Reorganization. We use Adjusted EBITDA, among other measures, to evaluate the Company's operating performance. This measure is among the primary measures used by management for the planning and forecasting of future periods, as well as for measuring performance for compensation of executives and other members of management. We believe this measure is an important indicator of our operational strength and performance of our business because it provides a link between operational performance and operating income. It is also a primary measure used by management in evaluating companies as potential acquisition targets. We believe the presentation of this measure is relevant and useful for investors because it allows investors to view performance in a manner similar to the method used by management. We believe it helps improve investors' ability to understand our operating performance and makes it easier to compare our results with other companies that have different capital structures or tax rates. In addition, we believe this measure is also among the primary measures used externally by our investors, analysts and peers in our industry for purposes of valuation and comparing our operating performance to other companies in our industry. Since Adjusted EBITDA is not a measure calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, operating income or net income (loss) as an indicator of operating performance and may not be comparable to similarly titled measures employed by other companies. Adjusted EBITDA is not necessarily a measure of our ability to fund our cash needs. Because it excludes certain financial information compared with operating income and compared with consolidated net income (loss), the most directly comparable GAAP financial measures, users of this financial information should consider the types of events and transactions which are excluded.

(3) Increase in Interest expense (income), net is driven by the interest recognized on the new debt issued in connection with our emergence from the Chapter 11 Cases. During the period from March 14, 2018 to May 1, 2019, while the Company was in debtor-in-possession, no interest expense was recognized on pre-petition debt.

Reconciliations of Cash provided by (used for) operating activities from continuing operations to Free cash flow from (used for) continuing operations

(In thousands)	Successor Company	
	Year Ended December 31,	
	2021	2020
Cash provided by operating activities from continuing operations	$ 330,573	$ 215,945
Purchases of property, plant and equipment by continuing operations	(183,372)	(85,205)
Free cash flow from continuing operations[1]	$ 147,201	$ 130,740

(In thousands)	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined
	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,
	2020	2019	2019	2019
Cash provided by (used for) operating activities from continuing operations[2]	$ 215,945	$ 468,905	$ (7,505)	$ 461,400
Less: Purchases of property, plant and equipment by continuing operations	(85,205)	(75,993)	(36,197)	(112,190)
Free cash flow from (used for) continuing operations[2]	$ 130,740	$ 392,912	$ (43,702)	$ 349,210

(1) We define Free cash flow from (used for) continuing operations ("Free Cash Flow") as Cash provided by operating activities less capital expenditures, which is disclosed as Purchases of property, plant and equipment in the Company's Consolidated Statements of Cash Flows. We use Free Cash Flow, among other measures, to evaluate the Company's liquidity and its ability to generate cash flow. We believe that Free Cash Flow is meaningful to investors because we review cash flows generated from operations after taking into consideration capital expenditures due to the fact that these expenditures are considered to be a necessary component of ongoing operations. In addition, we believe that Free Cash Flow helps improve investors' ability to compare our liquidity with other companies. Since Free Cash Flow is not a measure calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, Cash provided by operating activities and may not be comparable to similarly titled measures employed by other companies. Free Cash Flow is not necessarily a measure of our ability to fund our cash needs.

(2) Cash provided by operating activities from continuing operations for the year ended December 31, 2019 was impacted primarily by an increase of $165.1 million in cash paid for interest. Our debt issued upon emergence was outstanding from the period of May 2, 2019 to December 31, 2019, resulting in cash interest payments of $183.8 million. Cash provided by operating activities was also impacted by a $97.9 million increase in cash payments for Reorganization items, which consisted primarily of bankruptcy-related professional fees, as well as payments for settlement of pre-petition liabilities upon our emergence from bankruptcy.

Share-Based Compensation Expense

Historically, we had granted restricted shares of the Company's Class A common stock to certain key individuals. In connection with the effectiveness of our Plan of Reorganization, all unvested restricted shares were canceled.

Pursuant to our 2019 Incentive Equity Plan ("2019 Plan") we adopted in connection with the effectiveness of our Plan of Reorganization as well as our 2021 Long-Term Incentive Award Plan ("2021 Plan"), we have granted restricted stock units and options to purchase shares of the Company's Class A common stock to our employees and directors. The 2021 Plan was approved in April 2021. In connection with its approval, our 2019 Plan was terminated and we are not able to grant future awards under the 2019 Plan. The terms and conditions of the 2019 Plan continue to govern any outstanding awards under this plan.

Share-based compensation expenses are recorded in corporate expenses and were $23.5 million, $22.9 million and $26.9 million for the years ended December 31, 2021, 2020 and 2019, respectively.

In August 2020, we issued performance-based restricted stock units (“Performance RSUs”) to certain key employees. Such Performance RSUs vest upon the achievement of critical operational (cost savings) improvements and specific environmental, social and governance initiatives, which are being measured over an approximately 18-month period from the date of issuance. In the year ended December 31, 2021, we recognized $1.6 million in relation to these performance-based RSUs. In the year ended December 31, 2020, we recognized $3.4 million in relation to these performance-based RSUs.

As of December 31, 2021, there was $39.6 million of unrecognized compensation cost related to unvested share-based compensation arrangements with vesting based on service conditions. This cost is expected to be recognized over a weighted average period of approximately 2 years.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

The following discussion highlights cash flow activities during the periods presented:

(In thousands)	Successor Company	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined
	Year Ended December 31,	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,
	2021	2020	2019	2019	2019
Cash provided by (used for):					
Operating activities	$ 330,573	$ 215,945	$ 468,905	$ (40,186)	$ 428,719
Investing activities	$ (346,790)	$ (147,813)	$ (73,278)	$ (261,144)	$ (334,422)
Financing activities	$ (352,124)	$ 241,180	$ (58,033)	$ (55,557)	$ (113,590)
Free Cash Flow(1)	$ 147,201	$ 130,740	$ 392,912	$ (43,702)	$ 349,210

(1) For a definition of Free cash flow from continuing operations and a reconciliation to Cash provided by operating activities from continuing operations, the most closely comparable GAAP measure, please see “Reconciliation of Cash provided by (used for) operating activities from continuing operations to Free cash flow from (used for) continuing operations” in this MD&A.

Operating Activities

2021

Cash provided by operating activities was $330.6 million in 2021 compared to $215.9 million of cash provided by operating activities in 2020.

Cash provided by operating activities increased from $215.9 million in 2020 to $330.6 million in 2021 primarily as a result of an increase in cash flows generated from higher revenues and operating profitability as the Company's businesses continue to recover from the impact of the COVID-19 pandemic. The increase in cash provided by operating activities was partially offset by changes in working capital balances, particularly accounts receivable, which was impacted by the timing of collections.

2020

Cash provided by operating activities was $215.9 million in 2020 compared to $428.7 million of cash provided by operating activities in 2019.

Cash provided by operating activities from continuing operations decreased from $461.4 million in 2019 to $215.9 million in 2020 primarily as a result of a decrease in Revenue driven by the decline in advertising spend resulting from the economic slow-down caused by the COVID-19 pandemic. In addition, cash interest payments made by continuing operations increased $169.6 million in 2020 compared to 2019 as a result of interest payments on our debt issued upon our emergence. The Company ceased paying interest on long-term debt after the March 14, 2018 petition date until the Company emerged from bankruptcy on May 1, 2019. The decrease was partially offset by changes in working capital balances, particularly accounts receivable, which was impacted by improved collections, and accrued expenses, which was impacted by the timing of payments. In addition, payments made in relation to Reorganization items, net were $201.2 million lower in the year ended December 31, 2020 compared to the year ended December 31, 2019.

2019

Cash provided by operating activities was $428.7 million in 2019 compared to $966.7 million of cash provided by operating activities in 2018. The primary driver for the change in cash provided by operating activities was a $258.1 million decrease in operating cash flows provided by discontinued operations, which decreased from a cash inflow of $225.5 million in the year ended December 31, 2018 to a cash outflow of $32.7 million in the year ended December 31, 2019.

Cash provided by operating activities from continuing operations decreased from $741.2 million in 2018 to $461.4 million in 2019 primarily as a result of cash interest payments made by continuing operations, which increased $165.1 million as a result of interest payments on our debt issued upon our emergence compared to pre-petition interest payments made in the prior year. The Company ceased paying interest on long-term debt classified as Liabilities subject to compromise after the March 14, 2018 petition date. In addition, cash decreased as a result of cash payments for Reorganization items, including payments for prepetition liabilities and for bankruptcy-related professional fees, upon our emergence from bankruptcy on May 1, 2019. Such payments for Reorganization items were $97.9 million higher in the year ended December 31, 2019 compared to the year ended December 31, 2018.

Investing Activities

2021

Cash used for investing activities of $346.8 million in 2021 primarily reflects the net cash payment made to acquire Triton Digital for $228.5 million. In addition, $183.4 million in cash was used for capital expenditures, reflecting a $98.2 million increase in capital expenditures compared to the prior year. The increase in capital expenditures relates primarily to incremental spend in 2021 for infrastructure and IT in connection with our real estate optimization and modernization initiatives compared to 2020 which experienced lower capital expenditures as a result of cash flow preservation actions taken in response to the economic impacts of the COVID-19 pandemic. Cash used for investing activities was partially offset by cash provided by investing activities primarily related to proceeds of $50.8 million received mostly from the sale of our investment in the San Antonio Spurs.

2020

Cash used for investing activities of $147.8 million in 2020 was driven primarily by capital expenditures of $85.2 million primarily related to IT software and infrastructure, reflecting a $27.0 million decrease in capital expenditures compared to the prior year as a result of actions taken in response to the COVID-19 pandemic. In addition, we used $62.1 million of cash to acquire certain strategic businesses including Voxnest which was acquired in the fourth quarter of 2020.

2019

Cash used for investing activities of $334.4 million in 2019 primarily reflects $222.4 million in cash used for investing activities from discontinued operations. In addition, we used $112.2 million for capital expenditures, primarily related to IT software and infrastructure.

Financing Activities

2021

Cash used for financing activities of $352.1 million in 2021 primarily resulted from the $250.0 million voluntary repayment of our term loan credit facilities in connection with the repricing transaction, and required quarterly principal payments made on our Term Loan Facility and repayment of a subsidiary note payable. As a result of our voluntary prepayment, our Term Loan Facility no longer requires quarterly principal payments.

2020

Cash provided by financing activities of $241.2 million in 2020 primarily resulted from the net proceeds of $425.8 million from the issuance of incremental term loan commitments, offset by the $150.0 million prepayment on our Term Loan Facility in the first quarter 2020, along with required quarterly principal payments made on our term loan credit facilities.

2019

Cash used for financing activities of $113.6 million in 2019 primarily resulted from the net payment by iHeartCommunications to CCOH as CCOH's recovery of its claims under the Due from iHeartCommunications Note and settlement of the post-petition intercompany note balance, partially offset by $60.0 million in proceeds received from the issuance of the iHeart Operations Preferred Stock.

Sources of Liquidity and Anticipated Cash Requirements

Our primary sources of liquidity are cash on hand, which consisted of cash and cash equivalents of $352.1 million as of December 31, 2021, cash flow from operations and borrowing capacity under our $450.0 million ABL Facility. As of December 31, 2021, iHeartCommunications had no amounts outstanding under the ABL Facility, a facility size of $450.0 million and $26.9 million in outstanding letters of credit, resulting in $423.1 million of borrowing base availability. Together with our cash balance of $352.1 million as of December 31, 2021 and our borrowing capacity under the ABL Facility, our total available liquidity[1] was approximately $775 million.

On July 16, 2021, we amended the Term Loan credit facilities and voluntarily prepaid $250.0 million of borrowings outstanding under these facilities using cash on hand. On October 27, 2021, iHeart Operations repurchased all of the iHeart Operations Preferred Stock with cash on hand for an aggregate price of $64.4 million ("Redemption Price"), including accrued dividends, upon obtaining consent from the third party investor. The Redemption Price included a negotiated make-whole premium as the redemption occurred prior to the optional redemption date set forth in the Certificate of Designation governing the iHeart Operations Preferred Stock. Subsequent to the transaction, the preferred shares were retired and cancelled and are no longer outstanding.

We continue to evaluate the ongoing impact of COVID-19 on our business. The challenges that COVID-19 has created for advertisers and consumers have had an adverse impact on our revenue for the twelve months ended December 31, 2021 and have created a business outlook that is less clear in the near term. Although our results continued to be impacted by the effects of the COVID-19 pandemic, our revenue for the year ended December 31, 2021 increased significantly compared to the year ended December 31, 2020. We believe that we have sufficient liquidity to continue to fund our operations for at least the next twelve months.

We are a party to many contractual obligations involving commitments to make payments to third parties. These obligations impact our short-term and long-term liquidity and capital resource needs. Certain contractual obligations are reflected on the Consolidated Balance Sheet as of December 31, 2021, while others are considered future commitments. Our contractual obligations primarily consist of long-term debt and related interest payments, commitments under non-cancelable operating lease agreements, and employment and talent contracts. In addition to our contractual obligations, we expect that our

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[1] Total available liquidity defined as cash and cash equivalents plus available borrowings under the ABL Facility. We use total available liquidity to evaluate our capacity to access cash to meet obligations and fund operations.

primary anticipated uses of liquidity in 2022 will be to fund our working capital, make interest and tax payments, fund capital expenditures, pursue certain strategic opportunities and maintain operations.

We anticipate that we will have approximately $312 million of cash interest payments in 2022. For a description of the Company's future maturities of long-term debt, see Note 6, *Long-Term Debt*, and for a description of the Company's non-cancelable operating lease agreements, see Note 7, *Commitments and Contingencies*.

We believe that our cash balance, our cash flow from operations and availability under our ABL Facility provide us with sufficient liquidity to fund our core operations, maintain key personnel and meet our other material obligations for at least the next twelve months. In addition, none of our long-term debt includes maintenance covenants that could trigger early repayment. We fully appreciate the unprecedented challenges posed by the COVID-19 pandemic, however, we remain confident in our business, our employees and our strategy. Further, we believe our available liquidity will allow us to fund capital expenditures and other obligations and make interest payments on our long-term debt. If these sources of liquidity need to be augmented, additional cash requirements would likely be financed through the issuance of debt or equity securities; however, there can be no assurances that we will be able to obtain additional debt or equity financing on acceptable terms or at all in the future.

We frequently evaluate strategic opportunities, and we expect from time to time to pursue acquisitions or dispose of certain businesses, which may or may not be material.

In connection with the Emergence, we entered into the following transactions which may require ongoing capital commitments:

Tax Matters Agreement

In connection with the separation (the "Separation") of Clear Channel Outdoor Holdings, Inc. ("CCOH") as part of the Company's Plan of Reorganization, we entered into the Tax Matters Agreement by and among iHeartMedia, iHeartCommunications, iHeart Operations, Inc., Clear Channel Holdings, Inc., CCOH and Clear Channel Outdoor, Inc., to allocate the responsibility of iHeartMedia and its subsidiaries, on the one hand, and CCOH and its subsidiaries, on the other, for the payment of taxes arising prior and subsequent to, and in connection with, the Separation.

The Tax Matters Agreement requires that iHeartMedia and iHeartCommunications indemnify CCOH and its subsidiaries, and their respective directors, officers and employees, and hold them harmless, on an after-tax basis, from and against certain tax claims related to the Separation. In addition, the Tax Matters Agreement requires that CCOH indemnify iHeartMedia for certain income taxes paid by iHeartMedia on behalf of CCOH and its subsidiaries.

Sources of Capital

As of December 31, 2021 and December 31, 2020, we had the following debt outstanding, net of cash and cash equivalents:

(In thousands)	Successor Company	
	December 31, 2021	December 31, 2020
Term Loan Facility due 2026[1]	$ 1,864,032	$ 2,080,259
Incremental Term Loan Facility due 2026[1]	401,220	447,750
Asset-based Revolving Credit Facility due 2023	—	—
6.375% Senior Secured Notes due 2026	800,000	800,000
5.25% Senior Secured Notes due 2027	750,000	750,000
4.75% Senior Secured Notes due 2028	500,000	500,000
Other secured subsidiary debt	5,350	22,753
Total consolidated secured debt	$ 4,320,602	$ 4,600,762
8.375% Senior Unsecured Notes due 2027	1,450,000	1,450,000
Other unsecured subsidiary debt	90	6,782
Purchase accounting adjustments and original issue discount	(13,454)	(18,817)
Long-term debt fees	(18,370)	(21,797)
Total Debt	5,738,868	6,016,930
Less: Cash and cash equivalents	352,129	720,662
Net Debt	$ 5,386,739	$ 5,296,268

(1) On July 16, 2021, iHeartCommunications, Inc. ("iHeartCommunications") entered into an amendment to the credit agreement governing its Term Loan credit facilities. The amendment reduces the interest rate of its Incremental Term Loan Facility due 2026 to a Eurocurrency Rate of LIBOR plus a margin of 3.25% and floor of 0.50% (from LIBOR plus a margin of 4.00% and floor of 0.75%). The Base Rate interest amount was reduced to Base Rate plus a margin of 2.25% and floor of 1.50%. In connection with the amendment, iHeartCommunications voluntarily prepaid $250.0 million of borrowings outstanding under the Term Loan credit facilities with cash on hand, resulting in a reduction of $44.3 million of the existing Incremental Term Loan Facility due 2026 and $205.7 million of the Term Loan Facility due 2026.

For additional information regarding our debt, including the terms of the governing documents, refer to Note 6, *Long-Term Debt*, to our consolidated financial statements located in Item 8 of Part II of this Annual Report on Form 10-K.

Exchange of Special Warrants

On July 25, 2019, the Company filed the PDR with the FCC to permit up to 100% of the Company’s voting stock to be owned by non-U.S. individuals and entities. On November 5, 2020, the FCC issued the 2020 Declaratory Ruling granting the relief requested by the PDR, subject to certain conditions set forth therein.

On January 8, 2021, the Company exchanged a portion of the outstanding Special Warrants into 45,133,811 shares of iHeartMedia Class A common stock, the Company’s publicly traded equity, and 22,337,312 Class B common stock in compliance with the Declaratory Ruling, the Communications Act and FCC rules. Following the Exchange, the Company's remaining Special Warrants continue to be exercisable for shares of Class A common stock or Class B common stock. There were 120,270,406 shares of Class A common stock, 21,589,449 shares of Class B common stock and 5,293,069 Special Warrants outstanding on February 18, 2022.

Supplemental Financial Information under Debt Agreements

Pursuant to iHeartCommunications' material debt agreements, Capital I, the parent guarantor and a subsidiary of iHeartMedia, is permitted to satisfy its reporting obligations under such agreements by furnishing iHeartMedia's consolidated financial information and an explanation of the material differences between iHeartMedia's consolidated financial information, on the one hand, and the financial information of Capital I and its consolidated restricted subsidiaries, on the other hand. Because neither iHeartMedia nor iHeartMedia Capital II, LLC, a wholly-owned direct subsidiary of iHeartMedia and the parent of Capital I, have any operations or material assets or liabilities, there are no material differences between iHeartMedia's consolidated financial information for the year ended December 31, 2021, and Capital I's and its consolidated restricted subsidiaries' financial information for the same period. Further, as of December 31, 2021, we were in compliance with all covenants related to our debt agreements.

Uses of Capital

Capital Expenditures

Capital expenditures for the years ended December 31, 2021, 2020 and 2019 were as follows:

(In thousands)	Successor Company	Successor Company	Successor Company	Predecessor Company	Non-GAAP Combined
	Year Ended December 31,	Year Ended December 31,	Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,	Year Ended December 31,
	2021	2020	2019	2019	2019
Multiplatform Group	$ 130,894	$ 51,559	$ 48,096	$ 25,270	$ 73,366
Digital Audio Group	23,907	16,086	10,505	4,694	15,199
Audio and Media Services Group	14,515	5,105	3,980	1,263	5,243
Corporate	14,056	12,455	13,412	4,970	18,382
Total capital expenditures	$ 183,372	$ 85,205	$ 75,993	$ 36,197	$ 112,190

Our capital expenditures were not individually significant and primarily relate to studio and broadcast equipment, leasehold improvements, and software.

Dividends

Holders of shares of our Class A common stock are entitled to receive dividends, on a per share basis, when and if declared by our Board out of funds legally available therefor and whenever any dividend is made on the shares of our Class B common stock subject to certain exceptions set forth in our certificate. See Note 9, *Stockholders' Equity*, to our consolidated financial statements located in Item 8 of Part II of this Annual Report on Form 10-K.

Commitments, Contingencies and Guarantees

We are currently involved in certain legal proceedings arising in the ordinary course of business and, as required, have accrued our estimate of the probable costs for resolution of those claims for which the occurrence of loss is probable and the amount can be reasonably estimated. These estimates have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in our assumptions or the effectiveness of our strategies related to these proceedings. Please refer to Item 3. "Legal Proceedings" within Part I of this Annual Report on Form 10-K.

Certain agreements relating to acquisitions provide for purchase price adjustments and other future contingent payments based on the financial performance of the acquired companies generally over a one to five-year period. The aggregate of these contingent payments, if performance targets are met, would not significantly impact our financial position or results of operations.

We have future cash obligations under various types of contracts. We lease office space, certain broadcast facilities and equipment. Some of our lease agreements contain renewal options and annual rental escalation clauses (generally tied to the consumer price index), as well as provisions for our payment of utilities and maintenance.

We have non-cancellable contracts in our radio broadcasting operations related to program rights and music license fees.

In the normal course of business, our broadcasting operations have minimum future payments associated with employee and talent contracts. These contracts typically contain cancellation provisions that allow us to cancel the contract with good cause.

SEASONALITY

Typically, the Company experiences their lowest financial performance in the first quarter of the calendar year. We expect this trend to continue in the future. Due to this seasonality and certain other factors, the results for the interim periods may not be indicative of results for the full year. In addition, we are impacted by political cycles and generally experience higher revenues in congressional election years, and particularly in presidential election years. This may affect comparability of results between years.

MARKET RISK

We are exposed to market risks arising from changes in market rates and prices, including movements in interest rates, foreign currency exchange rates and inflation.

Interest Rate Risk

A significant amount of our long-term debt bears interest at variable rates. Accordingly, our earnings will be affected by changes in interest rates. As of December 31, 2021, approximately 39% of our aggregate principal amount of long-term debt bore interest at floating rates. Assuming the current level of borrowings and assuming a 50% change in LIBOR, it is estimated that our interest expense for the year ended December 31, 2021 would have changed by $1.0 million.

In the event of an adverse change in interest rates, management may take actions to mitigate our exposure. However, due to the uncertainty of the actions that would be taken and their possible effects, the preceding interest rate sensitivity analysis assumes no such actions. Further, the analysis does not consider the effects of the change in the level of overall economic activity that could exist in such an environment.

Inflation

Inflation is a factor in our business and we continue to seek ways to mitigate its effect. Inflation has affected our performance in terms of higher costs for wages, salaries and equipment. We believe the effects of inflation, if any, on our historical results of operations and financial condition have been immaterial. Although we are unable to determine the exact impact of inflation, we believe the impact will continue to be immaterial considering the actions we may take in response to these higher costs that may arise as a result of inflation.

NEW ACCOUNTING PRONOUNCEMENTS

For information regarding new accounting pronouncements, refer to Note 1, *Summary of Significant Accounting Policies*.

CRITICAL ACCOUNTING ESTIMATES

The preparation of our financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. On an ongoing basis, we evaluate our estimates that are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The result of these evaluations forms the basis for making judgments about the carrying values of assets and liabilities and the reported amount of expenses that are not readily apparent from other sources. Because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such difference could be material. Our significant accounting policies are discussed in the notes to our consolidated financial statements included in Item 8 of Part II of this Annual Report on Form 10-K. Management believes that the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. The following narrative describes these critical accounting estimates, the judgments and assumptions and the effect if actual results differ from these assumptions.

Allowance for Doubtful Accounts

We evaluate the collectability of our accounts receivable based on a combination of factors. In circumstances where we are aware of a specific customer's inability to meet its financial obligations, we record a specific reserve to reduce the amounts recorded to what we believe will be collected. For all other customers, we recognize reserves for bad debt based on historical experience for each business unit, adjusted for changes in the agings and in current economic conditions.

If our agings were to improve or deteriorate resulting in a 10% change in our allowance, we estimated that our bad debt expense for the year ended December 31, 2021 would have changed by approximately $2.9 million.

Leases

The most significant estimates used by management in accounting for leases and the impact of these estimates are as follows:

Expected lease term: Our expected lease term includes both contractual lease periods and cancellable option periods where failure to exercise such options would result in an economic penalty. The expected lease term is used in determining whether the lease is accounted for as an operating lease or a finance lease. A lease is considered a finance lease if the lease term exceeds 75% of the leased asset's useful life. The expected lease term is also used in determining the depreciable life of the asset. An increase in the expected lease term will increase the probability that a lease may be considered a finance lease and will generally result in higher interest and depreciation expense for a leased property.

Incremental borrowing rate: The incremental borrowing rate is primarily used in determining whether the lease is accounted for as an operating lease or a finance lease. A lease is considered a finance lease if the net present value of the minimum lease payments is greater than 90% of the fair market value of the property. An increase in the incremental borrowing rate decreases the net present value of the minimum lease payments and reduces the probability that a lease will be considered a finance lease.

Fair market value of leased asset: The fair market value of leased property is generally estimated based on comparable market data as provided by third-party sources. Fair market value is used in determining whether the lease is accounted for as an operating lease or a finance lease. A lease is considered a finance lease if the net present value of the minimum lease payments equals or exceeds 90% of the fair market value of the leased property. A higher fair market value reduces the likelihood that a lease will be considered a finance lease.

Subleases: When the decision is made to abandon a leased property before the expiration of the lease term, we assess whether such property will be subleased. Judgement is required in determining if a leased property can be subleased, estimated sublease payments to be received and the length of time it would take for the sublease to be obtained. These assumptions are generally based on historical experience as well as current and expected market conditions using information provided by third-party sources. The fair value of our leased assets may be impacted if actual results differ from our assumptions.

Long-lived Assets

Long-lived assets, including plant and equipment and definite-lived intangibles, are reported at historical cost less accumulated depreciation and amortization. We estimate the useful lives for various types of advertising structures and other long-lived assets based on our historical experience and our plans regarding how we intend to use those assets. Our experience indicates that the estimated useful lives applied to our portfolio of assets have been reasonable, and we do not expect significant changes to the estimated useful lives of our long-lived assets in the future. When we determine that structures or other long-lived assets will be disposed of prior to the end of their useful lives, we estimate the revised useful lives and depreciate the assets over the revised period. We also review long-lived assets for impairment when events and circumstances indicate that depreciable and amortizable long-lived assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. When specific assets are determined to be unrecoverable, the cost basis of the asset is reduced to reflect the current fair market value.

We use various assumptions in determining the remaining useful lives of assets to be disposed of prior to the end of their useful lives and in determining the current fair market value of long-lived assets that are determined to be unrecoverable. Estimated useful lives and fair values are sensitive to factors including contractual commitments, regulatory requirements, future expected cash flows, industry growth rates and discount rates, as well as future salvage values. Our impairment loss calculations require management to apply judgment in estimating future cash flows, including forecasting useful lives of the assets and selecting the discount rate that reflects the risk inherent in future cash flows.

If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be exposed to future impairment losses that could be material to our results of operations.

Indefinite-lived Intangible Assets

In connection with our Plan of Reorganization, we applied fresh start accounting as required by ASC 852, *Reorganizations*, and recorded all of our assets and liabilities at estimated fair values, including our FCC licenses, which are included within our Multiplatform Group reporting unit. Indefinite-lived intangible assets, such as our FCC licenses, are reviewed annually for possible impairment using the direct valuation method as prescribed in ASC 805-20-S99, *Business Combinations*. Under the direct valuation method, the estimated fair value of the indefinite-lived intangible assets was calculated at the market level as prescribed by ASC 350-30-35, *Intangibles-Goodwill and Other*. Under the direct valuation method, it is assumed that rather than acquiring indefinite-lived intangible assets as a part of a going concern business, the buyer hypothetically obtains indefinite-lived intangible assets and builds a new operation with similar attributes from scratch. Thus, the buyer incurs start-up costs during the build-up phase which are normally associated with going concern value. Initial capital costs are deducted from the discounted cash flows model, which results in value that is directly attributable to the indefinite-lived intangible assets.

Our key assumptions using the direct valuation method are market revenue growth rates, market share, profit margin, duration and profile of the build-up period, estimated start-up capital costs, the risk-adjusted discount rate and terminal values. This data is populated using industry normalized information representing an average asset within a market.

On July 1, 2021, we performed our annual impairment test in accordance with ASC 350-30-35, *Intangibles-Goodwill and Other*, and we concluded no impairment of the indefinite-lived intangible assets was required. In determining the fair value of our FCC licenses, the following key assumptions were used:

- Revenue forecasts published by BIA Financial Network, Inc. (“BIA”), varying by market, and revenue growth projections made by industry analysts were used for the initial four-year period;
- 2.0% revenue growth was assumed beyond the initial four-year period;
- Revenue was grown proportionally over a build-up period, reaching market revenue forecast by year 3;
- Operating margins of 8.0% in the first year gradually climb to the industry average margin in year 3 of up to 20.2%, depending on market size; and
- Assumed discount rates of 8.0% for the 15 largest markets and 8.5% for all other markets.

While we believe we have made reasonable estimates and utilized appropriate assumptions to calculate the fair value of our indefinite-lived intangible assets, it is possible a material change could occur. If future results are not consistent with our assumptions and estimates, we may be exposed to impairment charges in the future. The following table shows the decrease in the fair value of our indefinite-lived intangible assets that would result from a 100 basis point decline in our discrete and terminal period revenue growth rate and profit margin assumptions and a 100 basis point increase in our discount rate assumption:

(In thousands)

Description	Revenue Growth Rate	Profit Margin	Discount Rate
FCC licenses	$ 405,630	$ 213,548	$ 459,449

The estimated fair value of our FCC licenses at July 1, 2021 was $2.2 billion, while the carrying value was $1.8 billion. Given the difference between the carrying values of our FCC licenses and their estimated fair values, an increase in discount rates or a decrease in revenue growth rates or profit margins could result in an impairment to our FCC licenses.

Goodwill

Upon application of fresh start accounting in accordance with ASC 852, *Reorganizations*, in connection with our emergence from bankruptcy, we recorded goodwill of $3.3 billion, which represented the excess of estimated enterprise fair value over the estimated fair value of our assets and liabilities. Goodwill was further allocated to our reporting units based on the relative fair values of our reporting units as of May 1, 2019. As a result of the changes in the Company's management structure and its reportable segments, we performed interim impairment tests on goodwill as of January 1, 2021. No impairment charges were recorded in the first quarter of 2021 in connection with the interim impairment test.

We test goodwill at interim dates if events or changes in circumstances indicate that goodwill might be impaired. The fair value of our reporting units is used to apply value to the net assets of each reporting unit. To the extent that the carrying amount of net assets would exceed the fair value, an impairment charge may be required to be recorded.

The discounted cash flow approach we use for valuing goodwill involves estimating future cash flows expected to be generated from the related assets, discounted to their present value using a risk-adjusted discount rate. Terminal values are also estimated and discounted to their present value.

On July 1, 2021, we performed our annual impairment test in accordance with ASC 350-30-35, *Intangibles-Goodwill and Other*, resulting in no impairment of goodwill. In determining the fair value of our reporting units, we used the following assumptions:

- Expected cash flows underlying our business plans for the periods 2021 through 2025. Our cash flow assumptions are based on detailed, multi-year forecasts performed by each of our operating reporting units, and reflect the current advertising outlook across our businesses.
- Cash flows beyond 2025 are projected to grow at a perpetual growth rate, which we estimated at 2.0% for our Multiplatform and RCS Reporting units, 3.0% for our Digital Audio Reporting unit, and 2.0% for our Katz Media reporting unit (beyond 2029).
- In order to risk adjust the cash flow projections in determining fair value, we utilized discounts rates between 11% and 14% for each of our reporting units.

Based on our annual assessment using the assumptions described above, a hypothetical 5% reduction in the estimated fair value in each of our reporting units would not result in a material impairment condition.

While we believe we have made reasonable estimates and utilized appropriate assumptions to calculate the estimated fair value of our reporting units, it is possible a material change could occur. If future results are not consistent with our assumptions and estimates, we may be exposed to impairment charges in the future. The following table shows the decline in the fair value of each of our reporting units that would result from a 100 basis point decline in our discrete and terminal period revenue growth rate and profit margin assumptions and a 100 basis point increase in our discount rate assumption:

(In thousands)

Description	Revenue Growth Rate	Profit Margin	Discount Rate
Multiplatform	$ 670,000	$ 240,000	$ 650,000
Digital	$ 330,000	$ 100,000	$ 270,000
Katz Media	$ 60,000	$ 20,000	$ 50,000
Other	$ 30,000	$ 10,000	$ 20,000

An increase in discount rates or a decrease in revenue growth rates or profit margins could result in impairment charges being required to be recorded for one or more of our reporting units.

Tax Provisions

Our estimates of income taxes and the significant items giving rise to the deferred tax assets and liabilities are shown in the notes to our consolidated financial statements and reflect our assessment of actual future taxes to be paid on items reflected in the financial statements, giving consideration to both timing and probability of these estimates. Actual income taxes could vary from these estimates due to future changes in income tax law or results from the final review of our tax returns by federal, state or foreign tax authorities.

We use our judgment to determine whether it is more likely than not that our deferred tax assets will be realized. Deferred tax assets are reduced by valuation allowances if the Company believes it is more than likely than not that some portion or the entire asset will not be realized.

We use our judgment to determine whether it is more likely than not that we will sustain positions that we have taken on tax returns and, if so, the amount of benefit to initially recognize within our financial statements. We regularly review our uncertain tax positions and adjust our unrecognized tax benefits (UTBs) in light of changes in facts and circumstances, such as changes in tax law, interactions with taxing authorities and developments in case law. These adjustments to our UTBs may affect our income tax expense. Settlement of uncertain tax positions may require use of our cash.

Litigation Accruals

We are currently involved in certain legal proceedings. Based on current assumptions, we have accrued an estimate of the probable costs for the resolution of those claims for which the occurrence of loss is probable and the amount can be reasonably estimated. Future results of operations could be materially affected by changes in these assumptions or the effectiveness of our strategies related to these proceedings.

Management's estimates have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies.

Insurance Accruals

We currently maintain self-insured retentions for various insurance coverages, including property, casualty, directors and officers, cyber, and media liability. Accruals are recorded based on estimates of actual claims filed, historical payouts, existing insurance coverage and projected future development of costs related to existing claims. Our self-insured liabilities contain uncertainties because management must make assumptions and apply judgment to estimate the ultimate cost to settle reported claims and claims incurred but not reported as of December 31, 2021. If actual results are not consistent with our assumptions and judgments, we may be exposed to gains or losses that could be material.

Share-Based Compensation

Under the fair value recognition provisions of ASC 718-10, *Compensation-Stock Compensation*, share-based compensation cost is measured at the grant date based on the fair value of the award. Determining the fair value of share-based awards at the grant date requires assumptions and judgments, such as expected volatility, among other factors. If actual results differ significantly from these estimates, our results of operations could be materially impacted.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Required information is located within Item 7 of Part II of this Annual Report on Form 10-K, under the heading "Market Risk".

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of iHeartMedia, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of iHeartMedia, Inc. and subsidiaries (the Company) as of December 31, 2021 and 2020 (Successor), the related consolidated statements of comprehensive income (loss), changes in stockholders' equity (deficit) and cash flows for the years ended December 31, 2021 (Successor), December 31, 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor), and the period from January 1, 2019 through May 1, 2019 (Predecessor), and the related notes and the financial statement schedule listed in the Index at Item 15(a)2 (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2021 and 2020 (Successor), and the results of its operations and its cash flows for the years ended December 31, 2021 (Successor), December 31, 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor), and the period from January 1, 2019 through May 1, 2019 (Predecessor) in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 23, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Goodwill and Indefinite-Lived Intangibles

Description of the Matter	As described in Note 4 to the consolidated financial statements, at December 31, 2021 the Company's goodwill was $2.3 billion and FCC licenses with indefinite lives were $1.8 billion. Management conducts impairment tests for goodwill and indefinite-lived intangibles annually during the third quarter, or more frequently, if events or circumstances indicate the carrying value of goodwill or indefinite-lived intangibles may be impaired. The Company performed their annual impairment test as of July 1, 2021 on goodwill and indefinite-lived intangible assets which resulted in no impairment charges being recorded to goodwill or FCC Licenses. Auditing management's impairment tests for goodwill and intangible assets with indefinite lives was complex and highly judgmental and required the involvement of a valuation specialist due to the significant estimation required to determine the fair value of the reporting units and FCC licenses. In particular for goodwill, the fair value estimates in the discounted cash flow models of reporting units are sensitive to assumptions such as changes in projected cash flows, including due to the impacts of COVID-19, and discount rate. For FCC Licenses, the fair value estimates in the discounted cash flow models are sensitive to changes to the discount rate assumption. All of these assumptions are sensitive to and affected by expected future market or economic conditions, and industry factors.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's goodwill and FCC licenses impairment review process, including controls over management's review of the significant assumptions described above. This included evaluating controls over the Company's forecasting process used to develop the estimated future cash flows. We also tested controls over management's review of the data used in their valuation models and review of the significant assumptions such as estimation of discount rates. To test the estimated fair values of the Company's reporting units and FCC licenses, our audit procedures included, among others, evaluating the Company's selection of the valuation methodology, evaluating the methods and significant assumptions used by management, and evaluating the completeness and accuracy of the underlying data supporting the significant assumptions and estimates. We compared the projected cash flows to the Company's historical cash flows and other available industry and market forecast information, including third-party industry projections for the advertising industry. We involved our valuation specialists to assist in reviewing the valuation methodology and testing the terminal growth rates and discount rates. We assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the fair value of the reporting units and FCC licenses that would result from changes in the assumptions. In addition, for goodwill we also tested management's reconciliation of the fair value of the reporting units to the market capitalization of the Company. For FCC licenses, we also assessed whether the assumptions used were consistent with those used in the goodwill impairment review process.

/s/ Ernst & Young LLP

We have served as the Company's auditor since at least 1986, but we are unable to determine the specific year.
San Antonio, Texas
February 23, 2022

CONSOLIDATED BALANCE SHEETS OF IHEARTMEDIA, INC. AND SUBSIDIARIES

(In thousands, except share and per share data)	Successor Company			
		December 31, 2021		December 31, 2020
Cash and cash equivalents	$	352,129	$	720,662
Accounts receivable, net of allowance of $29,270 in 2021 and $38,777 in 2020		1,030,380		801,380
Prepaid expenses		65,927		79,508
Other current assets		24,431		17,426
Total Current Assets		1,472,867		1,618,976
PROPERTY, PLANT AND EQUIPMENT				
Property, plant and equipment, net		782,093		811,702
INTANGIBLE ASSETS AND GOODWILL				
Indefinite-lived intangibles - licenses		1,778,045		1,770,345
Other intangibles, net		1,666,600		1,924,492
Goodwill		2,313,581		2,145,935
OTHER ASSETS				
Operating lease right-of-use assets		741,410		825,887
Other assets		126,713		105,624
Total Assets	$	8,881,309	$	9,202,961
CURRENT LIABILITIES				
Accounts payable	$	206,007	$	149,333
Current operating lease liabilities		88,585		76,503
Accrued expenses		353,045		265,651
Accrued interest		67,983		68,054
Deferred revenue		133,123		123,488
Current portion of long-term debt		673		34,775
Total Current Liabilities		849,416		717,804
Long-term debt		5,738,195		5,982,155
Series A Mandatorily Redeemable Preferred Stock, par value $0.001, authorized 95,000 shares, no shares issued in 2021 and 60,000 shares issued in 2020, respectively		—		60,000
Noncurrent operating lease liabilities		738,814		764,491
Deferred income taxes		558,222		556,477
Other long-term liabilities		80,897		71,217
Commitments and contingent liabilities (Note 7)				
STOCKHOLDERS' EQUITY				
Noncontrolling interest		8,410		8,350
Preferred stock, par value $.001 per share, 100,000,000 shares authorized, no shares issued and outstanding		—		—
Class A Common Stock, par value $.001 per share, authorized 1,000,000,000 shares, issued and outstanding 120,633,937 and 64,726,864 shares in 2021 and 2020, respectively		120		65
Class B Common Stock, par value $.001 per share, authorized 1,000,000,000 shares, issued and outstanding 21,590,192 and 6,886,925 shares in 2021 and 2020, respectively		22		7
Special Warrants, 5,304,430 and 74,835,899 issued and outstanding in 2021 and 2020, respectively		—		—
Additional paid-in capital		2,876,571		2,849,020
Accumulated deficit		(1,962,819)		(1,803,620)
Accumulated other comprehensive income (loss)		(257)		194
Cost of shares (389,814 in 2021 and 254,066 in 2020) held in treasury		(6,282)		(3,199)
Total Stockholders' Equity		915,765		1,050,817
Total Liabilities and Stockholders' Equity	$	8,881,309	$	9,202,961

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) OF IHEARTMEDIA, INC. AND SUBSIDIARIES

(In thousands, except per share data)	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
	2021	2020	2019	2019
Revenue	$ 3,558,340	$ 2,948,218	$ 2,610,056	$ 1,073,471
Operating expenses:				
Direct operating expenses (excludes depreciation and amortization)	1,324,657	1,137,807	860,313	370,612
Selling, general and administrative expenses (excludes depreciation and amortization)	1,519,355	1,395,010	1,052,484	491,449
Depreciation and amortization	469,417	402,929	249,623	52,834
Impairment charges	57,734	1,738,752	—	91,382
Other operating expense, net	32,320	11,344	8,000	154
Operating income (loss)	154,857	(1,737,624)	439,636	67,040
Interest expense (income), net	332,384	343,745	266,773	(499)
Gain (loss) on investments, net	43,643	(9,346)	(20,928)	(10,237)
Equity in loss of nonconsolidated affiliates	(1,138)	(379)	(279)	(66)
Other income (expense), net	(14,976)	(7,751)	(18,266)	23
Reorganization items, net	—	—	—	9,461,826
Income (loss) from continuing operations before income taxes	(149,998)	(2,098,845)	133,390	9,519,085
Income tax benefit (expense)	(8,391)	183,623	(20,091)	(39,095)
Income (loss) from continuing operations	(158,389)	(1,915,222)	113,299	9,479,990
Income from discontinued operations, net of tax	—	—	—	1,685,123
Net income (loss)	(158,389)	(1,915,222)	113,299	11,165,113
Less amount attributable to noncontrolling interest	810	(523)	751	(19,028)
Net income (loss) attributable to the Company	$ (159,199)	$ (1,914,699)	$ 112,548	$ 11,184,141
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(451)	945	(750)	(1,175)
Other comprehensive income (loss)	(451)	945	(750)	(1,175)
Comprehensive income (loss)	(159,650)	(1,913,754)	111,798	11,182,966
Less amount attributable to noncontrolling interest	—	—	—	2,784
Comprehensive income (loss) attributable to the Company	$ (159,650)	$ (1,913,754)	$ 111,798	$ 11,180,182
Basic net income (loss) per share:				
From continuing operations	$ (1.09)	$ (13.12)	$ 0.77	$ 109.92
From discontinued operations	—	—	—	19.76
Basic net income (loss) per share	$ (1.09)	$ (13.12)	$ 0.77	$ 129.68
Weighted average common shares outstanding - Basic	146,726	145,979	145,608	86,241
Diluted net income (loss) per share:				
From continuing operations	$ (1.09)	$ (13.12)	$ 0.77	$ 109.92
From discontinued operations	—	—	—	19.76
Diluted net income (loss) per share	$ (1.09)	$ (13.12)	$ 0.77	$ 129.68
Weighted average common shares outstanding - Diluted	146,726	145,979	145,795	86,241

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT) OF IHEARTMEDIA, INC. AND SUBSIDIARIES

(In thousands, except share data)

	Common Shares[1]				Controlling Interest					
	Class A Shares	Class B Shares	Special Warrants	Non-controlling Interest	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balances at December 31, 2020 (Successor)	**64,726,864**	**6,886,925**	**74,835,899**	**$ 8,350**	**$ 72**	**$ 2,849,020**	**$ (1,803,620)**	**$ 194**	**$ (3,199)**	**$ 1,050,817**
Net income (loss)				810	—	—	(159,199)	—	—	(158,389)
Vesting of restricted stock and other	1,075,889			—	—	4,078	—	—	(3,083)	995
Share-based compensation				—	—	23,543	—	—	—	23,543
Conversion of Special Warrants to Class A and Class B Shares	47,197,139	22,337,312	(69,534,451)	—	70	(70)	—	—	—	—
Conversion of Class B Shares to Class A Shares	7,634,045	(7,634,045)		—	—	—	—	—	—	—
Other			2,982	(750)	—	—	—	—	—	(750)
Other comprehensive loss				—	—	—	—	(451)	—	(451)
Balances at December 31, 2021 (Successor)	**120,633,937**	**21,590,192**	**5,304,430**	**$ 8,410**	**$ 142**	**$ 2,876,571**	**$ (1,962,819)**	**$ (257)**	**$ (6,282)**	**$ 915,765**

[1] The Successor Company's Preferred Stock is not presented in the data above as there were no shares issued and outstanding in 2021 or 2020.

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT) OF IHEARTMEDIA, INC. AND SUBSIDIARIES

(In thousands, except per share data)

	Common Shares[1]				Controlling Interest					
	Class A Shares	Class B Shares	Special Warrants	Non-controlling Interest	Common Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balances at December 31, 2019 (Successor)	**57,776,204**	**6,904,910**	**81,046,593**	**$ 9,123**	**$ 65**	**$ 2,826,533**	**$ 112,548**	**$ (750)**	**$ (2,078)**	**$ 2,945,441**
Net loss				(523)	—	—	(1,914,699)	—	—	(1,915,222)
Vesting of restricted stock and other	724,963			—	1	(23)	—	—	(1,121)	(1,143)
Share-based compensation				—	—	22,516	—	—	—	22,516
Conversion of Special Warrants to Class A and B Shares	6,205,617	2,095	(6,207,712)	—	6	(6)	—	—	—	—
Conversion of Class B Shares to Class A Shares	20,080	(20,080)		—	—	—	—	—	—	—
Other			(2,982)	(250)	—	—	(1,469)	(1)	—	(1,720)
Other comprehensive income				—	—	—	—	945	—	945
Balances at December 31, 2020 (Successor)	**64,726,864**	**6,886,925**	**74,835,899**	**$ 8,350**	**$ 72**	**$ 2,849,020**	**$ (1,803,620)**	**$ 194**	**$ (3,199)**	**$ 1,050,817**

[1] The Predecessor Company's former Class D Common Stock and Preferred Stock are not presented in the data above as there were no shares issued and outstanding in 2020 or 2019.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT) OF IHEARTMEDIA, INC. AND SUBSIDIARIES

(In thousands, except share data)

	Common Shares[(1)]					Controlling Interest					
	Class A Shares	Class B Shares	Class C Shares	Special Warrants	Non-controlling Interest	Common Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balances at December 31, 2018 (Predecessor)	**32,292,944**	**555,556**	**58,967,502**	**—**	**$ 30,868**	**$ 92**	**$ 2,074,632**	**$ (13,345,346)**	**$ (318,030)**	**$ (2,558)**	**$ (11,560,342)**
Net income (loss)					(19,028)	—	—	11,184,141	—	—	11,165,113
Non-controlling interest - Separation					(13,199)	—	—	—	—	—	(13,199)
Accumulated other comprehensive loss - Separation					—	—	—	—	307,813	—	307,813
Adoption of ASC 842, *Leases*					—	—	—	128,908	—	—	128,908
Issuance of restricted stock					196	—	—	—	—	(4)	192
Forfeitures of restricted stock	(110,333)				—	—	—	—	—	—	—
Share-based compensation					—	—	2,028	—	—	—	2,028
Share-based compensation - discontinued operations					2,449	—	—	—	—	—	2,449
Payments to non-controlling interests					(3,684)	—	—	—	—	—	(3,684)
Other					—	—	—	—	1	—	1
Other comprehensive income (loss)					2,784	—	—	—	(3,959)	—	(1,175)
Cancellation of Predecessor equity	(32,182,611)	(555,556)	(58,967,502)		(386)	(92)	(2,076,660)	2,059,998	14,175	2,562	(403)
Issuance of Successor common stock and warrants	56,861,941	6,947,567	—	81,453,648	8,943	64	2,770,108	(27,701)	—	—	2,751,414
Balances at May 1, 2019 (Predecessor)	**56,861,941**	**6,947,567**	**—**	**81,453,648**	**$ 8,943**	**$ 64**	**$ 2,770,108**	**$ —**	**$ —**	**$ —**	**$ 2,779,115**
Balances at May 2, 2019 (Successor)	**56,861,941**	**6,947,567**	**—**	**81,453,648**	**$ 8,943**	**$ 64**	**$ 2,770,108**	**$ —**	**$ —**	**$ —**	**$ 2,779,115**
Net income					751	—	—	112,548	—	—	113,299
Vesting of restricted stock	644,025				—	1	(1)	—	—	(2,078)	(2,078)
Share-based compensation					—	—	26,377	—	—	—	26,377
Conversion of Special Warrants to Class A and Class B Shares	216,921	10,660		(227,581)	—	—	—	—	—	—	—
Conversion of Class B Shares to Class A Shares	53,317	(53,317)			—	—	—	—	—	—	—
Cancellation of Special Warrants and other				(179,474)	(571)	—	30,049	—	—	—	29,478
Other comprehensive loss					—	—	—	—	(750)	—	(750)
Balances at December 31, 2019 (Successor)	**57,776,204**	**6,904,910**	**—**	**81,046,593**	**$ 9,123**	**$ 65**	**$ 2,826,533**	**$ 112,548**	**$ (750)**	**$ (2,078)**	**$ 2,945,441**

(1) The Company's former Class D Common Stock and Preferred Stock are not presented in the data above as there were no shares issued and outstanding in 2019 and 2018, respectively.

CONSOLIDATED STATEMENTS OF CASH FLOWS OF IHEARTMEDIA, INC. AND SUBSIDIARIES

(In thousands)	Successor Company Year Ended December 31, 2021	Successor Company Year Ended December 31, 2020	Successor Company Period from May 2, 2019 through December 31, 2019	Predecessor Company Period from January 1, 2019 through May 1, 2019
Cash flows from operating activities:				
Net income (loss)	$ (158,389)	$ (1,915,222)	$ 113,299	$ 11,165,113
Income from discontinued operations	—	—	—	(1,685,123)
Reconciling items:				
Impairment charges	57,734	1,738,752	—	91,382
Depreciation and amortization	469,417	402,929	249,623	52,834
Deferred taxes	(10,874)	(184,269)	9,120	115,839
Provision for doubtful accounts	4,144	38,273	14,088	3,268
Amortization of deferred financing charges and note discounts, net	5,930	4,758	1,295	512
Non-cash Reorganization items, net	—	—	—	(9,619,236)
Share-based compensation	23,543	22,516	26,377	498
(Gain) loss on disposal of operating and other assets	26,841	6,986	4,539	(143)
(Gain) loss on investments	(43,643)	9,346	20,928	10,237
Equity in loss of nonconsolidated affiliates	1,138	379	279	66
Barter and trade income	(16,276)	(10,502)	(12,961)	(5,947)
Other reconciling items, net	12,490	656	(9,154)	(65)
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:				
(Increase) decrease in accounts receivable	(205,200)	77,335	(179,479)	117,263
(Increase) decrease in prepaid expenses and other current assets	4,746	2,447	15,288	(24,044)
(Increase) decrease in other long-term assets	(5,505)	(1,119)	7,924	(7,098)
Increase (decrease) in accounts payable and accrued expenses	153,938	52,354	127,150	(156,885)
Increase (decrease) in accrued interest	(72)	(15,714)	84,523	256
Increase (decrease) in deferred income	8,229	(21,859)	(8,441)	13,377
Increase (decrease) in other long-term liabilities	2,382	7,899	4,507	(79,609)
Cash provided by (used for) operating activities from continuing operations	330,573	215,945	468,905	(7,505)
Cash used for operating activities from discontinued operations	—	—	—	(32,681)
Net cash provided by (used for) operating activities	330,573	215,945	468,905	(40,186)
Cash flows from investing activities:				
Business combinations	(245,462)	(62,050)	—	(1,998)
Proceeds from sale of investments	50,757	1,000	765	—
Proceeds from disposal of assets	37,463	2,041	7,281	99
Purchases of property, plant and equipment	(183,372)	(85,205)	(75,993)	(36,197)
Change in other, net	(6,176)	(3,599)	(5,331)	(682)
Cash used for investing activities from continuing operations	(346,790)	(147,813)	(73,278)	(38,778)
Cash used for investing activities from discontinued operations	—	—	—	(222,366)
Net cash used for investing activities	(346,790)	(147,813)	(73,278)	(261,144)
Cash flows from financing activities:				
Proceeds from long-term debt and credit facilities	—	779,750	1,250,007	269
Payments on long-term debt, Mandatorily Redeemable Preferred Stock and credit facilities	(352,383)	(532,392)	(1,285,408)	(8,294)
Proceeds from Mandatorily Redeemable Preferred Stock	—	—	—	60,000
Settlement of intercompany related to discontinued operations	—	—	—	(159,196)
Debt issuance costs	15	(4,786)	(19,983)	—
Change in other, net	244	(1,392)	(2,649)	(5)
Cash provided by (used for) financing activities from continuing operations	(352,124)	241,180	(58,033)	(107,226)
Cash provided by financing activities from discontinued operations	—	—	—	51,669
Net cash provided by (used for) financing activities	(352,124)	241,180	(58,033)	(55,557)
Effect of exchange rate changes on cash	(292)	257	15	562
Net increase (decrease) in cash, cash equivalents and restricted cash	(368,633)	309,569	337,609	(356,325)
Cash, cash equivalents and restricted cash at beginning of period	721,187	411,618	74,009	430,334
Cash, cash equivalents and restricted cash at end of period	352,554	721,187	411,618	74,009
Less cash, cash equivalents and restricted cash of discontinued operations at end of period	—	—	—	—
Cash, cash equivalents and restricted cash of continuing operations at end of period	$ 352,554	$ 721,187	$ 411,618	$ 74,009
SUPPLEMENTAL DISCLOSURES:				
Cash paid during the year for interest	$ 328,101	$ 357,168	$ 183,806	$ 137,042
Cash paid during the year for taxes	11,130	5,844	5,759	22,092
Cash paid for Reorganization items, net	—	443	18,360	183,291

See Notes to Consolidated Financial Statements

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

iHeartMedia, Inc. (the "Company," "iHeartMedia," "we" or "us") was formed in May 2007 for the purpose of acquiring the business of iHeartCommunications, Inc., a Texas company ("iHeartCommunications"), which occurred on July 30, 2008. Prior to the consummation of the acquisition of iHeartCommunications, iHeartMedia had not conducted any activities, other than activities incident to its formation in connection with the acquisition, and did not have any assets or liabilities, other than those related to the acquisition.

On March 14, 2018 (the "Petition Date"), the Company, iHeartCommunications and certain of the Company's direct and indirect domestic subsidiaries (collectively, the "Debtors") filed voluntary petitions for relief (the "Chapter 11 Cases") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court"). On May 1, 2019 (the "Effective Date"), the conditions to the effectiveness of the Debtors plan of reorganization, as amended, were satisfied and the Company emerged from Chapter 11 through (a) a series of transactions (the "Separation") through which Clear Channel Outdoor Holdings, Inc. ("CCOH"), its parent Clear Channel Holdings, Inc. ("CCH") and its subsidiaries (collectively with CCOH and CCH, the "Outdoor Group") were separated from, and ceased to be controlled by, the Company and its subsidiaries (the "iHeart Group"), and (b) a series of transactions (the "Reorganization") through which iHeartCommunications' debt was reduced from approximately $16 billion to approximately $5.8 billion and a global compromise and settlement among holders of claims ("Claimholders") in connection with the Chapter 11 Cases was effected (collectively, the "Plan of Reorganization").

Unless otherwise indicated, information in these notes to the consolidated financial statements relates to continuing operations. The operations of the Outdoor Group have been presented as discontinued. The Company presents businesses that represent components as discontinued operations when the components meet the criteria for held for sale, are sold, or spun-off and their disposal represents a strategic shift that has, or will have, a major effect on its operations and financial results. See Note 16, *Discontinued Operations*.

As of January 1, 2021, the Company began reporting based on three reportable segments:

- the Multiplatform Group, which includes the Company's Broadcast radio, Networks and Sponsorships and Events businesses;
- the Digital Audio Group, which includes all of the Company's Digital businesses, including Podcasting; and
- the Audio & Media Services Group, which includes Katz Media Group ("Katz Media"), a full-service media representation business, and RCS Sound Software ("RCS"), a provider of scheduling and broadcast software and services.

These reporting segments reflect how senior management operates the Company, align with certain leadership and organizational changes implemented in the first quarter of 2021 and provide improved visibility into the underlying performances, results, and margin profiles of our distinct businesses.

Additionally, as of January 1, 2021, Segment Adjusted EBITDA is the segment profitability metric reported to the Company's Chief Operating Decision Maker for purposes of making decisions about allocation of resources to, and assessing performance of, each reportable segment. Segment Adjusted EBITDA is calculated as Revenue less operating expenses, excluding restructuring expenses and share-based compensation expenses. Restructuring expenses primarily include severance expenses incurred in connection with cost saving initiatives, as well as certain expenses, which, in the view of management, are outside the ordinary course of business or otherwise not representative of the Company's operations during a normal business cycle. The corresponding current and prior period segment disclosures have been recast to reflect the current segment presentation. See Note 12, *Segment Data*.

COVID-19

Our business has been adversely impacted by the novel coronavirus pandemic ("COVID-19"), its impact on the operating and economic environment and related, near-term advertiser spending decisions. The Company's revenue in the latter half of the month ended March 31, 2020, through the remainder of 2020 and into 2021 was significantly and negatively impacted as a result of a decline in advertising spend driven by COVID-19, and the Company's management took proactive actions during 2020, which continued into 2021, to expand the Company's financial flexibility by reducing expenses and preserving cash as a result of such impact. Although our results for 2021 continued to be impacted by the effects of the COVID-19 pandemic, our revenue increased significantly compared to 2020, including revenue from our Multiplatform segment, which includes our broadcast radio, networks and sponsorship and events businesses.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security ("CARES Act") was signed into law. The CARES Act, among other things, includes provisions relating to refundable payroll tax credits, deferment of employer side social security payments, net operating loss carryback periods, alternative minimum tax credit refunds, modifications to the net interest deduction limitations and technical corrections to tax depreciation methods for qualified improvement property. The provisions of the CARES Act resulted in an increase to allowable interest deductions of $179.4 million during 2020. In addition, the Company was able to defer the payment of $29.3 million in certain employment taxes during 2020, half of which was due and paid on January 3, 2022 and the other half will be due on January 3, 2023. In addition, the Company claimed $12.4 million in refundable payroll tax credits related to the CARES Act provisions, of which $0.7 million was received in 2020, $3.8 million was received in 2021 and $7.9 million was received in January 2022.

As of December 31, 2021, the Company had approximately $352.1 million in cash and cash equivalents. While the the effects of COVID-19 may continue to negatively impact the results of operations, cash flows and financial position of the Company, the related financial impact cannot be reasonably estimated at this time. Based on current available liquidity, the Company expects to be able to meet its obligations as they become due over the coming year.

Voluntary Filing under Chapter 11

On the Petition Date, the Debtors filed the Chapter 11 Cases. Clear Channel Outdoor Holdings, Inc. ("CCOH") and its direct and indirect subsidiaries (the "Outdoor Group") did not file voluntary petitions for reorganization under the Bankruptcy Code and were not Debtors in the Chapter 11 Cases.

On May 1, 2019, (the "Effective Date"), the conditions to the effectiveness of the Plan of Reorganization were satisfied and the Company emerged from Chapter 11 through (a) a series of transactions (the "Separation") through which the Outdoor Group was separated from, and ceased to be controlled by, the Company and its subsidiaries (the "iHeart Group"), and (b) a series of transactions (the "Reorganization") through which iHeartCommunications' debt was reduced from approximately $16 billion to approximately $5.8 billion and a global compromise and settlement among Claimholders in connection with the Chapter 11 Cases was effected. The compromise and settlement involved, among others, (i) the restructuring of iHeartCommunications' indebtedness by (A) replacing its "debtor-in-possession" credit facility with a $450 million ABL Facility and (B) issuing to certain Claimholders, on account of their claims, approximately $3.5 billion aggregate principal amount of new senior secured term loans (the "Term Loan Facility"), approximately $1.45 billion aggregate principal amount of new 8.375% Senior Notes due 2027 (the "Senior Unsecured Notes") and approximately $800 million aggregate principal amount of new 6.375% Senior Secured Notes due 2026 (the "6.375% Senior Secured Notes"), (ii) the Company's issuance of new Class A common stock, new Class B common stock and special warrants to purchase shares of new Class A common stock and Class B common stock ("Special Warrants") to Claimholders, subject to ownership restrictions imposed by the Federal Communications Commission ("FCC"), (iii) the settlement of certain intercompany transactions, and (iv) the sale of the preferred stock (the "iHeart Operations Preferred Stock") of the Company's wholly-owned subsidiary iHeart Operations, Inc. ("iHeart Operations") in connection with the Separation.

All of the Company's equity existing as of the Effective Date was canceled on such date pursuant to the Plan of Reorganization.

Upon the Company's emergence from the Chapter 11 Cases, the Company adopted fresh start accounting, which resulted in a new basis of accounting and the Company becoming a new entity for financial reporting purposes. As a result of the application of fresh start accounting and the effects of the implementation of the Plan of Reorganization, the consolidated financial statements after the Effective Date, are not comparable with the consolidated financial statements on or before that date. Refer to Note 15, *Fresh Start Accounting*, for additional information.

References to "Successor" or "Successor Company" relate to the financial position and results of operations of the Company after the Effective Date. References to "Predecessor" or "Predecessor Company" refer to the financial position and results of operations of the Company on or before the Effective Date.

During the Predecessor period, the Company applied Accounting Standards Codification ("ASC") 852, *Reorganizations,* in preparing the consolidated financial statements. ASC 852 requires the financial statements, for periods subsequent to the commencement of the Chapter 11 Cases, to distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Accordingly, certain charges incurred during 2019 related to the Chapter 11 Cases, including the write-off of unamortized long-term debt fees and discounts associated with debt classified as liabilities subject to compromise, and professional fees incurred directly as a result of the Chapter 11 Cases are recorded as Reorganization items, net in the Predecessor period.

ASC 852 requires certain additional reporting for financial statements prepared between the bankruptcy filing date and the date of emergence from bankruptcy, including:

- Reclassification of Debtor pre-petition liabilities that are unsecured, under-secured or where it cannot be determined that the liabilities are fully secured, to a separate line item in the Consolidated Balance Sheet called, "Liabilities subject to compromise"; and
- Segregation of Reorganization items, net as a separate line in the Consolidated Statement of Comprehensive Loss, included within income from continuing operations.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates, judgments, and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes including, but not limited to, legal, tax and insurance accruals. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. Also included in the consolidated financial statements are entities for which the Company has a controlling financial interest or is the primary beneficiary. Investments in companies in which the Company owns 20% to 50% of the voting common stock or otherwise exercises significant influence over operating and financial policies of the Company are accounted for using the equity method of accounting. All significant intercompany accounts have been eliminated in consolidation.

The Company is the beneficiary of two trusts created to comply with Federal Communications Commission ("FCC") ownership rules. The radio stations owned by the trusts are managed by independent trustees. The trustees are marketing these stations for sale, and the stations will have to be sold unless any stations may be owned by the Company under then-current FCC rules, in which case the trusts will be terminated with respect to such stations. The trust agreements stipulate that the Company must fund any operating shortfalls of the trust activities, and any excess cash flow generated by the trusts is distributed to the Company. The Company is also the beneficiary of proceeds from the sale of stations held in the trusts. The Company consolidates the trusts in accordance with ASC 810-10, *Consolidation*, which requires an enterprise involved with variable interest entities to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in the variable interest entity, as the trusts were determined to be a variable interest entity and the Company is the primary beneficiary under the trusts.

Cash and Cash Equivalents

Cash and cash equivalents include all highly liquid investments with an original maturity of three months or less.

Accounts Receivable

Accounts receivable are recorded when the Company has an unconditional right to payment, either because it has satisfied a performance obligation prior to receiving payment from the customer or has a non-cancelable contract that has been billed in advance in accordance with the Company's normal billing terms.

Accounts receivable are recorded at the invoiced amount, net of reserves for sales allowances and allowances for doubtful accounts. The Company evaluates the collectability of its accounts receivable based on a combination of factors. In circumstances where it is aware of a specific customer's inability to meet its financial obligations, it records a specific reserve to reduce the amounts recorded to what it believes will be collected. For all other customers, it recognizes reserves for bad debt based on historical experience of bad debts as a percent of accounts receivable for each business unit, adjusted for relative improvements or deteriorations in the agings and changes in current economic conditions. The Company believes its concentration of credit risk is limited due to the large number of its customers.

Business Combinations

The Company accounts for its business combinations under the acquisition method of accounting. The total cost of an acquisition is allocated to the underlying identifiable net assets, based on their respective estimated fair values. The excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Determining the fair value of assets acquired and liabilities assumed requires management's judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, asset lives and market multiples, among other items. Various acquisition agreements may include contingent purchase consideration based on performance requirements of the investee. The Company accounts for these payments in conformity with the provisions of ASC 805-20-30, *Business Combinations*, which establish the requirements related to recognition of certain assets and liabilities arising from contingencies.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is computed using the straight-line method at rates that, in the opinion of management, are adequate to allocate the cost of such assets over their estimated useful lives, which are as follows:

Buildings and improvements – 10 to 39 years
Towers, transmitters and studio equipment – 5 to 40 years
Computer equipment and software - 3 years
Furniture and other equipment – 5 to 7 years
Leasehold improvements – shorter of economic life or lease term assuming renewal periods, if appropriate

For assets associated with a lease or contract, the assets are depreciated at the shorter of the economic life or the lease or contract term, assuming renewal periods, if appropriate. Expenditures for maintenance and repairs are charged to operations as incurred, whereas expenditures for renewal and betterments are capitalized.

The Company tests for possible impairment of property, plant, and equipment whenever events and circumstances indicate that depreciable assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. When specific assets are determined to be unrecoverable, the cost basis of the asset is reduced to reflect the current fair market value.

Assets and businesses are classified as held for sale if their carrying amount will be recovered or settled principally through a sale transaction rather than through continuing use. The asset or business must be available for immediate sale and the sale must be highly probable within one year.

Leases

The Company enters into operating lease contracts for land, buildings, structures and other equipment. Arrangements are evaluated at inception to determine whether such arrangements contain a lease. Operating leases primarily include land and building lease contracts and leases of radio towers. Arrangements to lease building space consist primarily of the rental of office space, but may also include leases of other equipment, including automobiles and copiers. Operating leases are reflected on the Company's balance sheet within Operating lease right-of-use ("ROU') assets and the related short-term and long-term liabilities are included within Current and Noncurrent operating lease liabilities, respectively.

The Company's finance leases are included within Property, plant and equipment with the related liabilities included within Long-term debt or within Liabilities subject to compromise (see Note 15, *Fresh Start Accounting*).

ROU assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the respective lease term. Lease expense is recognized on a straight-line basis over the lease term.

Certain of the Company's operating lease agreements include rental payments that are adjusted periodically for inflationary changes. Payments due to changes in inflationary adjustments are included within variable rent expense, which is accounted for separately from periodic straight-line lease expense. Amounts related to insurance and property taxes in lease arrangements when billed on a pass-through basis are allocated to the lease and non-lease components of the lease based on their relative standalone selling prices.

Certain of the Company's leases provide options to extend the terms of the agreements. Generally, renewal periods are excluded from minimum lease payments when calculating the lease liabilities as, for most leases, the Company does not consider exercise of such options to be reasonably certain. As a result, unless a renewal option is considered reasonably assured, the optional terms and related payments are not included within the lease liability. For those leases for which renewal periods are included in calculating minimum lease liabilities, any adjustments resulting from changes in circumstances which result in the renewal options no longer being reasonably certain are accounted for as changes in estimates. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The implicit rate within the Company's lease agreements is generally not determinable. As such, the Company uses the incremental borrowing rate ("IBR") to determine the present value of lease payments at the commencement of the lease. The IBR, as defined in ASC 842, *Leases*, is *"the rate of interest that a lessee would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment."* In connection with the Company's emergence from bankruptcy and in accordance with ASC 852, *Reorganizations*, the Company applied the provisions of fresh start accounting to its Consolidated Financial Statements on the Effective Date. As a result, the Company adjusted the IBR used to value the Company's ROU assets and operating lease liabilities at the Effective Date (see Note 15, *Fresh Start Accounting*). Upon adoption of ASC 842 in the first quarter of 2019, the Company did not elect the practical expedient to combine non-lease components with the associated lease components. Upon application of fresh start accounting on the Effective Date, the Company elected to use the practical expedient to not separate non-lease components from the associated lease component for all classes of the Company's assets.

When the Company decides to abandon a leased property before the expiration of the lease term, management assesses whether such property will be subleased. If it is determined that subleasing the property for the remaining lease term is reasonable, management estimates the fair value of the sublease payments to be received and compares the estimated fair value to the ROU asset. To the extent the estimated fair value is less than the net book value of the ROU asset, the Company records a non-cash impairment charge for the difference, and the remaining ROU asset is recorded ratably over the remaining lease term. If it is determined that subleasing the property for the remaining lease term is not reasonable (e.g. the remaining lease term is too short to reasonably expect the property to be subleased), amortization of the net book value of the ROU asset is accelerated and recognized as expense ratably from the decision date to the date the Company ceases use of the property.

Intangible Assets

The Company’s indefinite-lived intangible assets consist of FCC broadcast licenses in its Multiplatform Group segment. The Company’s indefinite-lived intangible assets are not subject to amortization, but are tested for impairment at least annually. The Company tests for possible impairment of indefinite-lived intangible assets whenever events or changes in circumstances, such as a significant reduction in operating cash flow or a dramatic change in the manner for which the asset is intended to be used indicate that the carrying amount of the asset may not be recoverable. In connection with the Company's emergence from bankruptcy and in accordance with ASC 852, the Company applied the provisions of fresh start accounting to its Consolidated Financial Statements on the Effective Date. As a result, the Company adjusted its FCC licenses to their respective estimated fair values as of the Effective Date of $2,281.7 million (see Note 15, *Fresh Start Accounting*).

The Company normally performs its annual impairment test for its FCC licenses using a direct valuation technique as prescribed in ASC 805-20-S99, *Business Combinations*. The Company engages a third-party valuation firm to assist the Company in the development of these assumptions and the Company’s determination of the fair value of its FCC licenses. As discussed above, as a result of uncertainty related to COVID-19 and its negative impact on the Company's business and the public trading values of its debt and equity, the Company performed interim impairment tests on its indefinite-lived intangible assets as of March 31, 2020. The interim impairment tests resulted in a non-cash impairment of the Company's FCC licenses of $502.7 million. The Company performed its annual impairment testing of indefinite-lived intangible assets as of July 1, 2021 and 2020 and no additional impairment charges were recorded. See Note 4, *Property, Plant and Equipment, Intangible Assets and Goodwill*.

Other intangible assets include definite-lived intangible assets. The Company’s definite-lived intangible assets primarily include customer and advertiser relationships, talent and representation contracts, trademarks and tradenames and other contractual rights, all of which are amortized over the shorter of either the respective lives of the agreements or over the period of time the assets are expected to contribute directly or indirectly to the Company’s future cash flows. The Company periodically reviews the appropriateness of the amortization periods related to its definite-lived intangible assets. These assets are recorded at amortized cost. In connection with the Company's emergence from bankruptcy and in accordance with ASC 852, the Company applied the provisions of fresh start accounting to its Consolidated Financial Statements on the Effective Date. As a result, the Company adjusted Other intangible assets to their respective fair values at the Effective Date (see Note 15, *Fresh Start Accounting*).

The Company tests for possible impairment of other intangible assets whenever events and circumstances indicate that they might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. When specific assets are determined to be unrecoverable, the cost basis of the asset is reduced to reflect the current fair market value.

Goodwill

At least annually, the Company performs its impairment test for each reporting unit’s goodwill. The Company also tests goodwill at interim dates if events or changes in circumstances indicate that goodwill might be impaired.

The Company identified its reporting units in accordance with ASC 350-20-55, *Intangibles-Goodwill and Other*. Generally, the Company's annual impairment test includes a full quantitative assessment, which involves the preparation of a fair value estimate for each reporting unit based on the most recent projected financial results, market and industry factors, including comparison to peer companies and the application of the Company's current estimated WACC. However, in connection with emergence from bankruptcy, the Company qualified for and adopted fresh start accounting on the Effective Date. As of May 1, 2019, the Company allocated its estimated enterprise fair value to its individual assets and liabilities based on their estimated fair values in conformity with ASC 805, *Business Combinations*.

Upon application of fresh start accounting in accordance with ASC 852, *Reorganizations*, in connection with the emergence from bankruptcy, the Company recorded goodwill of $3.3 billion, which represented the excess of Reorganization Value over the estimated fair value of the Company's assets and liabilities. Goodwill was further allocated to reporting units based on the relative fair values of the Company's reporting units as of May 1, 2019.

As a result of the changes in the Company's management structure and its reportable segments effective at the beginning of 2021, the Company performed an interim impairment test on goodwill as of January 1, 2021. No impairment charges were recorded in the first quarter of 2021 in connection with the interim impairment test.

As discussed above, as a result of uncertainty related to COVID-19 and its negative impact on the Company's business and the public trading values of its debt and equity, the Company performed interim impairment tests on its long-lived assets, intangible assets and indefinite-lived intangible assets as of March 31, 2020. The interim impairment tests resulted in a non-cash impairment of the Company's goodwill of $1.2 billion.

The Company performed its annual impairment testing of goodwill and indefinite-lived intangible assets as of July 1, 2021 and 2020 and no additional impairment charges were recorded. For more information, see Note 4, *Property, Plant and Equipment, Intangible Assets and Goodwill*.

Nonconsolidated Affiliates

In general, investments in which the Company owns 20% to 50% of the common stock or otherwise exercises significant influence over the investee are accounted for under the equity method. The Company does not recognize gains or losses upon the issuance of securities by any of its equity method investees. The Company reviews the value of equity method investments and records impairment charges in the statement of comprehensive income (loss) as a component of “Equity in loss of nonconsolidated affiliates” for any decline in value.

Other Investments

We apply Accounting Standards Update ("ASU") 2016-01 Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"), which requires us to measure all equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in earnings. For equity securities without readily determinable fair values, we have elected the measurement alternative under which we measure these investments at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.

Investments in notes receivable are evaluated for credit losses in accordance with ASC 326, *Financial Instruments-Credit Losses*, on a quarterly basis or when indicators of credit loss exist.

The Company recorded noncash impairment charges of $8.7 million, $0.9 million, $21.0 million and $8.3 million during the year ended December 31, 2021 (Successor), the year ended December 31, 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor), respectively. These charges are recorded on the Statement of Comprehensive Income (Loss) in “Gain (loss) on investments, net”. Any noncash impairment charges related to equity method investments are recorded on the Statement of Comprehensive Income (Loss) in "Equity in loss of nonconsolidated affiliates."

Financial Instruments

Due to their short maturity, the carrying amounts of accounts and notes receivable, accounts payable, accrued liabilities, and short-term borrowings approximated their fair values at December 31, 2021 and 2020.

Income Taxes

The Company accounts for income taxes using the liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting bases and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax asset or liability is expected to be realized or settled. Deferred tax assets are reduced by valuation allowances if the Company believes it is more likely than not that some portion or the entire asset will not be realized. The Company has not provided U.S. federal income taxes for temporary differences with respect to investments in foreign subsidiaries. It is not apparent that these temporary differences will reverse in the foreseeable future. If any excess cash held by our foreign subsidiaries were needed to fund operations in the U.S., the Company could presently repatriate available funds without a requirement to accrue or pay U.S. taxes. The Company regularly reviews its tax liabilities on amounts that may be distributed in future periods and provides for foreign withholding and other current and deferred taxes on any such amounts, where applicable.

Revenue Recognition

The Company recognizes revenue when or as it satisfies a performance obligation by transferring a promised good or service to a customer. Where third-parties are involved in the provision of goods and services to a customer, revenue is recognized at the gross amount of consideration the Company expects to receive if the Company controls the promised good or service before it is transferred to the customer; otherwise, revenue is recognized at the net amount the Company retains. The Company receives payments from customers based on billing schedules that are established in its contracts, and deferred revenue is recorded when payment is received from a customer before the Company has satisfied the performance obligation or a non-cancelable contract has been billed in advance in accordance with the Company’s normal billing terms.

The primary source of revenue in the Multiplatform Group segment is the sale of advertising on the Company’s broadcast radio stations and national and local live and virtual events. Revenues for advertising spots are recognized at the point in time when the advertisement is broadcast. Revenues for event sponsorships are recognized over the period of the event. Multiplatform Group also generates revenues from programming talent, network syndication, traffic and weather data, and other miscellaneous transactions, which are recognized when the services are transferred to the customer. Multiplatform Group's contracts with advertisers are typically a year or less in duration and are generally billed monthly upon satisfaction of the performance obligations.

The primary source of revenue in the Digital Audio Group segment is the sale of advertising on the Company's iHeartRadio mobile application and website, station websites, and podcast network. Revenues for advertising spots are recognized over time based on impressions delivered or time elapsed, depending upon the terms of the contract. Digital Audio Group's contracts with advertisers are typically a year or less in duration and are generally billed monthly upon satisfaction of the performance obligations.

The Company also generates revenue through contractual commissions realized from the sale of national spot and online advertising on behalf of clients of its full-service media representation business, Katz Media, which is part of the Audio and Media Services Group segment. Revenues from these contracts are recognized at the point in time when the advertisements are broadcast. Because the Company is a representative of its media clients and does not control the advertising inventory before it is transferred to the advertiser, the Company recognizes revenue at the net amount of contractual commissions retained for its representation services. The Company's media representation contracts typically have terms up to ten years in duration and are generally billed monthly upon satisfaction of the performance obligations.

The Company recognizes revenue in amounts that reflect the consideration it expects to receive in exchange for transferring goods or services to customers, excluding sales taxes and other similar taxes collected on behalf of governmental authorities (the "transaction price"). When this consideration includes a variable amount, the Company estimates the amount of consideration it expects to receive and only recognizes revenue to the extent that it is probable it will not be reversed in a future reporting period. Because the transfer of promised goods and services to the customer is generally within a year of scheduled payment from the customer, the Company is not typically required to consider the effects of the time value of money when determining the transaction price. Advertising revenue is reported net of agency commissions.

In order to appropriately identify the unit of accounting for revenue recognition, the Company determines which promised goods and services in a contract with a customer are distinct and are therefore separate performance obligations. If a promised good or service does not meet the criteria to be considered distinct, it is combined with other promised goods or services until a distinct bundle of goods or services exists. Certain of the Company's contracts with customers include options for the customer to acquire additional goods or services for free or at a discount, and management judgment is required to determine whether these options are material rights that are separate performance obligations.

For revenue arrangements that contain multiple distinct goods or services, the Company allocates the transaction price to these performance obligations in proportion to their relative standalone selling prices or the best estimate of their fair values. The Company has concluded that the contractual prices for the promised goods and services in its standard contracts generally approximate management's best estimate of standalone selling price as the rates reflect various factors such as the size and characteristics of the target audience, market location and size, and recent market selling prices. However, where the Company provides customers with free or discounted services as part of contract negotiations, management uses judgment to determine how much of the transaction price to allocate to these performance obligations.

Contract Costs

Incremental costs of obtaining a contract primarily relate to sales commissions, which are included in selling, general and administrative expenses and are generally commensurate with sales. These costs are generally expensed when incurred because the period of benefit is one year or less.

Advertising Expense

The Company records advertising expense as it is incurred. Advertising expenses were $166.1 million, $167.2 million, $126.0 million and $59.6 million for the years ended December 31, 2021 and 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor), respectively, which include $130.1 million, $133.0 million, $105.0 million and $46.0 million in barter advertising, respectively.

Share-Based Compensation

Under the fair value recognition provisions of ASC 718, *Compensation-Stock Compensation*, share-based compensation cost is measured at the grant date based on the fair value of the award. For awards that vest based on service conditions, this cost is recognized as expense on a straight-line basis over the vesting period. For awards that will vest based on market or performance conditions, this cost is recognized when it becomes probable that the performance conditions will be satisfied. Determining the fair value of share-based awards at the grant date requires assumptions and judgments, such as expected volatility, among other factors.

Foreign Currency

Results of operations for foreign subsidiaries and foreign equity investees are translated into U.S. dollars using average exchange rates during the year. The assets and liabilities of those subsidiaries and investees are translated into U.S. dollars using the exchange rates at the balance sheet date. The related translation adjustments are recorded in a separate component of stockholders' equity, “Accumulated other comprehensive income (loss)”. Foreign currency transaction gains and losses are included in Other income (expense), net in the Statement of Comprehensive Income (Loss).

Reclassifications and New Segment Presentation

Certain prior period amounts have been reclassified to conform to the 2021 presentation. In connection with the organization and leadership changes resulting in the realignment of its reportable segments as discussed above, the Company also determined that all selling, general and administrative expenses incurred by its reportable segments and by its corporate functions would be reported together as Selling, general and administrative expenses. Amounts presented in prior years as Corporate expenses have been reclassified as Selling, general and administrative expenses to conform to the current presentation.

New Accounting Pronouncements Recently Adopted

In March 2020, the FASB issued ASU No. 2020-04, Reference Rate Reform (Topic 848) - Facilitation of the Effects of the Interbank Offered Rate Transition on Financial Reporting to provide optional relief from applying generally accepted accounting principles to contracts, hedging relationships and other transactions affected by reference rate reform. In addition, in January 2021, the FASB issued ASU No. 2021-01, Reference Rate Reform (Topic 848) – Scope, to clarify that certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. The guidance is effective upon issuance and generally can be applied through December 31, 2022. The Company is currently evaluating the future impact of adoption of this standard.

New Accounting Pronouncements Not Yet Adopted

In October 2021, the FASB issued ASU No. 2021-08, Business Combinations (Topic 805) - Accounting for Contract Assets and Contract Liabilities from Contracts with Customers which requires an acquirer in a business combination to recognize and measure contract assets and contract liabilities in accordance with Accounting Standards Codification 606. The amendments of ASU 2021-08 are effective for interim and annual periods beginning after December 15, 2022. The Company is currently evaluating the future impact of adoption of this standard.

Restricted Cash

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported in the Consolidated Balance Sheets to the total of the amounts reported in the Consolidated Statements of Cash Flows:

(In thousands)	Successor Company	
	December 31, 2021	December 31, 2020
Cash and cash equivalents	$ 352,129	$ 720,662
Restricted cash included in:		
Other current assets	425	—
Other assets	—	525
Total cash, cash equivalents and restricted cash in the Statement of Cash Flows	$ 352,554	$ 721,187

NOTE 2 – REVENUE

The Company generates revenue from several sources:

- The primary source of revenue in the Multiplatform Group segment is the sale of advertising on the Company’s radio stations. This segment also generates revenues from programming talent, network syndication, traffic and weather data, live and virtual events and other miscellaneous transactions.
- The primary source of revenue in the Digital Audio Group segment is the sale of advertising on the Company’s iHeartRadio mobile application and website, station websites and on its podcast network.
- The Company also generates revenue through contractual commissions realized from the sale of national spot and online advertising on behalf of clients of its full-service media representation business, Katz Media, which is reported in the Company’s Audio and Media Services Group segment.

Disaggregation of Revenue

The following table shows revenue streams for the Successor Company for the year ended December 31, 2021, the year ended December 31, 2020 and the period from May 2, 2019 through December 31, 2019:

	Successor Company				
(In thousands)	Multiplatform Group	Digital Audio Group	Audio and Media Services Group	Eliminations	Consolidated
Year Ended December 31, 2021					
Revenue from contracts with customers:					
Broadcast Radio(1)	$ 1,812,252	$ —	$ —	$ —	$ 1,812,252
Networks(2)	503,052	—	—	—	503,052
Sponsorship and Events(3)	160,322	—	—	—	160,322
Digital, excluding Podcast(4)	—	581,918	—	(5,845)	576,073
Podcast(5)	—	252,564	—	—	252,564
Audio & Media Services(6)	—	—	247,957	(6,602)	241,355
Other(7)	11,958	—	—	(670)	11,288
Total	2,487,584	834,482	247,957	(13,117)	3,556,906
Revenue from leases(8)	1,434	—	—	—	1,434
Revenue, total	$ 2,489,018	$ 834,482	$ 247,957	$ (13,117)	$ 3,558,340
Year Ended December 31, 2020					
Revenue from contracts with customers:					
Broadcast Radio(1)	$ 1,604,880	$ —	$ —	$ —	$ 1,604,880
Networks(2)	484,950	—	—	—	484,950
Sponsorship and Events(3)	107,654	—	—	—	107,654
Digital, excluding Podcast(4)	—	372,687	—	—	372,687
Podcast(5)	—	101,684	—	—	101,684
Audio & Media Services(6)	—	—	274,749	(7,086)	267,663
Other(7)	7,276	—	—	(670)	6,606
Total	2,204,760	474,371	274,749	(7,756)	2,946,124
Revenue from leases(8)	2,094	—	—	—	2,094
Revenue, total	$ 2,206,854	$ 474,371	$ 274,749	$ (7,756)	$ 2,948,218
Period from May 2, 2019 through December 31, 2019					
Revenue from contracts with customers:					
Broadcast Radio(1)	$ 1,575,382	$ —	$ —	$ —	$ 1,575,382
Networks(2)	425,631	—	—	—	425,631
Sponsorship and Events(3)	159,187	—	—	—	159,187
Digital, excluding Podcast(4)	—	231,160	—	—	231,160
Podcast(5)	—	42,229	—	—	42,229
Audio & Media Services(6)	—		167,292	(4,589)	162,703
Other(7)	13,017		—	(447)	12,570
Total	2,173,217	273,389	167,292	(5,036)	2,608,862
Revenue from leases(8)	1,194	—	—	—	1,194
Revenue, total	$ 2,174,411	$ 273,389	$ 167,292	$ (5,036)	$ 2,610,056

The following table shows revenue streams from continuing operations for the Predecessor Company. The presentation of amounts in the Predecessor period has been revised to conform to the Successor period presentation.

	Predecessor Company				
(In thousands)	Multiplatform Group	Digital Audio Group	Audio and Media Services Group	Eliminations	Consolidated
Period from January 1, 2019 through May 1, 2019					
Revenue from contracts with customers:					
Broadcast Radio[1]	$ 657,864	$ —	$ —	$ —	$ 657,864
Networks[2]	189,088	—	—	—	189,088
Sponsorship and Events[3]	50,330	—	—	—	50,330
Digital, excluding Podcast[4]	—	91,695	—	—	91,695
Podcast[5]	—	11,094	—	—	11,094
Audio and Media Services[6]	—	—	69,362	(2,325)	67,037
Other[7]	5,910	—	—	(243)	5,667
Total	903,192	102,789	69,362	(2,568)	1,072,775
Revenue from leases[8]	696	—	—	—	696
Revenue, total	$ 903,888	$ 102,789	$ 69,362	$ (2,568)	$ 1,073,471

(1) Broadcast Radio revenue is generated through the sale of advertising time on the Company's domestic radio stations.

(2) Networks revenue is generated through the sale of advertising on the Company's Premiere and Total Traffic & Weather network programs and through the syndication of network programming to other media companies.

(3) Sponsorship and events revenue is generated through local events and major nationally-recognized tent pole events and include sponsorship and other advertising revenue, ticket sales, and licensing, as well as endorsement and appearance fees generated by on-air talent.

(4) Digital, excluding Podcast revenue is generated through the sale of streaming and display advertisements on digital platforms and through subscriptions to iHeartRadio streaming services.

(5) Podcast revenue is generated through the sale of advertising on the Company's podcast network.

(6) Audio and media services revenue is generated by services provided to broadcast industry participants through the Company's Katz Media and RCS businesses. As a media representation firm, Katz Media generates revenue via commissions on media sold on behalf of the radio and television stations that it represents, while RCS generates revenue by providing broadcast software and media streaming, along with research services for radio stations, broadcast television stations, cable channels, record labels, ad agencies and Internet stations worldwide.

(7) Other revenue represents fees earned for miscellaneous services, including on-site promotions, activations, and local marketing agreements.

(8) Revenue from leases is primarily generated by the lease of towers to other media companies, which are all categorized as operating leases.

Trade and Barter

Trade and barter transactions represent the exchange of advertising spots for merchandise, services, other advertising or other assets in the ordinary course of business. The transaction price for these contracts is measured at the estimated fair value of the non-cash consideration received unless this is not reasonably estimable, in which case the consideration is measured based on the standalone selling price of the advertising spots promised to the customer. Trade and barter revenues and expenses from continuing operations, which are included in consolidated revenue and selling, general and administrative expenses, respectively, were as follows:

	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
(In thousands)	2021	2020	2019	2019
Consolidated:				
Trade and barter revenues	$ 175,519	$ 158,383	$ 151,497	$ 65,934
Trade and barter expenses	149,846	154,715	134,865	58,330

The Successor Company recognized barter revenue of $16.3 million, $10.5 million and $13.0 million for the year ended December 31, 2021, the year ended December 31, 2020, and the period from May 2, 2019 through December 31, 2019, respectively, in connection with investments made in companies in exchange for advertising services. The Predecessor Company recognized barter revenue of $5.9 million in the period from January 1, 2019 through May 1, 2019 in connection with investments made in companies in exchange for advertising services.

Deferred Revenue

The following tables show the Company's deferred revenue balance from contracts with customers, excluding discontinued operations:

	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
(In thousands)	2021	2020	2019	2019
Deferred revenue from contracts with customers:				
Beginning balance[(1)]	$ 145,493	$ 162,068	$ 151,475	$ 148,720
Impact of fresh start accounting	—	—	298	—
Revenue recognized, included in beginning balance	(93,195)	(95,531)	(102,237)	(76,473)
Additions, net of revenue recognized during period, and other	108,816	78,956	112,532	79,228
Ending balance	$ 161,114	$ 145,493	$ 162,068	$ 151,475

(1) Deferred revenue from contracts with customers, which excludes other sources of deferred revenue that are not related to contracts with customers, is included within deferred revenue and other long-term liabilities on the Consolidated Balance Sheets, depending upon when revenue is expected to be recognized. As described in Note 15, *Fresh Start Accounting*, as part of the fresh start accounting adjustments on May 1, 2019, deferred revenue from contracts with customers was adjusted to its estimated fair value.

The Company's contracts with customers generally have a term of one year or less; however, as of December 31, 2021, the Company expects to recognize $244.7 million of revenue in future periods for remaining performance obligations from current contracts with customers that have an original expected duration of greater than one year, with substantially all of this amount to be recognized over the next five years. Commissions related to the Company's media representation business have been excluded from this amount as they are contingent upon future sales.

Revenue from Leases

As of December 31, 2021, the future lease payments to be received by the Successor Company are as follows:

(In thousands)		
2022	$	951
2023		780
2024		600
2025		415
2026		323
Thereafter		1,524
Total minimum future rentals	$	4,593

NOTE 3 – LEASES

The following tables provide the components of lease expense included within the Consolidated Statement of Comprehensive Income (Loss) for the years ended December 31, 2021 and 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor):

	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
(In thousands)	2021	2020	2019	2019
Operating lease expense	$ 153,042	$ 151,448	$ 100,835	$ 44,667
Variable lease expense	31,516	31,451	15,940	476
Non-cash impairment of ROU assets[(1)]	44,311	8,043	—	—

[(1)]In addition to non-cash impairment of ROU assets, the Company recorded an additional $13.4 million of non-cash impairments related to leasehold improvements in 2021. The amounts related to leasehold improvements was immaterial for 2020 and 2019.

The following table provides the weighted average remaining lease term and the weighted average discount rate for the Company's leases as of December 31, 2021 (Successor):

	December 31, 2021
Operating lease weighted average remaining lease term (in years)	12.7
Operating lease weighted average discount rate	6.5 %

As of December 31, 2021 (Successor), the Company's future maturities of operating lease liabilities were as follows:

(In thousands)		
2022	$	136,870
2023		127,340
2024		117,413
2025		107,226
2026		97,275
Thereafter		659,500
Total lease payments	$	1,245,624
Less: Effect of discounting		418,225
Total operating lease liability	$	827,399

The following table provides supplemental cash flow information related to leases for the years ended December 31, 2021 and 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor):

	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
(In thousands)	2021	2020	2019	2019
Cash paid for amounts included in measurement of operating lease liabilities	$ 136,780	$ 139,507	$ 89,567	$ 44,888
Lease liabilities arising from obtaining right-of-use assets[1]	$ 74,745	$ 56,243	$ 29,498	$ 913,598

[1] Lease liabilities from obtaining right-of-use assets include transition liabilities upon adoption of ASC 842, *Leases*, as well as new leases entered into during the year ended December 31, 2021 (Successor), the year ended December 31, 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor). Upon adoption of fresh start accounting upon emergence from the Chapter 11 Cases, the Company increased its operating lease obligation by $459.0 million to reflect its operating lease obligation as estimated fair value (see Note 15, *Fresh Start Accounting*).

The Company reflects changes in the lease liability and changes in the ROU asset on a net basis in the Statements of Cash Flows. The non-cash operating lease expense was $114.5 million, $103.4 million, $61.6 million and $14.3 million for the year ended December 31, 2021 (Successor), the year ended December 31, 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor), respectively.

NOTE 4 – PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE ASSETS AND GOODWILL

Property, Plant and Equipment

Acquisitions

On March 31, 2021, the Company acquired Triton Digital, a global leader in digital audio and podcast technology and measurement services, from The E.W. Scripps Company for $228.5 million in cash. The assets acquired as part of this transaction consisted of $69.4 million in current and fixed assets, consisting primarily of accounts receivable and technology, and $191.3 million in intangible assets, consisting primarily of customer relationships, along with $168.0 million in goodwill (of which $6.9 million is tax-deductible). The Company also assumed liabilities of $32.2 million, consisting primarily of accounts payable and deferred tax liabilities. The assessment of fair value of assets acquired and liabilities assumed is preliminary and is based on information that was available to management at the time these consolidated financial statements were prepared. The finalization of the Company's acquisition accounting assessment could result in changes in the valuation of assets acquired and liabilities assumed, which could be material.

Property, Plant and Equipment

The Company's property, plant and equipment consisted of the following classes of assets as of December 31, 2021 (Successor) and 2020 (Successor), respectively:

(In thousands)	Successor Company	
	December 31, 2021	December 31, 2020
Land, buildings and improvements	$ 355,474	$ 386,980
Towers, transmitters and studio equipment	180,571	169,788
Computer equipment and software	521,872	398,084
Furniture and other equipment	35,390	45,711
Construction in progress	64,732	25,073
	1,158,039	1,025,636
Less: accumulated depreciation	375,946	213,934
Property, plant and equipment, net	$ 782,093	$ 811,702

Indefinite-lived Intangible Assets

The Company's indefinite-lived intangible assets consist of FCC broadcast licenses in its Multiplatform Group segment. FCC broadcast licenses are granted to radio stations for up to eight years under the Telecommunications Act of 1996 (the "Act"). The Act requires the FCC to renew a broadcast license if the FCC finds that the station has served the public interest, convenience and necessity, there have been no serious violations of either the Communications Act of 1934 or the FCC's rules and regulations by the licensee, and there have been no other serious violations which taken together constitute a pattern of abuse. The licenses may be renewed indefinitely at little or no cost. The Company does not believe that the technology of wireless broadcasting will be replaced in the foreseeable future. In connection with the Company's emergence from bankruptcy and in accordance with ASC 852, *Reorganizations*, the Company applied the provisions of fresh start accounting to its Consolidated Financial Statements on the Effective Date. As a result, the Company adjusted its FCC licenses to their respective estimated fair values of $2,281.7 million as of the Effective Date (see Note 15, *Fresh Start Accounting*).

Annual Impairment Test on Indefinite-lived Intangible Assets

The Company performs its annual impairment test on goodwill and indefinite-lived intangible assets, including FCC licenses, as of July 1 of each year. In addition, the Company tests for impairment of intangible assets whenever events and circumstances indicate that such assets might be impaired.

The Company applied fresh start accounting as of May 1, 2019 in connection with its emergence from Chapter 11 bankruptcy, which required stating the Company's intangible assets at estimated fair value. Such fair values recorded in fresh start accounting reflected the economic conditions in place at the time of emergence. The economic downturn starting in March 2020 and the COVID-19 pandemic had an adverse impact on the trading values of the Company's publicly-traded debt and equity and on the Company's first quarter 2020 results, and the continuing uncertainty surrounding the duration and magnitude of the economic impact of the pandemic had a negative impact on the Company's forecasted future cash flows. As a result, the Company performed an interim impairment test as of March 31, 2020 on its indefinite-lived FCC licenses.

For purposes of initial recording in fresh start accounting and for annual impairment testing purposes, our FCC licenses are valued using the direct valuation approach, with the key assumptions being forecasted market revenue growth rates, market share, profit margin, duration and profile of the build-up period, estimated start-up capital costs and losses incurred during the build-up period, the risk-adjusted discount rate and terminal values. This data is populated using industry normalized information representing an average asset within a market.

In estimating the fair value of its FCC licenses, the Company obtained the most recent broadcast radio industry revenue projections which considered the impact of COVID-19 on future broadcast radio advertising revenue. Such projections reflected a significant and negative impact from COVID-19. In addition to using these broadcast radio industry revenue projections at the time, the Company used various sources to analyze media and broadcast industry market forecasts and other data in developing the assumptions used for purposes of performing impairment testing on our FCC licenses as of March 31, 2020. As a result of COVID-19, the United States economy was undergoing a period of economic disruption and uncertainty, which had caused, among other things, lower consumer and business spending. The uncertainty surrounding the projected demand for advertising negatively impacted the key assumptions used in the discounted cash flow models used to value the Company's FCC licenses. Considerations in developing these assumptions included the extent of the economic downturn, ranges of expected timing of recovery, discount rates and other factors. As a result of the Company's assessment, the estimated fair value of FCC licenses was determined to be below their carrying values as of March 31, 2020. As a result, during the three months ended March 31, 2020, the Successor Company recognized a non-cash impairment charge of $502.7 million on its FCC licenses.

The impairment tests for indefinite-lived intangible assets consist of a comparison between the fair value of the indefinite-lived intangible asset at the market level with its carrying amount. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized equal to that excess. After an impairment loss is recognized, the adjusted carrying amount of the indefinite-lived asset is its new accounting basis. The fair value of the indefinite-lived asset is determined using the direct valuation method as prescribed in ASC 805-20-S99, *Business Combinations*. Under the direct valuation method, the fair value of the indefinite-lived assets is calculated at the market level as prescribed by ASC 350-30-35, *Intangibles - Goodwill and Other*. The Company engaged a third-party valuation firm to assist it in the development of the assumptions and the Company's determination of the fair value of its indefinite-lived intangible assets.

The application of the direct valuation method attempts to isolate the income that is attributable to the indefinite-lived intangible asset alone (that is, apart from tangible and identified intangible assets and goodwill). It is based upon modeling a hypothetical "greenfield" build-up to a "normalized" enterprise that, by design, lacks inherent goodwill and whose only other assets have essentially been paid for (or added) as part of the build-up process. The Company forecasts revenue, expenses, and cash flows over a ten-year period for each of its markets in its application of the direct valuation method. The Company also calculates a "normalized" residual year which represents the perpetual cash flows of each market. The residual year cash flow was capitalized to arrive at the terminal value of the licenses in each market.

Under the direct valuation method, it is assumed that rather than acquiring indefinite-lived intangible assets as part of a going concern business, the buyer hypothetically develops indefinite-lived intangible assets and builds a new operation with similar attributes from scratch. Thus, the buyer incurs start-up costs during the build-up phase which are normally associated with going concern value. Initial capital costs are deducted from the discounted cash flow model which results in value that is directly attributable to the indefinite-lived intangible assets.

The key assumptions used in applying the direct valuation method are market revenue growth rates, market share, profit margin, duration and profile of the build-up period, estimated start-up capital costs and losses incurred during the build-up period, the risk-adjusted discount rate and terminal values. This data is populated using industry normalized information representing an average FCC license within a market.

No further impairment was recognized as a result of the Company's annual impairment test on indefinite-lived intangible assets in 2021 or 2020.

During the period from January 1, 2019 through May 1, 2019, the Predecessor Company recognized non-cash impairment charges of $91.4 million in relation to indefinite-lived FCC licenses as a result of an increase in the WACC used in performing the annual impairment test. As a result of the fair value exercise applied in connection with fresh start accounting, the Successor Company opted to use a qualitative assessment as permitted by ASC 350, *"Intangibles - Goodwill and Other"* as of July 1, 2019 and no additional impairment charges were recorded.

Other Intangible Assets

Other intangible assets consists of definite-lived intangible assets, which primarily include customer and advertiser relationships, talent and representation contracts, trademarks and tradenames and other contractual rights, all of which are amortized over the shorter of either the respective lives of the agreements or over the period of time that the assets are expected to contribute directly or indirectly to the Company's future cash flows. The Company periodically reviews the appropriateness of the amortization periods related to its definite-lived intangible assets. These assets are recorded at amortized cost.

The Company tests for possible impairment of other intangible assets whenever events and circumstances indicate that they might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. When specific assets are determined to be unrecoverable, the cost basis of the asset is reduced to reflect the current fair market value.

The Company applied fresh start accounting as of May 1, 2019 in connection with its emergence from Chapter 11 bankruptcy which required stating the Company's intangible assets at estimated fair value. Such fair values recorded in fresh start accounting reflected the economic conditions in place at the time of emergence. The economic downturn in March 2020 and the COVID-19 pandemic had an adverse impact on the Company's first quarter 2020 results, and the continuing uncertainty surrounding the duration and magnitude of the economic impact of the pandemic has had a negative impact on the Company's forecasted future cash flows. As a result, the Company performed interim impairment tests as of March 31, 2020 on its other intangible assets. Based on the Company's test of recoverability using estimated undiscounted future cash flows, the carrying values of the Company's definite-lived intangible assets were determined to be recoverable, and no impairment was recognized.

The following table presents the gross carrying amount and accumulated amortization for each major class of other intangible assets as of December 31, 2021 (Successor) and December 31, 2020 (Successor), respectively:

(In thousands)	Successor Company			
	December 31, 2021		December 31, 2020	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer / advertiser relationships	1,636,202	(457,627)	1,620,509	(286,066)
Talent and other contracts	338,900	(117,337)	375,900	(84,065)
Trademarks and tradenames	335,862	(88,252)	326,061	(54,358)
Other	27,994	(9,142)	31,351	(4,840)
Total	$ 2,338,958	$ (672,358)	$ 2,353,821	$ (429,329)

Total amortization expense related to definite-lived intangible assets for the Successor Company for the year ended December 31, 2021, the year ended December 31, 2020 and the period from May 2, 2019 through December 31, 2019 was $280.6 million, $258.9 million and $171.5 million, respectively. Total amortization expense related to definite-lived intangible assets for the Predecessor Company for the period from January 1, 2019 through May 1, 2019 and the year ended December 31, 2019 was $12.7 million.

As acquisitions and dispositions occur in the future, amortization expense may vary. The following table presents the Company's estimate of amortization expense for each of the five succeeding fiscal years for definite-lived intangible assets:

(In thousands)		
2022	$	254,713
2023		246,007
2024		244,582
2025		213,389
2026		201,467

Goodwill

The following tables present the changes in the carrying amount of goodwill:

(In thousands)		Audio		Audio & Media Services Group		Consolidated
Balance as of December 31, 2019	$	3,221,468	$	104,154	$	3,325,622
Impairment		(1,224,374)		—		(1,224,374)
Acquisitions		44,606		—		44,606
Dispositions		(164)		—		(164)
Foreign currency		—		245		245
Balance as of December 31, 2020	$	2,041,536	$	104,399	$	2,145,935

(In thousands)		Multiplatform Group		Digital Audio Group		Audio & Media Services Group		Consolidated
Balance as of January 1, 2021	$	1,462,217	$	579,319	$	104,399	$	2,145,935
Acquisitions		1,267		168,031		—		169,298
Dispositions		(1,446)		—		—		(1,446)
Foreign currency		—		—		(206)		(206)
Balance as of December 31, 2021	$	1,462,038	$	747,350	$	104,193	$	2,313,581

As a result of the leadership and organizational changes implemented in the first quarter 2021, as described in Note 1, *Basis of Presentation*, the Company re-evaluated its reporting units and allocated goodwill to these new reporting units. Refer to Note 12, *Segment Data,* for additional information on our segments. Goodwill was allocated to these new reporting units based on the relative fair values of these reporting units. Fair value was calculated using the expected present value of future cash flows, and included estimates, judgments and assumptions consistent with those of a market participant that management believes were appropriate in the circumstances. The estimates and judgments that most significantly affect the fair value calculations are assumptions related to long-term growth rates, expected profit margins and discount rates. The Company did not recast prior-period goodwill balances to the new reporting units as it was impractical to do so.

The balance at December 31, 2019 (Successor) is net of cumulative impairments of $3.5 billion and $212.0 million in the Company's Audio and Audio and Media Services segments, respectively.

Goodwill Impairment

The Company performs its annual impairment test on goodwill as of July 1 of each year. The Company also tests goodwill at interim dates if events or changes in circumstances indicate that goodwill might be impaired.

As described in Note 1, *Summary of Significant Accounting Policies*, the economic disruption as a result of COVID-19 had a significant impact to the trading values of the Company's publicly-traded debt and equity and on the Company's results in the latter half of the month ended March 31, 2020. In addition, the Company expected that the pandemic would continue to impact the operating and economic environment of our customers and would impact the near-term spending decisions of advertisers. As a result, the Company performed an interim impairment test on its indefinite-lived intangible assets as of March 31, 2020.

The goodwill impairment test requires measurement of the fair value of the Company's reporting units, which is compared to the carrying value of the reporting units, including goodwill. Each reporting unit is valued using a discounted cash flow model which requires estimating future cash flows expected to be generated from the reporting unit, discounted to their present value using a risk-adjusted discount rate. Terminal values are also estimated and discounted to their present value. Assessing the recoverability of goodwill requires estimates and assumptions about sales, operating margins, growth rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data. As with the impairment testing performed on the Company's FCC licenses described above, the significant deterioration in market conditions and uncertainty in the markets impacted the assumptions used to estimate the discounted future cash flows of the Company's reporting units for purposes of performing the interim goodwill impairment test. There are inherent uncertainties related to these factors and management's judgment in applying these factors.

As discussed above, the carrying values of the Company's reporting units were based on estimated fair values determined upon our emergence from bankruptcy on May 1, 2019, and the rapid deterioration in economic conditions resulting from the COVID-19 pandemic resulted in lower estimated fair values determined in connection with our interim goodwill impairment testing as of March 31, 2020. The estimated fair value of one of the Company's reporting units was below its carrying value, including goodwill. The macroeconomic factors discussed above had an adverse effect on the Company's estimated cash flows used in the discounted cash flow model. As a result, the Company recognized a non-cash impairment charge of $1.2 billion in the first quarter of 2020 to reduce goodwill.

The Company engaged a third-party valuation firm to assist it in the development of the assumptions and the Company's determination of the fair value of its reporting units as of July 1 2021 and 2020 as part of the annual impairment test. No impairment was recognized as a result of the Company's annual impairment tests on goodwill.

As a result of the changes in the Company's management structure and its reportable segments effective at the beginning of 2021, the Company performed an interim impairment test on goodwill as of January 1, 2021. No impairment charges were recorded in the first quarter of 2021 in connection with the interim impairment test.

NOTE 5 – INVESTMENTS

The following table summarizes the Company's investments in nonconsolidated affiliates and other securities:

(In thousands)	Available-for-Sale Debt Securities	Equity Method Investments	Other Investments	Marketable Equity Securities	Total Investments
Balance at December 31, 2019 (Successor)	$ 33,128	$ 10,952	$ 16,989	$ 2,700	$ 63,769
Purchases of investments	9,595	1,523	7,629	—	18,747
Equity in loss	—	(379)	—	—	(379)
Disposals	(194)	(1,000)			(1,194)
Distributions received	—	(31)	—	—	(31)
Loss on investments	(7,116)	—	(959)	(1,271)	(9,346)
Other	(3,957)	—	2,965	—	(992)
Balance at December 31, 2020 (Successor)	$ 31,456	$ 11,065	$ 26,624	$ 1,429	$ 70,574
Purchases of investments	7,263	690	15,368	—	23,321
Equity in loss	—	(1,138)	—	—	(1,138)
Disposals	(426)	—	(1,172)	—	(1,598)
Gain (loss) on investments, net	(62)	—	(8,680)	2,801	(5,941)
Other	(4,363)	—	5,070	—	707
Balance at December 31, 2021 (Successor)	$ 33,868	$ 10,617	$ 37,210	$ 4,230	$ 85,925

Equity method investments in the table above are not consolidated, but are accounted for under the equity method of accounting. The Company records its investments in these entities on the balance sheet within “Other assets.” The Company's interests in the operations of equity method investments are recorded in the statement of comprehensive income (loss) as “Equity in loss of nonconsolidated affiliates.” Other investments includes various investments in companies for which there is no readily determinable market value.

During 2021, the Successor Company recorded $17.5 million for investments made in seven companies in exchange for advertising services and cash. One of these investments is being accounted for under the equity method of accounting, three of these investments are being accounted for at amortized cost and three of these investments are notes receivable that are convertible into cash or equity.

During 2020, the Successor Company recorded $15.0 million for investments made in seven companies in exchange for advertising services and cash. One of these investments is being accounted for under the equity method of accounting, two of these investments are being accounted for at amortized cost and four of these investments are notes receivable that are convertible into cash or equity.

The Successor Company recognized barter revenue of $16.3 million and $10.5 million in the year ended December 31, 2021 and the year ended December 31, 2020, respectively. The Successor Company recognized non-cash investment impairments totaling $8.7 million and $5.7 million on our investments for the year ended December 31, 2021 and the year ended December 31, 2020, respectively, which were recorded in “Gain (loss) on investments, net.”

NOTE 6 – LONG-TERM DEBT

Long-term debt outstanding as of December 31, 2021 (Successor) and December 31, 2020 (Successor) consisted of the following:

(In thousands)	Successor Company	
	December 31, 2021	December 31, 2020
Term Loan Facility due 2026	$ 1,864,032	$ 2,080,259
Incremental Term Loan Facility due 2026	401,220	447,750
Asset-based Revolving Credit Facility due 2023[(1)]	—	—
6.375% Senior Secured Notes due 2026	800,000	800,000
5.25% Senior Secured Notes due 2027	750,000	750,000
4.75% Senior Secured Notes due 2028	500,000	500,000
Other secured subsidiary debt[(2)]	5,350	22,753
Total consolidated secured debt	4,320,602	4,600,762
8.375% Senior Unsecured Notes due 2027	1,450,000	1,450,000
Other unsecured subsidiary debt	90	6,782
Original issue discount	(13,454)	(18,817)
Long-term debt fees	(18,370)	(21,797)
Total debt	5,738,868	6,016,930
Less: Current portion	673	34,775
Total long-term debt	$ 5,738,195	$ 5,982,155

(1) As of December 31, 2021, the ABL Facility had a facility size of $450.0 million, no outstanding borrowings and $26.9 million of outstanding letters of credit, resulting in $423.1 million of borrowing base availability.

(2) Other secured subsidiary debt consists of finance lease obligations maturing at various dates from 2022 through 2045.

The Successor Company's weighted average interest rate was 5.4% and 5.5% as of December 31, 2021 and December 31, 2020, respectively. The aggregate market value of the Successor Company's debt based on market prices for which quotes were available was approximately $5.9 billion and $6.2 billion as of December 31, 2021 and December 31, 2020, respectively. Under the fair value hierarchy established by ASC 820-10-35, *Fair Value Measurement*, the fair market value of the Successor Company's debt is classified as either Level 1 or Level 2. As of December 31, 2021 we were in compliance with all covenants related to the Company's debt agreements.

Asset-based Revolving Credit Facility due 2023

On the Effective Date, iHeartCommunications, as borrower, entered into a Credit Agreement (the "ABL Credit Agreement") with iHeartMedia Capital I, LLC, the direct parent of iHeartCommunications ("Capital I"), as guarantor, certain subsidiaries of iHeartCommunications, as guarantors, Citibank, N.A., as administrative and collateral agent, and the lenders party thereto from time to time, governing the ABL Facility. The ABL Facility includes a letter of credit sub-facility and a swingline loan sub-facility.

Size and Availability

The ABL Facility provides for a senior secured asset-based revolving credit facility in the aggregate principal amount of up to $450.0 million, with amounts available from time to time (including in respect of letters of credit) equal to the lesser of (A) the borrowing base, which equals the sum of (i) 90.0% of the eligible accounts receivable of iHeartCommunications and the subsidiary guarantors and (ii) 100% of qualified cash, each subject to customary reserves and eligibility criteria, and (B) the aggregate revolving credit commitments. Subject to certain conditions, iHeartCommunications may at any time request one or more increases in the amount of revolving credit commitments, in an amount up to the sum of (x) $150.0 million and (y) the amount by which the borrowing base exceeds the aggregate revolving credit commitments. As of December 31, 2021, iHeartCommunications had no principal amounts outstanding under the ABL Facility, a facility size of $450.0 million and $26.9 million in outstanding letters of credit, resulting in $423.1 million of borrowing base availability.

Interest Rate and Fees

Borrowings under the ABL Facility bear interest at a rate per annum equal to the applicable margin plus, at iHeartCommunications' option, either (1) a eurocurrency rate or (2) a base rate. The applicable margin for borrowings under the ABL Facility range from 1.25% to 1.75% for eurocurrency borrowings and from 0.25% to 0.75% for base-rate borrowings, in each case, depending on average excess availability under the ABL Facility based on the most recently ended fiscal quarter.

In addition to paying interest on outstanding principal under the ABL Facility, iHeartCommunications is required to pay a commitment fee to the lenders under the ABL Facility in respect of the unutilized commitments thereunder. The commitment fee rate ranges from 0.25% to 0.375% per annum dependent upon average unused commitments during the prior quarter. iHeartCommunications may also pay customary letter of credit fees.

Maturity

Borrowings under the ABL Facility will mature, and lending commitments thereunder will terminate on June 14, 2023.

Prepayments

If at any time, the sum of the outstanding amounts under the ABL Facility exceeds the lesser of (i) the borrowing base and (ii) the aggregate commitments under the facility (such lesser amount, the "line cap"), iHeartCommunications is required to repay outstanding loans and cash collateralize letters of credit in an aggregate amount equal to such excess. iHeartCommunications may voluntarily repay outstanding loans under the ABL Facility at any time without premium or penalty, other than customary "breakage" costs with respect to eurocurrency rate loans. Any voluntary prepayments made by iHeartCommunications will not reduce iHeartCommunications' commitments under the ABL Facility.

Guarantees and Security

The ABL Facility is guaranteed by, subject to certain exceptions, the guarantors of iHeartCommunications' Term Loan Facility. All obligations under the ABL Facility, and the guarantees of those obligations, are secured by a perfected security interest in the accounts receivable and related assets of iHeartCommunications' and the guarantors' accounts receivable, qualified cash and related assets and proceeds thereof that is senior to the security interest of iHeartCommunications' Term Loan Facility in such accounts receivable, qualified cash and related assets and proceeds thereof, subject to permitted liens and certain exceptions.

Certain Covenants and Events of Default

If borrowing availability is less than the greater of (a) $40.0 million and (b) 10% of the aggregate commitments under the ABL Facility, in each case, for two consecutive business days (a "Trigger Event"), iHeartCommunications will be required to comply with a minimum fixed charge coverage ratio of at least 1.00 to 1.00, and must continue to comply with this minimum fixed charge coverage ratio for fiscal quarters ending after the occurrence of the Trigger Event until borrowing availability exceeds the greater of (x) $40.0 million and (y) 10% of the aggregate commitments under the ABL Facility, in each case, for 20 consecutive calendar days, at which time the Trigger Event shall no longer be deemed to be occurring.

Term Loan Facility due 2026

On the Effective Date, iHeartCommunications, as borrower, entered into a Credit Agreement (the "Term Loan Credit Agreement") with Capital I, as guarantor, certain subsidiaries of iHeartCommunications, as guarantors, and Bank of America, N.A.., as succesor administrative and collateral agent, governing the Term Loan Facility. On the Effective Date, iHeartCommunications issued an aggregate of approximately $3.5 billion principal amount of senior secured term loans under the Term Loan Facility to certain Claimholders pursuant to the Plan of Reorganization. The Term Loan Facility matures on May 1, 2026.

As described below, on August 7, 2019, the proceeds from the issuance of $750.0 million in aggregate principal amount of 5.25% Senior Secured Notes due 2027 were used, together with cash on hand, to prepay at par $740.0 million of borrowings outstanding under the Term Loan Facility. On November 22, 2019, the proceeds from the issuance of $500.0 million in aggregate principal amount of 4.75% Senior Secured Notes due 2028 were used, together with cash on hand, to prepay at par $500.0 million of borrowings outstanding under the Term Loan Facility.

On February 3, 2020, iHeartCommunications entered into an amendment to the Term Loan Credit Agreement which reduced the interest rate to LIBOR plus a margin of 3.00% (from LIBOR plus a margin of 4.00%), or the Base Rate (as defined in the Term Loan Credit Agreement) plus a margin of 2.00% (from Base Rate plus a margin of 3.00%) and modified certain covenants contained in the Term Loan Credit Agreement. In connection with the Term Loan Facility amendment in February 2020, iHeartCommunications also prepaid at par $150.0 million of borrowings outstanding under the Term Loan Facility with cash on hand.

On July 16, 2020, iHeartCommunications entered into Amendment No. 2 to issue $450.0 million of incremental term loan commitments (the “Incremental Term Loan Facility”), resulting in net proceeds of $425.8 million, after original issue discount and debt issuance costs. A portion of the proceeds from the issuance were used to repay the balance outstanding under the ABL Facility of $235.0 million, with the remaining $190.6 million of the proceeds available for general corporate purposes.

On July 16, 2021, iHeartCommunications, Inc. entered into Amendment No. 3 which reduced the interest rate of its Incremental Term Loan Facility due 2026 to a Eurocurrency Rate of LIBOR plus a margin of 3.25% and floor of 0.50% (from LIBOR plus a margin of 4.00% and floor of 0.75%). The Base Rate interest amount was reduced to Base Rate plus a margin of 2.25% and floor of 1.50%. In connection with the amendment, iHeartCommunications voluntarily prepaid $250.0 million of borrowings outstanding under the Term Loan credit facilities with cash on hand, resulting in a reduction of $44.3 million of the existing Incremental Term Loan Facility due 2026 and $205.7 million of the Term Loan Facility due 2026.

Under the terms of the Term Loan Credit Agreement, iHeartCommunications made quarterly principal payments of $6.4 million during the three months ended September 30, 2020, December 31, 2020, March 31, 2021 and June 30, 2021, and previously made payments of $5.25 million during the three months ended March 31, 2020 and June 30, 2020. Following the prepayment of $250.0 million of borrowings outstanding under the Term Loan credit facilities on July 16, 2021, iHeartCommunications is no longer required to make such quarterly payments.

Interest Rate and Fees

Following the amendment made on February 3, 2020, the loans under the Term Loan Facility due 2026 bear interest at a rate per annum equal to LIBOR plus a margin of 3.00%, or the Base Rate plus a margin of 2.00%. Following the amendment made on July 16, 2021, the incremental loans under the Incremental Term Loan Facility due 2026 have an interest rate of LIBOR plus a margin of 3.25% and floor of 0.50% for Eurocurrency Rate Loans and Base Rate plus a margin of 2.25% and floor of 1.50% for Base Rate Loans.

Collateral and Guarantees

The Term Loan Facility is guaranteed by Capital I and each of iHeartCommunications’ existing and future material wholly-owned restricted subsidiaries, subject to certain exceptions. All obligations under the Term Loan Facility, and the guarantees of those obligations, are secured, subject to permitted liens and other exceptions, by a first priority lien in substantially all of the assets of iHeartCommunications and all of the guarantors’ assets, including a lien on the capital stock of iHeartCommunications and certain of its subsidiaries owned by a guarantor, other than the accounts receivable and related assets of iHeartCommunications and all of the subsidiary guarantors, and by a second priority lien on accounts receivable and related assets securing iHeartCommunications’ ABL Facility.

Prepayments

iHeartCommunications is required to prepay outstanding term loans under the Term Loan Facility, subject to certain exceptions, with:

- 50% (which percentage may be reduced to 25% and to 0% based upon iHeartCommunications' first lien leverage ratio) of iHeartCommunications' annual excess cash flow, subject to customary credits, reductions and exclusions;

- 100% (which percentage may be reduced to 50% and 0% based upon iHeartCommunications' first lien leverage ratio) of the net cash proceeds of sales or other dispositions of the assets of iHeartCommunications or its wholly owned restricted subsidiaries, subject to reinvestment rights and certain other exceptions; and

- 100% of the net cash proceeds of any incurrence of debt, other than debt permitted under the Term Loan Facility.

iHeartCommunications may voluntarily repay outstanding loans under the Term Loan Facility at any time, without prepayment premium or penalty, subject to customary "breakage" costs with respect to eurocurrency loans.

Certain Covenants and Events of Default

The Term Loan Facility does not include any financial covenants. However, the Term Loan Facility includes negative covenants that, subject to significant exceptions, limit Capital I's ability and the ability of its restricted subsidiaries (including iHeartCommunications) to, among other things:

- incur additional indebtedness;
- create liens on assets;
- engage in mergers, consolidations, liquidations and dissolutions;
- sell assets;
- pay dividends and distributions or repurchase Capital I's capital stock;
- make investments, loans, or advances;
- prepay certain junior indebtedness;
- engage in certain transactions with affiliates;
- amend material agreements governing certain junior indebtedness; and
- change lines of business.

The Term Loan Facility includes certain customary representations and warranties, affirmative covenants and events of default, including but not limited to, payment defaults, breach of representations and warranties, covenant defaults, cross defaults to certain indebtedness, certain bankruptcy-related events, certain events under ERISA, material judgments and a change of control. If an event of default occurs, the lenders under the Term Loan Facility are entitled to take various actions, including the acceleration of all amounts due under the Term Loan Facility and all actions permitted to be taken under the loan documents relating thereto or applicable law.

6.375% Senior Secured Notes due 2026

On the Effective Date, iHeartCommunications entered into an indenture (the "Senior Secured Notes Indenture") with Capital I, as guarantor, the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee and collateral agent, governing the $800.0 million aggregate principal amount of 6.375% Senior Secured Notes due 2026 that were issued to certain Claimholders pursuant to the Plan of Reorganization. The 6.375% Senior Secured Notes mature on May 1, 2026 and bear interest at a rate of 6.375% per annum, payable semi-annually in arrears on February 1 and August 1 of each year.

The 6.375% Senior Secured Notes are guaranteed on a senior secured basis by Capital I and the subsidiaries of iHeartCommunications that guarantee the Term Loan Facility or other credit facilities or capital markets debt securities. The 6.375% Senior Secured Notes and the related guarantees rank equally in right of payment with all of iHeartCommunications' and the guarantors' existing and future indebtedness that is not expressly subordinated to the 6.375% Senior Secured Notes (including the Term Loan Facility, the 5.25% Senior Secured Notes, the 4.75% Senior Secured Notes and the Senior Unsecured Notes), effectively equal with iHeartCommunications' and the guarantors' existing and future indebtedness secured by a first priority lien on the collateral securing the 6.375% Senior Secured Notes, effectively subordinated in right of payment to all of iHeartCommunications' and the guarantors' existing and future indebtedness that is secured by assets that are not part of the collateral securing the 6.375% Senior Secured Notes, to the extent of the value of such assets, and structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any subsidiary of iHeartCommunications that is not a guarantor of the 6.375% Senior Secured Notes.

The 6.375% Senior Secured Notes and the related guarantees are secured, subject to permitted liens and certain other exceptions, by a first priority lien on the capital stock of iHeartCommunications and substantially all of the assets of iHeartCommunications and the guarantors, other than accounts receivable and related assets, and by a second priority lien on accounts receivable and related assets securing the ABL Facility.

iHeartCommunications may redeem the 6.375% Senior Secured Notes at its option, in whole or in part, at any time prior to May 1, 2022, at a price equal to 100% of the principal amount of the 6.375% Senior Secured Notes being redeemed, plus an applicable premium and plus accrued and unpaid interest to the redemption date. iHeartCommunications may redeem the 6.375% Senior Secured Notes at its option, in whole or in part, on or after May 1, 2022, at the redemption prices set forth in the 6.375% Senior Secured Notes Indenture plus accrued and unpaid interest to the redemption date. At any time prior to May 1, 2022, iHeartCommunications may redeem at its option, up to 40% of the aggregate principal amount of the 6.375% Senior Secured Notes at a redemption price equal to 106.375% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the proceeds of one or more equity offerings.

The 6.375% Senior Secured Notes Indenture contains covenants that limit the ability of Capital I and its restricted subsidiaries, including iHeartCommunications, to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- create liens on certain assets;
- redeem, purchase or retire subordinated debt;
- make certain investments;
- create restrictions on the payment of dividends or other amounts from iHeartCommunications' restricted subsidiaries;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of iHeartCommunications' assets;
- sell certain assets, including capital stock of iHeartCommunications' subsidiaries;
- designate iHeartCommunications' subsidiaries as unrestricted subsidiaries, and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

5.25% Senior Secured Notes due 2027

On August 7, 2019, iHeartCommunications entered into an indenture (the "5.25% Senior Secured Notes Indenture") with Capital I, as guarantor, the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee and collateral agent, governing the $750.0 million aggregate principal amount of 5.25% Senior Secured Notes due 2027 that were issued in a private placement to qualified institutional buyers under Rule 144A under the Securities Act, and to persons outside the United States pursuant to Regulation S under the Securities Act. The 5.25% Senior Secured Notes mature on August 15, 2027 and bear interest at a rate of 5.25% per annum. Interest is payable semi-annually on February 15 and August 15 of each year.

The 5.25% Senior Secured Notes are guaranteed on a senior secured basis by Capital I and the subsidiaries of iHeartCommunications that guarantee the Term Loan Facility. The 5.25% Senior Secured Notes and the related guarantees rank equally in right of payment with all of iHeartCommunications' and the guarantors' existing and future indebtedness that is not expressly subordinated to the 5.25% Senior Secured Notes (including the Term Loan Facility, the 6.375% Senior Secured Notes, the 4.75% Senior Secured Notes and the Senior Unsecured Notes), effectively equal with iHeartCommunications' and the guarantors' existing and future indebtedness secured by a first priority lien on the collateral securing the 5.25% Senior Secured Notes, effectively subordinated to all of iHeartCommunications' and the guarantors' existing and future indebtedness that is secured by assets that are not part of the collateral securing the 5.25% Senior Secured Notes, to the extent of the value of such collateral, and structurally subordinated to all existing and future indebtedness and other liabilities of any subsidiary of iHeartCommunications that is not a guarantor of the 5.25% Senior Secured Notes.

The 5.25% Senior Secured Notes and the related guarantees are secured, subject to permitted liens and certain other exceptions, by a first priority lien on the capital stock of iHeartCommunications and substantially all of the assets of iHeartCommunications and the guarantors, other than accounts receivable and related assets, and by a second priority lien on accounts receivable and related assets securing the ABL Facility.

iHeartCommunications may redeem the 5.25% Senior Secured Notes at its option, in whole or part, at any time prior to August 15, 2022, at a price equal to 100% of the principal amount of the 5.25% Senior Secured Notes redeemed, plus a make-whole premium, plus accrued and unpaid interest to the redemption date. iHeartCommunications may redeem the 5.25% Senior Secured Notes, in whole or in part, on or after August 15, 2022, at the redemption prices set forth in the 5.25% Senior Secured Notes Indenture plus accrued and unpaid interest to the redemption date. At any time on or before August 15, 2022, iHeartCommunications may elect to redeem up to 40% of the aggregate principal amount of the 5.25% Senior Secured Notes at a redemption price equal to 105.25% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net proceeds of one or more equity offerings.

The 5.25% Senior Secured Notes Indenture contains covenants that limit the ability of iHeartCommunications and its restricted subsidiaries, to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- create liens on certain assets;
- redeem, purchase or retire subordinated debt;
- make certain investments;
- create restrictions on the payment of dividends or other amounts from iHeartCommunications' restricted subsidiaries;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of iHeartCommunications' assets;
- sell certain assets, including capital stock of iHeartCommunications' subsidiaries;
- designate iHeartCommunications' subsidiaries as unrestricted subsidiaries, and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

4.75% Senior Secured Notes due 2028

On November 22, 2019, iHeartCommunications entered into an indenture (the "4.75% Senior Secured Notes Indenture") with Capital I, as guarantor, the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee and collateral agent, governing the $500.0 million aggregate principal amount of 4.75% Senior Secured Notes due 2028 that were issued in a private placement to qualified institutional buyers under Rule 144A under the Securities Act, and to persons outside the United States pursuant to Regulation S under the Securities Act. The 4.75% Senior Secured Notes mature on January 15, 2028 and bear interest at a rate of 4.75% per annum. Interest is payable semi-annually on January 15 and July 15 of each year.

The 4.75% Senior Secured Notes are guaranteed on a senior secured basis by Capital I and the subsidiaries of iHeartCommunications that guarantee the Term Loan Facility. The 4.75% Senior Secured Notes and the related guarantees rank equally in right of payment with all of iHeartCommunications' and the guarantors' existing and future indebtedness that is not expressly subordinated to the 4.75% Senior Secured Notes (including the Term Loan Facility, the 6.375% Senior Secured Notes, the 5.25% Senior Secured Notes and the Senior Unsecured Notes), effectively equal with iHeartCommunications' and the guarantors' existing and future indebtedness secured by a first priority lien on the collateral securing the 4.75% Senior Secured Notes, effectively subordinated to all of iHeartCommunications' and the guarantors' existing and future indebtedness that is secured by assets that are not part of the collateral securing the 4.75% Senior Secured Notes, to the extent of the value of such collateral, and structurally subordinated to all existing and future indebtedness and other liabilities of any subsidiary of iHeartCommunications that is not a guarantor of the 4.75% Senior Secured Notes.

The 4.75% Senior Secured Notes and the related guarantees are secured, subject to permitted liens and certain other exceptions, by a first priority lien on the capital stock of iHeartCommunications and substantially all of the assets of iHeartCommunications and the guarantors, other than accounts receivable and related assets, and by a second priority lien on accounts receivable and related assets securing the ABL Facility.

iHeartCommunications may redeem the 4.75% Senior Secured Notes at its option, in whole or part, at any time prior to January 15, 2023, at a price equal to 100% of the principal amount of the 4.75% Senior Secured Notes redeemed, plus a make-whole premium, plus accrued and unpaid interest to the redemption date. iHeartCommunications may redeem the 4.75% Senior Secured Notes, in whole or in part, on or after January 15, 2023, at the redemption prices set forth in the 4.75% Senior Secured Notes Indenture plus accrued and unpaid interest to the redemption date. At any time on or before November 15, 2022, iHeartCommunications may elect to redeem up to 40% of the aggregate principal amount of the 4.75% Senior Secured Notes at a redemption price equal to 104.75% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net proceeds of one or more equity offerings.

The 4.75% Senior Secured Notes Indenture contains covenants that limit the ability of iHeartCommunications and its restricted subsidiaries, to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- create liens on certain assets;
- redeem, purchase or retire subordinated debt;
- make certain investments;
- create restrictions on the payment of dividends or other amounts from iHeartCommunications’ restricted subsidiaries;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of iHeartCommunications’ assets;
- sell certain assets, including capital stock of iHeartCommunications’ subsidiaries;
- designate iHeartCommunications’ subsidiaries as unrestricted subsidiaries, and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

8.375% Senior Unsecured Notes due 2027

On the Effective Date, iHeartCommunications entered into an indenture (the “Senior Unsecured Notes Indenture”) with Capital I, as guarantor, the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee, governing the $1,450.0 million aggregate principal amount of 8.375% Senior Notes due 2027 that were issued to certain Claimholders pursuant to the Plan of Reorganization. The Senior Unsecured Notes mature on May 1, 2027 and bear interest at a rate of 8.375% per annum, payable semi-annually in arrears on May 1 and November 1 of each year.

The Senior Unsecured Notes are guaranteed on a senior unsecured basis by Capital I and the subsidiaries of iHeartCommunications that guarantee the Term Loan Facility or other credit facilities or capital markets debt securities. The Senior Unsecured Notes and the related guarantees rank equally in right of payment with all of iHeartCommunications’ and the guarantors’ existing and future indebtedness that is not expressly subordinated to the Senior Unsecured Notes, effectively subordinated to all of iHeartCommunications’ and the guarantors’ existing and future indebtedness that is secured (including the 6.375% Senior Secured Notes, the 5.25% Senior Secured Notes, the 4.75% Senior Secured Notes and borrowings under the ABL Facility and the Term Loan Facility), to the extent of the value of the collateral securing such indebtedness, and structurally subordinated to all existing and future indebtedness and other liabilities of any subsidiary of iHeartCommunications that is not a guarantor of the Senior Unsecured Notes.

iHeartCommunications may redeem the Senior Unsecured Notes at its option, in whole or in part, at any time prior to May 1, 2022, at a price equal to 100% of the principal amount of the Senior Unsecured Notes being redeemed, plus an applicable premium and plus accrued and unpaid interest to the redemption date. iHeartCommunications may redeem the Senior Unsecured Notes at its option, in whole or in part, on or after May 1, 2022, at the redemption prices set forth in the Senior Unsecured Notes Indenture plus accrued and unpaid interest to the redemption date. At any time prior to May 1, 2022, iHeartCommunications redeem at its option, up to 40% of the aggregate principal amount of the Senior Unsecured Notes at a redemption price equal to 108.375% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the proceeds of one or more equity offerings.

The Senior Unsecured Notes Indenture contains covenants that limit the ability of Capital I and its restricted subsidiaries, including iHeartCommunications, to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- create liens on certain assets;
- redeem, purchase or retire subordinated debt;
- make certain investments;
- create restrictions on the payment of dividends or other amounts from iHeartCommunications' restricted subsidiaries;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of iHeartCommunications' assets;
- sell certain assets, including capital stock of iHeartCommunications' subsidiaries;
- designate iHeartCommunications' subsidiaries as unrestricted subsidiaries, and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

Mandatorily Redeemable Preferred Stock

On the Effective Date, in accordance with the Plan of Reorganization, iHeart Operations issued 60,000 shares of its Series A Perpetual Preferred Stock, par value $0.001 per share (the "iHeart Operations Preferred Stock"), having an aggregate initial liquidation preference of $60.0 million for a cash purchase price of $60.0 million. The iHeart Operations Preferred Stock was purchased by a third party investor.

On October 27, 2021, iHeart Operations repurchased all of the iHeart Operations Preferred Stock with cash on hand for an aggregate price of $64.4 million ("Redemption Price"), including accrued dividends, upon obtaining consent from the third party investor. The Redemption Price included a negotiated make-whole premium as the redemption occurred prior to the optional redemption date set forth in the Certificate of Designation governing the iHeart Operations Preferred Stock. Subsequent to the transaction, the preferred shares were retired and cancelled and are no longer outstanding.

Holders of the iHeart Operations Preferred Stock were entitled to receive, as declared by the board of directors of iHeart Operations, in respect of each share, cumulative dividends accruing daily and payable quarterly at a per annum rate equal to the sum of (1) the greater of (a) LIBOR and (b) two percent, plus (2) the applicable margin, which was calculated as a function of iHeartMedia's consolidated total leverage ratio. Dividends were payable on the liquidation preference. Unless all accrued and unpaid dividends on the iHeart Operations Preferred Stock were paid in full, no dividends or distributions could be paid on any equity interests of iHeartMedia or its subsidiaries other than iHeart Operations, and no such equity interests could be repurchased or redeemed (subject to certain exceptions that were specified in the certificate of designation for the iHeart Operations Preferred Stock). Dividends, if declared, were payable on March 31, June 30, September 30 and December 31 of each year (or on the next business day if such date is not a business day). During the year ended December 31, 2021, the year ended December 31, 2020 and the period from May 1, 2019 through December 31, 2019, the Successor Company recognized $7.5 million, $9.3 million and $5.5 million, respectively, of interest expense related to dividends on mandatorily redeemable preferred stock.

Future Maturities of Long-term Debt

Future maturities of long-term debt at December 31, 2021 are as follows:

(in thousands)		
2022	$	673
2023		639
2024		338
2025		220
2026		3,065,381
Thereafter		2,703,441
Total [(1)]	$	5,770,692

(1) Excludes original issue discount of $13.5 million and long-term debt fees of $18.4 million, which are amortized through interest expense over the life of the underlying debt obligations..

Surety Bonds and Letters of Credit

As of December 31, 2021, iHeartCommunications had outstanding surety bonds, commercial standby letters of credit and bank guarantees of $11.6 million, $27.3 million and $0.2 million, respectively. These surety bonds, letters of credit and bank guarantees relate to various operational matters including insurance, lease and performance bonds as well as other items.

NOTE 7 – COMMITMENTS AND CONTINGENCIES

Commitments and Contingencies

The Company accounts for its rentals that include renewal options, annual rent escalation clauses, minimum franchise payments and maintenance related to displays under the guidance in ASC 842, *Leases*.

The Company accounts for annual rent escalation clauses included in the lease term on a straight-line basis under the guidance in ASC 842, *Leases*. The Company considers renewal periods in determining its lease terms if at inception of the lease there is reasonable assurance the lease will be renewed. Expenditures for maintenance are charged to operations as incurred, whereas expenditures for renewal and betterments are capitalized. Non-cancelable contracts that provide the lessor with a right to fulfill the arrangement with property, plant and equipment not specified within the contract are not a lease and have been included within non-cancelable contracts within the table below.

The Company leases office space, certain broadcasting facilities and equipment under long-term operating leases. The Company accounts for these leases in accordance with the policies described above.

Rent expense charged to operations for the year ended December 31, 2021 (Successor), the year ended December 31, 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor) was $203.5 million, $198.2 million, $128.3 million and $59.2 million, respectively.

As of December 31, 2021, the Company's future minimum payments under non-cancelable contracts in excess of one year and employment/talent contracts consist of the following:

(In thousands)

	Non-Cancelable Contracts	Employment/Talent Contracts
2022	$ 218,441	$ 83,344
2023	162,064	63,777
2024	63,421	63,052
2025	31,713	39,096
2026	5,591	13,000
Thereafter	5,810	—
Total	$ 487,040	$ 262,269

The Company and its subsidiaries are involved in certain legal proceedings arising in the ordinary course of business and, as required, have accrued an estimate of the probable costs for the resolution of those claims for which the occurrence of loss is probable and the amount can be reasonably estimated. These estimates have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in the Company's assumptions or the effectiveness of its strategies related to these proceedings. Additionally, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's financial condition or results of operations.

Although the Company is involved in a variety of legal proceedings in the ordinary course of business, a large portion of its litigation arises in the following contexts: commercial disputes; defamation matters; employment and benefits related claims; governmental fines; intellectual property claims; and tax disputes.

Alien Ownership Restrictions and FCC Petition for Declaratory Ruling

The Communications Act and FCC regulation prohibit foreign entities and individuals from having direct or indirect ownership or voting rights of more than 25 percent in a corporation controlling the licensee of a radio broadcast station unless the FCC finds greater foreign ownership to be in the public interest. Under the Plan of Reorganization, the Company committed to file a petition for declaratory ruling (the "PDR") requesting the FCC to permit the Company to be up to 100% foreign-owned.

On November 5, 2020, the FCC issued the 2020 Declaratory Ruling, which granted the relief requested by the PDR, subject to certain conditions, as described further in Note 9, *Stockholder's Equity*.

On November 9, 2020, the Company notified the holders of Special Warrants of the commencement of an exchange process (the "Exchange Notice"). On January 8, 2021, the Company exchanged a portion of the outstanding Special Warrants into Class A common stock or Class B common stock, in compliance with the Declaratory Ruling, the Communications Act and FCC rules (the "Exchange"). Following the Exchange, the Company's remaining Special Warrants continue to be exercisable for shares of Class A common stock or Class B common stock. See "Item 1. Business – Regulation of Our Business, Alien Ownership Restrictions" of our Annual Report on Form 10-K for the year ended December 31, 2020 and "Part II, Item 1A. Risk Factors - Regulatory, Legislative and Litigation Risks, Regulations imposed by the Communications Act and the FCC limit the amount of foreign individuals or entities that may invest in our capital stock without FCC approval" in this Quarterly Report on Form 10-Q for additional information.

On March 8, 2021, the Company filed the Remedial PDR with the FCC. The Remedial PDR relates to the acquisition by Global Media & Entertainment Ltd (f/k/a Honeycomb Investments Limited) ("Global Investments") of the Company's Class A Common Stock. Specifically, on February 5, 2021, Global Investments, The Global Media & Entertainment Investments Trust (the "GMEI Trust"), James Hill (as trustee of the GMEI Trust), Simon Groom (as trustee of the GMEI Trust) and Michael Tabor (as beneficiary of the GMEI Trust) (together with Global Investments and any affiliates or third parties to whom they may assign or transfer any of their rights or interests, the "GMEI Investors") filed a Schedule 13D with the SEC, in which the

GMEI Investors disclosed beneficial ownership of 9,631,329 shares of the Company's Class A Common Stock, which at that time represented approximately 8.7% of the Company's outstanding Class A Common Stock. This ownership interest was inconsistent with the FCC's foreign ownership rules and the 2020 Declaratory Ruling issued by the FCC relating to the Company's foreign ownership on November 5, 2020, both of which limit a foreign investor in the GMEI Investors' position to holding no more than 5% of the Company's voting equity or total equity without prior FCC approval. The Remedial PDR, which was filed pursuant to the rules and regulations of the FCC, sought (a) specific approval for the more than 5% equity and voting interests in the Company presently held by the GMEI Investors and (b) as amended, advance approval for the GMEI Investors to increase their equity and voting interest in the Company up to any non-controlling amount not to exceed 14.99%.

On March 26, 2021, the FCC conditioned the approval of applications by the Company to acquire certain radio stations, which were pending prior to the GMEI Investors' Schedule 13D filing, on the Company taking certain actions with respect to the GMEI Investors' rights as stockholders of the Company. On that same date, and in order to implement the conditions required by the FCC, the Company's Board of Directors (the "Board") resolved to take certain actions to limit the rights of the GMEI Investors, including, but not limited to, suspending all voting rights of GMEI Investors until and unless the FCC releases a declaratory ruling granting specific approval for each of the GMEI Investors to hold more than 5 percent of the equity and/or voting interests of the Company.

On December 22, 2021, the FCC issued the "GMEI Declaratory Ruling" which granted the Remedial PDR. Subject to certain conditions set forth therein, the GMEI Declaratory Ruling (a) grants specific approval for the more than 5% equity and/or voting interests in the Company presently held by the GMEI Investors, (b) grants advance approval for the GMEI Investors to increase their equity and/or voting interests in the Company up to any non-controlling amount not to exceed 14.99%, and (c) restates the terms of the 2020 Declaratory Ruling, including that the Company may have up to 100% of its voting stock and equity owned by non-U.S. individuals and entities. At such time, the actions previously taken by the Board of Directors to implement the conditions required by the FCC during the pendency of the Remedial PDR ceased to apply.

NOTE 8 – INCOME TAXES

Significant components of the provision for income tax benefit (expense) from continuing operations are as follows:

(In thousands)	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
	2021	2020	2019	2019
Current – Federal	$ (2,169)	$ (652)	$ (172)	$ 2,264
Current – foreign	(2,177)	(1,674)	(754)	(282)
Current – state	(14,919)	1,680	(10,045)	74,762
Total current benefit (expense)	(19,265)	(646)	(10,971)	76,744
Deferred – Federal	932	172,302	(14,470)	(109,511)
Deferred – foreign	976	28	23	(8)
Deferred – state	8,966	11,939	5,327	(6,320)
Total deferred benefit (expense)	10,874	184,269	(9,120)	(115,839)
Income tax benefit (expense)	$ (8,391)	$ 183,623	$ (20,091)	$ (39,095)

The current tax expense recorded in the period ended December 31, 2021 was primarily related to federal and state and local tax expenses incurred due to taxable income in excess of available net operating losses during the period.

The current tax expense recorded in the period ended December 31, 2020 was primarily related to local country foreign tax expense in certain jurisdictions partially offset by adjustments to the Company's reserves for unrecognized tax benefits in certain state jurisdictions.

The current tax expense of $11.0 million recorded in the Successor period from May 2, 2019 through December 31, 2019 was primarily related to state income taxes on operating profits generated in certain state jurisdictions during the period. The federal current tax expense for the Successor period was not significant due to the net operating loss carryforwards that were available to offset taxable income.

The current tax benefit of $76.7 million recorded for the Predecessor period from January 1, 2019 through May 1, 2019 relates primarily to the effective settlement of liabilities for unrecognized tax benefits that were discharged upon the Company's emergence from bankruptcy for certain state jurisdictions.

The deferred tax benefit of $10.9 million recorded in the period ended December 31, 2021 related primarily to the difference of book in excess of tax depreciation and amortization expense during the period and the disallowance of interest expense deductions under Section 163(j) of the Internal Revenue Code. These benefits were partially offset by the utilization of net operating losses during the current period and the recording of valuation allowance adjustments against certain federal and state deferred tax assets for disallowed interest carryforwards due to the uncertainty of the ability to realize those assets in future periods.

The deferred tax benefit of $184.3 million recorded in the period ended December 31, 2020 related primarily to the current period net operating losses and a reduction in deferred tax liabilities recorded in connection with the impairment of our FCC licenses discussed in Note 4, *Property, Plant and Equipment, Intangible Assets and Goodwill*.

The deferred tax expense of $9.1 million recorded in the Successor period from May 2, 2019 through December 31, 2019 related primarily to the utilization of federal and state net operating loss carryforwards which offset taxable income during the period.

The deferred tax expense of $115.8 million recorded in the Predecessor period from January 1, 2019 through May 1, 2019 related primarily to the impact of reorganization and fresh start adjustments described in Note 15, *Fresh Start Accounting*.

On March 27, 2020, the CARES Act, which included numerous tax provisions, was signed into law. The CARES Act included certain temporary relief provisions with respect to the application of the Section 163(j) interest deduction limitation including the ability to elect to use the Company's 2019 Adjusted Taxable Income (as defined under Section 163(j)) for purposes of calculating the 2020 interest deduction limitation. This provision of the CARES Act resulted in an increase to allowable interest deductions of $179.4 million during 2020. The other federal income tax provisions within the CARES Act did not materially impact the Company's financial statements.

On December 27, 2020, the Consolidated Appropriations Act was signed into law in order to provide further stimulus and support to those affected by the COVID-19 pandemic. The tax provisions included within the Consolidated Appropriations Act did not materially impact the Company's financial statements in the current year.

As a result of steps in the Plan of Reorganization described in Note 14, *Emergence from Voluntary Reorganization Under Chapter 11 Proceedings*, and the fresh start accounting adjustments described in Note 15, *Fresh Start Accounting*, there were significant tax adjustments recorded in the period from January 1, 2019 through May 1, 2019. The Company recorded income tax benefits of $102.9 million for reorganization adjustments in the Predecessor period ended May 1, 2019, primarily consisting of: (1) $483.0 million in tax expense for the reduction in federal and state net operating loss ("NOL") carryforwards from the cancellation of debt income ("CODI") realized upon emergence; (2) $275.2 million in tax benefit for the reduction in deferred tax liabilities attributed primarily to long-term debt that was discharged upon emergence; (3) $62.3 million in tax benefit for the effective settlement of liabilities for unrecognized tax benefits that were discharged upon emergence; and (4) $263.8 million in tax benefit for the reduction in valuation allowance resulting from the adjustments described above. The Company recorded income tax expense of $185.4 million for fresh start adjustments in the Predecessor period ended May 1, 2019, consisting of $529.1 million tax expense for the increase in deferred tax liabilities resulting from fresh start accounting adjustments, which was partially offset by $343.7 million tax benefit for the reduction in the valuation allowance on our deferred tax assets.

Significant components of the Company's deferred tax liabilities and assets as of December 31, 2021 and 2020 are as follows:

	Successor Company	
(In thousands)	2021	2020
Deferred tax liabilities:		
Intangibles and fixed assets	$ 931,406	$ 1,005,116
Operating lease right-of-use assets	187,938	204,953
Total deferred tax liabilities	1,119,344	1,210,069
Deferred tax assets:		
Accrued expenses	22,003	23,052
Net operating loss carryforwards	157,095	218,290
Interest expense carryforwards	337,660	315,304
Operating lease liabilities	210,227	209,010
Capital loss carryforwards	1,651,413	1,662,174
Investments	18,956	15,378
Bad debt reserves	13,078	15,247
Other	4,833	13,228
Total gross deferred tax assets	2,415,265	2,471,683
Less: Valuation allowance	1,854,143	1,818,091
Total deferred tax assets	561,122	653,592
Net deferred tax liabilities	$ 558,222	$ 556,477

The deferred tax liability related to intangibles and fixed assets primarily relates to the difference in book and tax basis of FCC licenses and other intangible assets that were adjusted for book purposes to estimated fair values as part of the application of fresh start accounting, and were further adjusted in the first quarter of 2020 upon recognition of an impairment as discussed in Note 4, *Property, Plant and Equipment, Intangible Assets and Goodwill*. In accordance with ASC 350-10, *Intangibles—Goodwill and Other*, the Company does not amortize FCC licenses. As a result, this deferred tax liability will not reverse over time unless the Company recognizes future impairment charges or sells its FCC licenses. As the Company continues to amortize its tax basis in its FCC licenses, the deferred tax liability will increase over time. The Company's net foreign deferred tax liabilities for the period ending December 31, 2021 were $13.2 million and the Company's net foreign deferred tax assets for the period ending December 31, 2020 were $0.3 million.

At December 31, 2021, the Company had recorded net operating loss and tax credit carryforwards (tax effected) for federal and state income tax purposes of approximately $157.1 million, expiring in various amounts through 2040 or in some cases with no expiration date. Internal Revenue Code Section 163(j), as amended, generally limits the deduction for business interest expense to thirty percent of adjusted taxable income (notwithstanding the temporary provisions described above from the enactment of the CARES Act), and provides that any disallowed interest expense may be carried forward indefinitely. The Company recorded deferred tax assets for federal and state interest limitation carryforwards of $337.7 million as of December 31, 2021. In connection with the taxable separation of the Outdoor division as part of the bankruptcy restructuring, the Company realized a $7.2 billion capital loss (gross after attribute reduction calculations). For federal tax purposes the capital loss can be carried forward 5 years and only be used to offset capital gains. For state tax purposes, the capital loss has various carryforward periods. As of December 31, 2021 the tax effected balance of the capital loss carryforwards were $1.7 billion. The Company has recorded a full valuation allowance against the deferred tax asset associated with the federal and state capital loss carryforward as it is not expected to be realized. The Company expects to realize the benefits of a portion of its remaining deferred tax assets based upon expected future taxable income from deferred tax liabilities that reverse in the relevant federal and state jurisdictions and carryforward periods. As of December 31, 2021, the Company had recorded a valuation allowance of $1.9 billion against a portion of these U.S. federal and state deferred tax assets which it does not expect to realize, relating primarily to capital loss carryforwards and certain state net operating loss carryforwards. The Company's U.S. federal and state deferred tax valuation allowance increased by $36.1 million during the period ending December 31, 2021 primarily due to an increase in valuation allowances against interest limitation carryforwards. Any deferred tax liabilities associated with acquired FCC licenses and tax-deductible goodwill intangible assets are now relied upon as sources of future taxable income for purposes of realizing deferred tax assets attributed to carryforwards that have an indefinite life such as the Section 163(j) interest carryforward.

At December 31, 2021, net deferred tax liabilities include a deferred tax asset of $4.0 million relating to stock-based compensation expense under ASC 718-10, *Compensation—Stock Compensation*. Full realization of this deferred tax asset requires stock options to be exercised at a price equal to or exceeding the sum of the grant price plus the fair value of the option at the grant date and restricted stock to vest at a price equaling or exceeding the fair market value at the grant date. Accordingly, there can be no assurance that the stock price of the Successor Company's common stock will rise to levels sufficient to realize the entire deferred tax benefit currently reflected in its balance sheet.

The reconciliations of income tax on income (loss) from continuing operations computed at the U.S. federal statutory tax rates to the recorded income tax benefit (expense) for the Successor Company and Predecessor Company are:

	Successor Company					
	Year Ended December 31,		Year Ended December 31,		Period from May 2, 2019 through December 31,	
(In thousands)	2021		2020		2019	
	Amount	Percent	Amount	Percent	Amount	Percent
Income tax benefit (expense) at statutory rates	$ 31,500	21.0 %	440,758	21.0 %	$ (28,012)	21.0 %
State income taxes, net of federal tax effect	3,325	2.2 %	13,619	0.7 %	(4,718)	3.5 %
Foreign income taxes	(978)	(0.7)%	(1,187)	(0.1)%	(1,593)	1.2 %
Nondeductible items	(10,264)	(6.8)%	(8,928)	(0.4)%	(7,345)	5.5 %
Changes in valuation allowance and other estimates	(35,093)	(23.4)%	(30,531)	(1.5)%	24,439	(18.2)%
Impairment charges	—	— %	(257,119)	(12.3)%	—	— %
Tax credits	4,831	3.2 %	3,353	0.2 %	—	— %
Other, net	(1,712)	(1.1)%	23,658	1.1 %	(2,862)	2.1 %
Income tax benefit (expense)	$ (8,391)	(5.6)%	$ 183,623	8.7 %	$ (20,091)	15.1 %

	Predecessor Company	
	Period from January 1, 2019 through May 1,	
(In thousands)	2019	
	Amount	Percent
Income tax expense at statutory rates	$ (1,999,008)	21.0 %
State income taxes, net of federal tax effect	68,442	(0.7)%
Foreign income taxes	(270)	— %
Nondeductible items	(1,793)	— %
Changes in valuation allowance and other estimates	648,384	(6.8)%
Reorganization and fresh start adjustments	1,245,282	(13.1)%
Other, net	(132)	— %
Income tax expense	$ (39,095)	0.4 %

The Company’s effective tax rate for the year ended December 31, 2021 is (5.6)%. The effective tax rate for this period was primarily impacted by the valuation allowance adjustments recorded during the year against certain federal and state deferred tax assets for disallowed interest carryforwards due to the uncertainty of the ability to realize those assets in future periods.

The Company’s effective tax rate for the year ended December 31, 2020 was 8.7%. The effective tax rate for this period was primarily impacted by the impairment charges to non-deductible goodwill discussed in Note 4, *Property, Plant and Equipment, Intangible Assets and Goodwill*. In addition, the Company recorded deferred tax adjustments to state net operating losses and federal and state disallowed interest carryforwards as a result of the filing of 2019 tax returns and certain legal entity restructuring completed during the period. These adjustments were partially offset by valuation allowance adjustments recorded during the year against certain federal and state deferred tax assets such as net operating loss carryforwards and disallowed interest carryforwards due to the uncertainty of the ability to realize those assets in future periods.

The Successor Company’s effective tax rate for the period from May 2, 2019 through December 31, 2019 was 15.1%. The effective rate for the Successor period was primarily impacted by deferred tax benefits recorded for changes in estimates related to the carryforward tax attributes that survived the emergence from bankruptcy and deferred tax adjustments associated with the filing of the Company’s 2018 tax returns during the fourth quarter of 2019. The primary change to the 2018 tax return filings, when compared to the provision estimates, was the Company's decision to elect out of the first-year bonus depreciation rules for the 2018 year for all qualified capital expenditures. This resulted in less tax depreciation deductions for tax purposes for the 2018 year and higher adjusted tax basis for our fixed assets as of the Effective Date.

The Predecessor Company’s effective tax rate for the period from January 1, 2019 through May 1, 2019 was 0.4%. The income tax expense for the period from January 1, 2019 through May 1, 2019 (Predecessor) primarily consists of the income tax impacts from reorganization and fresh start adjustments, including adjustments to our valuation allowance. The Company recorded income tax benefits of $102.9 million for reorganization adjustments in the Predecessor period, primarily consisting of: (1) tax expense for the reduction in federal and state net operating loss (“NOL”) carryforwards from the cancellation of debt income ("CODI") realized upon emergence; (2) tax benefit for the reduction in deferred tax liabilities attributed primarily to long-term debt that was discharged upon emergence; (3) tax benefit for the effective settlement of liabilities for unrecognized tax benefits that were discharged upon emergence; and (4) tax benefit for the reduction in valuation allowance resulting from the adjustments described above. The Company recorded income tax expense of $185.4 million for fresh start adjustments in the Predecessor period, consisting of $529.1 million tax expense for the increase in deferred tax liabilities resulting from fresh start accounting adjustments, which was partially offset by $343.7 million tax benefit for the reduction in the valuation allowance on our deferred tax assets. In addition to the above mentioned adjustments, the Reorganization and fresh start adjustments line above includes the reversal of the $2.0 billion in tax benefits that are presented in the reconciliation table in the Income tax benefit at statutory rates line.

The Company continues to record interest and penalties related to unrecognized tax benefits in current income tax expense. The total amount of interest accrued at December 31, 2021 and 2020 was $4.2 million and $5.3 million, respectively. The total amount of unrecognized tax benefits including accrued interest and penalties at December 31, 2021 and 2020 was $22.2 million and $20.0 million, respectively, of which $20.7 million and $18.2 million is included in “Other long-term liabilities”. In addition, $1.5 million and $1.8 million of unrecognized tax benefits are recorded net with the Company’s deferred tax assets for its net operating losses as opposed to being recorded in “Other long-term liabilities” at December 31, 2021 and 2020, respectively. The total amount of unrecognized tax benefits at December 31, 2021 and 2020 that, if recognized, would impact the effective income tax rate is $15.5 million and $13.8 million, respectively.

(In thousands)	Successor Company	
	Years Ended December 31,	
Unrecognized Tax Benefits	2021	2020
Balance at beginning of period	$ 14,681	$ 13,664
Increases for tax position taken in the current year	1,911	2,325
Increases for tax positions taken in previous years	2,937	453
Decreases for tax position taken in previous years	(217)	(1,566)
Decreases due to lapse of statute of limitations	(1,267)	(195)
Balance at end of period	$ 18,045	$ 14,681

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. All federal income tax matters through 2017 are closed. The majority of all material state, local, and foreign income tax matters have been concluded for years through 2017 with the exception of a current examination in Texas that covers the 2007-2016 tax years.

NOTE 9 – STOCKHOLDERS' EQUITY

As described in Note 14, *Emergence from Voluntary Reorganization under Chapter 11 Proceedings,* and Note 15, *Fresh Start Accounting*, the Company emerged from bankruptcy upon the effectiveness of the Plan of Reorganization on May 1, 2019, at which time all shares of the Predecessor Company's issued and outstanding common stock immediately prior to the Effective Date were canceled, and reorganized iHeartMedia issued an aggregate of 56,861,941 shares of iHeartMedia Class A common stock, 6,947,567 shares of Class B common stock and special warrants to purchase 81,453,648 shares of Class A common stock or Class B common stock to holders of claims pursuant to the Plan of Reorganization. The value of these shares and warrants issued to claimholders in settlement of Liabilities subject to compromise was based on the difference between the Enterprise Value of the Company and the and new debt and mandatorily redeemable preferred stock issued upon emergence, adjusted as necessary for cash and cash equivalents, noncontrolling interest and changes in deferred taxes. The impact of finalization of deferred tax amounts related to the Reorganization is reflected within the Consolidated Statement of Changes in Stockholders' Equity (Deficit).

Historically, the Company granted restricted shares of the Company's Class A common stock to certain key individuals. In connection with the effectiveness of the Plan of Reorganization, all unvested restricted shares were canceled.

Pursuant to our 2019 Incentive Equity Plan ("2019 Plan") we adopted in connection with the effectiveness of our Plan of Reorganization as well as our 2021 Long-Term Incentive Award Plan ("2021 Plan"), we have granted restricted stock units and options to purchase shares of the Company's Class A common stock to our employees and directors. The 2021 Plan was approved in April 2021. In connection with the approval, the 2019 Plan was terminated and no future awards will be granted under the 2019 Plan. The terms and conditions of the 2019 Plan continue to govern any outstanding awards under this plan.

The 2019 Plan and 2021 Plan are designed to provide an incentive to certain key members of management and service providers of the Company or any of its subsidiaries and non-employee members of the Board of Directors and to offer an additional inducement in obtaining the services of such individuals. The 2019 Plan provided for the grant of (a) options and (b) restricted stock units, which, in each case, may be subject to contingencies or restrictions as set forth under the plan and applicable award agreement. The 2021 Plan provides for the grant of (a) incentive and non-incentive options, (b) stock appreciation rights, (c) restricted stock, (d) restricted stock units, (e) other stock or cash-based awards and (f) dividend equivalents.

The aggregate number of shares of Class A common stock that may be issued or used for reference purposes with respect to which awards may be granted under the 2021 Plan share be equal to the sum of (a) 6,000,000 shares of Class A common stock plus (b) shares of Class A common stock which are subject to outstanding awards under the 2019 Plan, and become available for issuance under the 2021 Plan (which may not exceed 10,743,222 shares of Class A common stock). Such shares of common stock may, in the discretion of the Board of Directors, consist either in whole or in part of authorized but unissued shares of common stock, shares purchased on the open market, or shares of common stock held in the treasury of the Company. The Company shall at all times during the term of the plan reserve and keep available such number of shares of common stock as will be sufficient to satisfy the requirements of the plan.

The Company granted 5,542,668 stock options and 3,205,360 restricted stock units on May 30, 2019 in connection with the Company's emergence from bankruptcy (the "Emergence Awards").

Share-Based Compensation

Successor

Stock Options

Options granted under the 2021 Plan may not have a term that exceeds ten years. The term of each option granted pursuant to the 2019 Plan may not exceed (a) six (6) years from the date of grant thereof in the case of the awards granted upon emergence and (b) ten (10) years from the date of grant thereof in the case of all other options; subject, however, in either case, to earlier termination as hereinafter provided.

Options granted under the 2019 Plan and 2021 Plan are exercisable at such time or times and subject to such terms and conditions as shall be determined by the Compensation Committee of the Board (the "Committee") at the time of grant.

The options granted as Emergence Awards under the 2019 Plan vest (or vested, as applicable), subject to a participant's continued full-time employment or service with the Company through each applicable vesting date, (a) 20% on July 22, 2019, and (b) an additional 20% vesting on each of the next four anniversaries of the grant date.

No options granted under the 2019 Plan or the 2021 Plan will provide for any dividends or dividend equivalents thereon.

The Company accounts for its share-based payments using the fair value recognition provisions of ASC 718-10, *Compensation—Stock Compensation*. The fair value of options that vest based on continued service is estimated on the grant date using a Black-Scholes option-pricing model. Expected volatilities were based on historical volatility of peer companies' stock, including the Company, over the expected life of the options. The expected life of the options granted represents the period of time that the options granted are expected to be outstanding. The risk free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods equal to the expected life of the option. The Company does not estimate forfeitures at grant date, but rather has elected to account for forfeitures when they occur.

The following assumptions were used to calculate the fair value of the Successor Company's options on the date of grant:

	Year Ended December 31,		Period from May 2, 2019 through December 31,
	2021	2020	2019
Expected volatility	56%	44% – 57%	44% – 45%
Expected life in years	6.2 – 6.3	6.0 – 6.3	4.0 – 4.1
Risk-free interest rate	0.79% – 1.15%	0.35% – 1.41%	1.40% – 2.02%
Dividend yield	—%	—%	—%

The following table presents a summary of the Successor Company's stock options outstanding at and stock option activity during the year ended December 31, 2021 ("Price" reflects the weighted average exercise price per share):

(In thousands, except per share data)	Options	Price	Weighted Average Remaining Contractual Term
Outstanding, January 1, 2021	7,695	$ 16.01	5.9 years
Granted	296	19.20	
Exercised	(244)	16.72	
Forfeited	(112)	13.89	
Expired	(20)	19.00	
Outstanding, December, 31, 2021	7,615	16.14	5.1 years
Exercisable	3,565	17.52	4.1 years
Expected to Vest	4,050	14.93	6.0 years

A summary of the Successor Company's unvested options and changes during the year ended December 31, 2021 is presented below:

(In thousands, except per share data)	Options	Weighted Average Grant Date Fair Value
Unvested, January 1, 2021	5,491	$ 5.06
Granted	296	10.28
Vested [(1)]	(1,625)	5.10
Forfeited	(112)	5.00
Unvested, December 31, 2021	4,050	5.43

(1) The total fair value of the options vested during the year ended December 31, 2021 (Successor) was $8.3 million.

Restricted Stock Units ("RSUs")

RSUs may be issued either alone or in addition to other awards granted under the 2019 Plan and 2021 Plan.

The RSUs granted in respect of the Emergence Awards under the 2019 Plan vest or vested (as applicable), subject to a participant's continued full-time employment or service with the Company through each applicable vesting date, (a) 20% on July 22, 2019, and (b) an additional 20% vesting on each of the next four anniversaries of the grant date.

Each RSU (representing one share of common stock) awarded to a participant, both under the 2019 Plan and the 2021 Plan will be credited with dividends paid in respect of one share of common stock ("Dividend Equivalents"). Dividend Equivalents will be withheld by the Company for the participant's account, and interest may be credited on the amount of cash Dividend Equivalents withheld at a rate and subject to such terms as determined by the Committee. Dividend Equivalents credited to a participant's account and attributable to any particular RSU (and earnings thereon, if applicable) shall be distributed to the participant upon settlement of such RSU and, if such RSU is forfeited, the participant shall have no right to such Dividend Equivalents.

The following table presents a summary of the Successor Company's RSUs outstanding and RSU stock activity as of and during the year ended December 31, 2021 ("Price" reflects the weighted average share price at the date of grant):

(In thousands, except per share data)	Awards	Price
Outstanding, January 1, 2021	2,578	$ 14.42
Granted	298	21.57
Vested (restriction lapsed)	(832)	14.87
Forfeited	(78)	17.41
Outstanding, December 31, 2021	1,966	15.20

Performance-based Restricted Stock Units ("Performance RSUs")

In August 2020, the Company issued Performance RSUs under the 2019 Plan to certain key employees. Such Performance RSUs vest upon the achievement of critical operational (cost savings) improvements and specific environmental, social and governance initiatives, which are being measured over an approximately 18-month period from the date of issuance. In the year ended December 31, 2021 and the year ended December 31, 2020, the Company recognized $1.6 million and $3.4 million, respectively, in relation to these Performance RSUs.

The following table presents a summary of the Successor Company's Performance RSUs outstanding and activity as of and during the year ended December 31, 2021 ("Price" reflects the weighted average share price at the date of grant):

(In thousands, except per share data)	Awards		Price
Outstanding, January 1, 2021	556	$	8.98
Granted	—		—
Vested (restriction lapsed)	—		—
Forfeited	—		—
Outstanding, December 31, 2021	556	$	8.98

Predecessor

Prior to the Emergence Date, the Predecessor Company had granted share-based awards that were canceled upon emergence from bankruptcy. In conjunction with the cancellation, the Predecessor Company accelerated the unrecognized share-based compensation expense and recorded $1.5 million of compensation expense in the period from January 1, 2019 through May 1, 2019 (Predecessor), principally reflected in Reorganization costs, net.

Successor Common Stock and Special Warrants

The following table presents the Successor Company's Class A Common Stock, Class B Common Stock and Special Warrants issued and outstanding as of December 31, 2021:

(In thousands, except share and per share data)	December 31, 2021
Successor Class A Common Stock, par value $.001 per share, 1,000,000,000 shares authorized	120,633,937
Successor Class B Common Stock, par value $.001 per share, 1,000,000,000 shares authorized	21,590,192
Successor Special Warrants	5,304,430
Total Successor Class A Common Stock, Class B Common Stock and Special Warrants issued and outstanding	147,528,559

Class A Common Stock

Holders of shares of the Successor Company's Class A common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Holders of the Successor Company's Class A common stock will have the exclusive right to vote for the election of directors. There will be no cumulative voting rights in the election of directors.

Holders of shares of the Successor Company's Class A common stock are entitled to receive dividends, on a per share basis, when and if declared by the Company's Board out of funds legally available therefor and whenever any dividend is made on the shares of the Successor Company's Class B common stock subject to certain exceptions set forth in our certificate.

The Successor Company may not subdivide or combine (by stock split, reverse stock split, recapitalization, merger, consolidation or any other transaction) its shares of Class A common stock or Class B common stock without subdividing or combining its shares of Class B common stock or Class A common stock, respectively, in a similar manner.

Upon our dissolution or liquidation or the sale of all or substantially all of the Successor Company's assets, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of the Successor Company's Class A common stock will be entitled to receive pro rata together with holders of the Successor Company's Class B common stock our remaining assets available for distribution.

New Class A common stock certificates issued upon transfer or new issuance of Class A common stock shares contain a legend stating that such shares of Class A common stock are subject to the provisions of our amended and restated certificate of incorporation, including but not limited to provisions governing compliance with requirements of the Communications Act and regulations thereunder, including, without limitation, those concerning foreign ownership and media ownership.

On July 18, 2019, the Company's Class A common stock was listed and began trading on the Nasdaq Global Select Market ("Nasdaq") under the ticker symbol "IHRT".

Class B Common Stock

Holders of shares of the Successor Company's Class B common stock are not entitled to vote for the election of directors or, in general, on any other matter submitted to a vote of the Company’s stockholders, but are entitled to one vote per share on the following matters: (a) any amendment or modification of any specific rights or obligations of the holders of Class B common stock that does not similarly affect the rights or obligations of the holders of Class A common stock, in which case the holders of Class B Common Stock will be entitled to a separate class vote, with each share of Class B common stock having one vote; and (b) to the extent submitted to a vote of our stockholders, (i) the retention or dismissal of outside auditors by the Company, (ii) any dividends or distributions to our stockholders, (ii) any material sale of assets, recapitalization, merger, business combination, consolidation, exchange of stock or other similar reorganization of the Company or any of its subsidiaries, (iv) the adoption of any amendment to our certificate of incorporation, (v) other than in connection with any management equity or similar plan adopted by the Company's Board, any authorization or issuance of equity interests, or any security or instrument convertible into or exchangeable for equity interests, in the Company or any of its subsidiaries, and (vi) the liquidation of the Company, in which case in respect to any such vote concerning the matters described in clause (b), the holders of Class B common stock are entitled to vote with the holders of the Class A common stock, with each share of common stock having one vote and voting together as a single class.

Holders of shares of the Successor Company's Class B common stock are generally entitled to convert shares of Class B common stock into shares of Class A common stock on a one-for-one basis, subject to the Company’s ability to restrict conversion in order to comply with the Communications Act and FCC regulations.

Holders of shares of the Successor Company's Class B common stock are entitled to receive dividends when and if declared by the Company's Board out of funds legally available therefor and whenever any dividend is made on the shares of the Successor Company's Class A common stock subject to certain exceptions set forth in our certificate of incorporation. Upon our dissolution or liquidation or the sale of all or substantially all of our assets, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of the Successor Company's Class B common stock will be entitled to receive pro rata with holders of the Successor Company's Class A common stock our remaining assets available for distribution.

During the years ended December 31, 2021 and December 31, 2020, 7,634,045 and 20,080 shares of the Class B common stock were converted into Class A common stock, respectively. During the period from May 2, 2019 to December 31, 2019, 53,317 shares of the Class B common stock were converted into Class A common stock.

Special Warrants

Each Special Warrant issued under the special warrant agreement entered into in connection with the Reorganization may be exercised by its holder to purchase one share of Successor Class A common stock or Successor Class B common stock at an exercise price of $0.001 per share, unless the Company in its sole discretion believes such exercise would, alone or in combination with any other existing or proposed ownership of common stock, result in, subject to certain exceptions, (a) such exercising holder owning more than 4.99 percent of the Successor Company's outstanding Class A common stock, (b) more than 22.5 percent of the Successor Company's capital stock or voting interests being owned directly or indirectly by foreign individuals or entities, (c) the Company exceeding any foreign ownership threshold set by the FCC pursuant to a declaratory ruling or specific approval requirement or (d) the Company violating any provision of the Communications Act or restrictions on ownership or transfer imposed by the Company's certificate of incorporation or the decisions, rules and policies of the FCC. Any holder exercising Special Warrants must complete and timely deliver to the warrant agent the required exercise forms and certifications required under the special warrant agreement.

To the extent there are any dividends declared or distributions made with respect to the Successor Class A common stock or Successor Class B common stock, those dividends or distributions will also be made to holders of Special Warrants concurrently and on a *pro rata* basis based on their ownership of common stock underlying their Special Warrants on an as-exercised basis; *provided*, that no such distribution will be made to holders of Special Warrants if (x) the Communications Act or an FCC rule prohibits such distribution to holders of Special Warrants or (y) our FCC counsel opines that such distribution is reasonably likely to cause (i) the Company to violate the Communications Act or any applicable FCC rule or (ii) any such holder not to be deemed to hold a noncognizable (under FCC rules governing foreign ownership) future equity interest in the Company; *provided further*, that, if any distribution of common stock or any other securities to a holder of Special Warrants is not permitted pursuant to clauses (x) or (y), the Company will cause economically equivalent warrants to be distributed to such holder in lieu thereof, to the extent that such distribution of warrants would not violate the Communications Act or any applicable FCC rules.

The Special Warrants will expire on the earlier of the twentieth anniversary of the issuance date and the occurrence of a change in control of the Company.

During the year ended December 31, 2021, stockholders exercised 47,197,139 and 22,337,312 Special Warrants for an equivalent number of shares of Class A common stock and Class B common stock, respectively. During the year ended December 31, 2020, stockholders exercised 6,205,617 and 2,095 Special Warrants for an equivalent number of shares of Class A common stock and Class B common stock, respectively. During the period from May 2, 2019 through ended December 31, 2019, stockholders exercised 216,921 and 10,660 Special Warrants for an equivalent number of Class A common stock and Class B common stock, respectively.

January 2021 Exchange Substantially Expanding Class A and Class B Shares Outstanding

On January 8, 2021, the Company completed an exchange of 67,471,123 Special Warrants into 45,133,811 shares of Class A common stock, the Company's publicly traded equity, and 22,337,312 shares of Class B common stock. The exchange was authorized by a previously issued Declaratory Ruling from the Federal Communications Commission approving an increase in iHeartMedia's authorized aggregate foreign ownership from 25% to 100%, subject to certain conditions set forth in the Declaratory Ruling. Certain shares of Class B common stock and Special Warrants were not converted into Class A Common Stock due to current regulatory restrictions applicable to certain shareholders. There were 5,293,069 Special Warrants outstanding on February 18, 2022.

Share-Based Compensation Cost

The share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the vesting period. Share-based compensation payments are recorded in corporate expenses and were $23.5 million, $22.9 million and $26.4 million for the Successor Company for the year ended December 31, 2021, the year ended December 31, 2020 and the period from May 2, 2019 through December 31, 2019, respectively. Share-based compensation expenses for the Predecessor Company were $0.5 million during the period from January 1, 2019 through May 1, 2019.

The tax benefit related to the share-based compensation expense for the Successor Company for the year ended December 31, 2021, the year ended December 31, 2020 and the period from May 2, 2019 through December 31, 2019 was $3.5 million, $3.1 million and $2.9 million, respectively. The tax benefit related to the share-based compensation expense for the Predecessor Company for the period from January 1, 2019 through May 1, 2019 was $0.1 million.

As of December 31, 2021, there was $39.6 million of unrecognized compensation cost related to unvested share-based compensation arrangements that will vest based on service conditions. This cost is expected to be recognized over a weighted average period of approximately 2.1 years.

Income (Loss) per Share

(In thousands, except per share data)	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
	2021	2020	2019	2019
NUMERATOR:				
Net income (loss) attributable to the Company – common shares	$ (159,199)	$ (1,914,699)	$ 112,548	$ 11,184,141
Exclude:				
Income from discontinued operations, net of tax	$ —	$ —	$ —	$ 1,685,123
Noncontrolling interest from discontinued operations, net of tax - common shares	—	—		19,028
Total income from discontinued operations, net of tax - common shares	$ —	$ —	$ —	$ 1,704,151
Total income (loss) from continuing operations	$ (159,199)	$ (1,914,699)	$ 112,548	$ 9,479,990
Noncontrolling interest from continuing operations, net of tax - common shares	(810)	523	(751)	—
Income (loss) from continuing operations	$ (158,389)	$ (1,915,222)	$ 113,299	$ 9,479,990
DENOMINATOR[1]:				
Weighted average common shares outstanding - basic	146,726	145,979	145,608	86,241
Stock options and restricted stock[2]:	—	—	187	—
Weighted average common shares outstanding - diluted	146,726	145,979	145,795	86,241
Net income (loss) attributable to the Company per common share:				
From continuing operations - Basic	$ (1.09)	$ (13.12)	$ 0.77	$ 109.92
From discontinued operations - Basic	$ —	$ —	$ —	$ 19.76
From continuing operations - Diluted	$ (1.09)	$ (13.12)	$ 0.77	$ 109.92
From discontinued operations - Diluted	$ —	$ —	$ —	$ 19.76

(1) All of the outstanding Special Warrants are included in both the basic and diluted weighted average common shares outstanding of the Successor Company for the year ended December 31, 2021, December 31, 2020 and the period from May 2, 2019 through December 31, 2019.

(2) Outstanding equity awards representing 10.5 million, 9.1 million and 5.9 million shares of Class A common stock of the Successor Company for the year ended December 31, 2021, the year ended December 31, 2020, and the period from May 2, 2019 through December 31, 2019, respectively, were not included in the computation of diluted earnings per share because to do so would have been antidilutive. Outstanding equity awards representing 5.9 million shares of Class A common stock of the Predecessor Company for the period for the period from January 1, 2019 through May 1, 2019 were not included in the computation of diluted earnings per share because to do so would have been antidilutive.

ockholder Rights Plan

On May 5, 2020, the Board approved the adoption of a short-term stockholder rights plan (the "Stockholder Rights Plan").

Pursuant to the stockholder rights plan, the Board declared a dividend distribution of one right on each outstanding share of Class A common stock, share of Class B common stock and special warrant issued in connection with the Plan of Reorganization. The record date for such dividend distribution was May 18, 2020.

Under the Stockholder Rights Plan, subject to certain exceptions, the rights were generally exercisable only if, in a transaction not approved by the Board, a person or group acquired beneficial ownership of 10% or more of the Company's Class A common stock (or 20% in the case of certain passive investors), including through such person's ownership of the convertible Class B common stock and/or special warrants, as further detailed in the Stockholder Rights Plan. In that situation, each holder of a right (other than the acquiring person or group) would have the right to purchase, upon payment of the exercise price, a number of shares of the Company’s Class A common stock, Class B common stock or special warrants, as applicable, having a market value of twice such price. In addition, the Stockholder Rights Plan contained a similar provision if the Company was acquired in a merger or other business combination after an acquiring person acquires beneficial ownership of 10% or more of the Company’s Class A common stock (or 20% in the case of certain passive investors).

The Stockholder Rights Plan expired on May 5, 2021. The adoption of the Stockholder Rights Plan was not a taxable event and did not have any impact on the Company’s financial reporting.

NOTE 10 – EMPLOYEE BENEFIT PLANS

iHeartCommunications has various 401(k) savings and other plans for the purpose of providing retirement benefits for substantially all employees. Under these plans, an employee can make pre-tax contributions and iHeartCommunications will match a portion of such an employee’s contribution. Employees vest in these iHeartCommunications matching contributions based upon their years of service to iHeartCommunications. In April 2020, the Company announced incremental operating-expense-saving initiatives in response to the economic environment resulting from the COVID-19 pandemic, which included a temporary suspension of the Company's 401(k) matching program that continued through December 31, 2021. Contributions of $4.5 million, $8.6 million and $6.1 million were made to these plans for the year ended December 31, 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor), respectively, were expensed. Starting January 1, 2022, the Company recommenced its 401(k) matching program.

iHeartCommunications offers a non-qualified deferred compensation plan for a select group of management or highly compensated employees, under which such employees were able to make an annual election to defer up to 50% of their annual salary and up to 80% of their bonus before taxes. iHeartCommunications suspended all salary and bonus deferrals and company matching contributions to the deferred compensation plan on January 1, 2010. iHeartCommunications accounts for the plan in accordance with the provisions of ASC 710-10, *Compensation—General*. Matching credits on amounts deferred may be made in iHeartCommunications' sole discretion and iHeartCommunications retains ownership of all assets until distributed. Participants in the plan have the opportunity to allocate their deferrals and any iHeartCommunications matching credits among different investment options, the performance of which is used to determine the amounts to be paid to participants under the plan. In accordance with the provisions of ASC 710-10, *Compensation—General*, the assets and liabilities of the non-qualified deferred compensation plan are presented in “Other assets” and “Other long-term liabilities” in the accompanying consolidated balance sheets, respectively. The asset and liability under the deferred compensation plan at December 31, 2021 (Successor) was approximately $12.9 million recorded in “Other assets” and $12.9 million recorded in “Other long-term liabilities”, respectively. The asset and liability under the deferred compensation plan at December 31, 2020 (Successor) was approximately $12.3 million recorded in “Other assets” and $12.3 million recorded in “Other long-term liabilities”, respectively.

NOTE 11 — OTHER INFORMATION

OTHER INCOME (EXPENSE), NET

The following table discloses the components of "Other income (expense), net" for the year ended December 31, 2021 (Successor), the year ended December 31, 2020 (Successor), the period from May 2, 2019 through December 31, 2019 (Successor) and the period from January 1, 2019 through May 1, 2019 (Predecessor), respectively:

(In thousands)	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
	2021	2020	2019	2019
Professional fees	$ (1,389)	$ (6,278)	$ (26,487)	$ (156)
Loss on extinguishment of debt	(11,600)	—	—	—
Other	(1,987)	(1,473)	8,221	179
Total other income (expense), net	$ (14,976)	$ (7,751)	$ (18,266)	$ 23

Other income (expense), net for the year ended December 31, 2021 (Successor), the year ended December 31, 2020 (Successor) and the period from May 2, 2019 through December 31, 2019 (Successor) included $1.4 million, $6.3 million and $26.5 million, respectively, in expenses incurred in connection with our bankruptcy.

OTHER CURRENT ASSETS

The following table discloses the components of "Other current assets" as of December 31, 2021 and 2020, respectively:

(In thousands)	Successor Company	
	As of December 31,	
	2021	2020
Inventory	$ 3,154	$ 1,153
Deposits	3,098	2,680
Restricted cash	425	—
Due from related parties	391	549
Other receivables	17,363	11,905
Other	—	1,139
Total other current assets	$ 24,431	$ 17,426

OTHER ASSETS

The following table discloses the components of "Other assets" as of December 31, 2021 and 2020, respectively:

(In thousands)	Successor Company	
	As of December 31,	
	2021	2020
Investments in, and advances to, nonconsolidated affiliates	$ 10,617	$ 11,065
Other investments	41,440	28,053
Available-for-sale debt securities, net of reserve of $7,975 in 2021 and $4,167 in 2020	33,868	31,456
Deposits	4,769	4,553
Prepaid rent	17,182	8,882
Non-qualified plan assets	12,909	12,265
Other	5,928	9,350
Total other assets	$ 126,713	$ 105,624

OTHER LONG-TERM LIABILITIES

The following table discloses the components of "Other long-term liabilities" as of December 31, 2021 and 2020, respectively:

(In thousands)	Successor Company	
	As of December 31,	
	2021	2020
Unrecognized tax benefits	$ 20,685	$ 18,183
Asset retirement obligation	4,491	3,951
Non-qualified plan liabilities	12,909	12,265
Deferred income	28,020	22,018
Other	14,792	14,800
Total other long-term liabilities	$ 80,897	$ 71,217

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table discloses the components of "Accumulated other comprehensive income (loss)," net of tax, as of December 31, 2021 and 2020, respectively:

(In thousands)	Successor Company	
	As of December 31,	
	2021	2020
Cumulative currency translation adjustment	$ (257)	$ 194
Cumulative other adjustments	—	—
Total accumulated other comprehensive income (loss)	$ (257)	$ 194

NOTE 12 – SEGMENT DATA

As discussed in Note 1, *Summary of Significant Accounting Policies*, in connection with certain leadership and organizational changes implemented in the first quarter 2021, the Company revised its segment reporting as of January 1, 2021. The corresponding current and prior period segment disclosures were recast to reflect the current segment presentation. Segment Adjusted EBITDA is the segment profitability metric reported to the Company's Chief Operating Decision Maker for purposes of decisions about allocation of resources to, and assessing performance of, each reportable segment.

The Company's primary businesses are included in its Multiplatform Group and Digital Audio Group segments. Revenue and expenses earned and charged between Multiplatform Group, Digital Audio Group, Corporate and the Company's Audio & Media Services Group are eliminated in consolidation. The Multiplatform Group provides media and entertainment services via broadcast delivery and also includes the Company's events and national syndication businesses. The Digital Audio Group provides media and entertainment services via digital delivery. The Audio & Media Services Group provides other audio and media services, including the Company's media representation business (Katz Media) and its provider of scheduling and broadcast software (RCS). Corporate includes infrastructure and support, including executive, information technology, human resources, legal, finance and administrative functions for the Company's businesses. Share-based payments are recorded in Selling, general and administrative expense.

The following table presents the Company's segment results for the Successor Company for the year ended December 31, 2021, the year ended December 31, 2020 and the period from May 2, 2019 through December 31, 2019:

	Segments					
(In thousands)	Multiplatform Group	Digital Audio Group	Audio & Media Services Group	Corporate and other reconciling items	Eliminations	Consolidated
Year Ended December 31, 2021						
Revenue	$ 2,489,018	$ 834,482	$ 247,957	$ —	$ (13,117)	$ 3,558,340
Operating expenses[(1)]	1,745,680	573,835	171,766	269,043	(13,117)	2,747,207
Segment Adjusted EBITDA[(2)]	$ 743,338	$ 260,647	$ 76,191	$ (269,043)	$ —	$ 811,133
Depreciation and amortization						(469,417)
Impairment charges						(57,734)
Other operating expense, net						(32,320)
Restructuring expenses						(73,262)
Share-based compensation expense						(23,543)
Operating income						$ 154,857
Segment assets	$ 6,953,772	$ 1,088,471	$ 438,773	$ 403,898	$ (3,605)	$ 8,881,309
Intersegment revenues	670	5,845	6,602	—	—	13,117
Capital expenditures	130,894	23,907	14,515	14,056	—	183,372
Share-based compensation expense	—	—	—	23,543	—	23,543

	Segments					
(In thousands)	Multiplatform Group	Digital Audio Group	Audio & Media Services Group	Corporate and other reconciling items	Eliminations	Consolidated
Year Ended December 31, 2020						
Revenue	$ 2,206,854	$ 474,371	$ 274,749	$ —	$ (7,756)	$ 2,948,218
Operating expenses[(1)]	1,723,449	343,598	180,081	170,173	(7,756)	2,409,545
Segment Adjusted EBITDA[(2)]	$ 483,405	$ 130,773	$ 94,668	$ (170,173)	$ —	$ 538,673
Depreciation and amortization						(402,929)
Impairment charges						(1,738,752)
Other operating expense, net						(11,344)
Restructuring expenses						(100,410)
Share-based compensation expense						(22,862)
Operating loss						$ (1,737,624)
Segment assets	$ 7,736,229	$ 187,051	$ 473,628	$ 809,638	$ (3,585)	$ 9,202,961
Intersegment revenues	670	—	7,086	—	—	7,756
Capital expenditures	51,559	16,086	5,105	12,455	—	85,205
Share-based compensation expense	—	—	—	22,862	—	22,862

	Segments					
(In thousands)	Multiplatform Group	Digital Audio Group	Audio & Media Services Group	Corporate and other reconciling items	Eliminations	Consolidated
Period from May 2, 2019 through December 31, 2019						
Revenue	$ 2,174,411	$ 273,389	$ 167,292	$ —	$ (5,036)	$ 2,610,056
Operating expenses(1)	1,381,073	194,366	120,685	143,420	(5,036)	1,834,508
Segment Adjusted EBITDA(2)	$ 793,338	$ 79,023	$ 46,607	$ (143,420)	$ —	$ 775,548
Depreciation and amortization						(249,623)
Impairment charges						—
Other operating expense, net						(8,000)
Restructuring expenses						(51,878)
Share-based compensation expense						(26,411)
Operating income						$ 439,636
Segment Assets	$ 9,949,638	$ 73,108	$ 486,551	$ 515,580	$ (3,778)	$ 11,021,099
Intersegment revenues	$ 447	$ —	$ 4,589	$ —	$ —	$ 5,036
Capital expenditures	$ 48,096	$ 10,505	$ 3,980	$ 13,412	$ —	$ 75,993
Share-based compensation expense	$ —	$ —	$ —	$ 26,411	$ —	$ 26,411

The following table presents the Company's segment results for the Predecessor Company for the period from January 1, 2019 through May 1, 2019:

(In thousands)	Segments: Multiplatform Group	Segments: Digital Audio Group	Segments: Audio & Media Services Group	Corporate and other reconciling items	Eliminations	Consolidated
Period from January 1, 2019 through May 1, 2019						
Revenue	$ 903,888	$ 102,789	$ 69,362	$ —	$ (2,568)	$ 1,073,471
Operating expenses[1]	635,205	88,621	55,278	71,785	(2,568)	848,321
Segment Adjusted EBITDA[2]	$ 268,683	$ 14,168	$ 14,084	$ (71,785)	$ —	$ 225,150
Depreciation and amortization						(52,834)
Impairment charges						(91,382)
Other operating expense, net						(154)
Restructuring expenses						(13,242)
Share-based compensation expense						(498)
Operating loss						$ 67,040
Intersegment revenues	$ 243	$ —	$ 2,325	$ —	$ —	$ 2,568
Capital expenditures	$ 25,270	$ 4,694	$ 1,263	$ 4,970	$ —	$ 36,197
Share-based compensation expense	$ —	$ —	$ —	$ 498	$ —	$ 498

(1) Consolidated operating expenses consist of Direct operating expenses and Selling, general and administrative expenses and exclude Restructuring expenses, share-based compensation expenses and depreciation and amortization.

(2) For a definition of Adjusted EBITDA for the consolidated company and a reconciliation to Operating income, the most closely comparable GAAP measure, and to Net income (loss), please see "Reconciliation of Operating Income (Loss) to Adjusted EBITDA" and "Reconciliation of Net Income (Loss) to EBITDA and Adjusted EBITDA" in Item 7 of this Annual Report on Form 10-K. Beginning on January 1, 2021, Segment Adjusted EBITDA became the segment profitability metric reported to the Company's Chief Operating Decision Maker for purposes of making decisions about allocation of resources to, and assessing performance of, each reportable segment.

NOTE 13 – CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Tax Matters Agreement

On the Effective Date, the Company entered into the Tax Matters Agreement by and among the Company, iHeartCommunications, iHeart Operations, CCH, CCOH and Clear Channel Outdoor, Inc., to allocate the responsibility of the Company and its subsidiaries, on the one hand, and the Outdoor Group, on the other, for the payment of taxes arising prior and subsequent to, and in connection with, the Separation (the “Tax Matters Agreement”). For information regarding the Tax Matters Agreement, refer to Note 16, *Discontinued Operations*.

NOTE 14 - EMERGENCE FROM VOLUNTARY REORGANIZATION UNDER CHAPTER 11 PROCEEDINGS

Plan of Reorganization

As described in Note 1, *Summary of Significant Accounting Policies*, on May 1, 2019, the Company and the other Debtors emerged from bankruptcy pursuant to the Plan of Reorganization. Capitalized terms not defined in this note are defined in the Plan of Reorganization.

On or following the Effective Date and pursuant to the Plan of Reorganization, the following occurred:

- CCOH was separated from and ceased to be controlled by iHeartCommunications and its subsidiaries.
- The existing indebtedness of iHeartCommunications of approximately $16 billion was discharged, the Company entered into the Term Loan Facility ($3,500 million) and issued the 6.375% Senior Secured Notes ($800 million) and the Senior Unsecured Notes ($1,450 million), collectively the "Successor Emergence Debt."
- The Company adopted an amended and restated certificate of incorporation and bylaws.
- Shares of the Predecessor Company's issued and outstanding common stock immediately prior to the Effective Date were canceled, and on the Effective Date, reorganized iHeartMedia issued an aggregate of 56,861,941 shares of iHeartMedia Class A common stock, 6,947,567 shares of Class B common stock and special warrants to purchase 81,453,648 shares of Class A common stock or Class B common stock to holders of claims pursuant to the Plan of Reorganization.
- The following classes of claims received the Successor Emergence Debt and 99.1% of the new equity, as defined in the Plan of Reorganization:
    - Secured Term Loan / 2019 PGN Claims (Class 4)
    - Secured Non-9.0% PGN Due 2019 Claims Other Than Exchange 11.25% PGN Claims (Class 5A)
    - Secured Exchange 11.25% PGN Claims (Class 5B)
    - iHC 2021 / Legacy Notes Claims (Class 6)
    - Guarantor Funded Debt against other Guarantor Debtors Other than CCH and TTWN (Class 7)
- The holders of the Guarantor Funded Debt Unsecured Claims Against CCH (Class 7F) received their Pro Rata share of 100 percent of the CCOH Interests held by the Debtors and CC Finco, LLC and Broader Media, LLC. Refer to the discussion below regarding the Separation Transaction.
- Settled the following classes of claims in cash:
    - General Unsecured Claims Against Non-Obligor Debtors (Class 7A); paid in full
    - General Unsecured Claims Against TTWN Debtors (Class 7B); paid in full
    - iHC Unsecured Claims (Class 7D); paid 14.44% of allowed claim
    - Guarantor General Unsecured Claims (Class 7G); paid minimum of 45% and maximum of 55% of allowed claim
- The CCOH Due From Claims (Class 8) represent the negotiated claim between iHeartMedia and CCOH, which was settled in cash on the date of emergence at 14.44%.
- The Predecessor Company's common stockholders (Class 9) received their pro rata share of 1% of the new common stock; provided that 0.1% of the new common stock that otherwise would have been distributed to the Company's former sponsors was instead distributed to holders of Legacy Notes Claims.

- The Company entered into a new $450.0 million ABL Facility, which was undrawn at emergence.
- The Company funded the Guarantor General Unsecured Recovery Cash Pool for $17.5 million in order to settle the Class 7G General Unsecured Claims.
- The Company funded the Professional Fee Escrow Account.
- On the Effective Date, the iHeartMedia, Inc. 2019 Incentive Equity Plan (the “Post-Emergence Equity Plan”) became effective. The Post-Emergence Equity Plan allowed the Company to grant stock options and restricted stock units representing up to 12,770,387 shares of Class A common stock for key members of management and service providers and up to 1,596,298 for non-employee members of the board of directors. The amounts of Class A common stock reserved under the Post-Emergence Equity Plan were equal to 8% and 1%, respectively, of the Company’s fully-diluted and distributed shares of Class A common stock as of the Effective Date.

In addition, as part of the Separation, iHeartCommunications and CCOH consummated the following transactions:

- the cash sweep agreement under the then-existing corporate services agreement and any agreements or licenses requiring royalty payments to iHeartMedia by CCOH for trademarks or other intellectual property (“Trademark License Fees”) were terminated;
- iHeartCommunications, iHeartMedia, iHeartMedia Management Services, Inc. (“iHM Management Services”) and CCOH entered into a transition services agreement (the “Transition Services Agreement”) pursuant to which, the Company or its subsidiaries provided administrative services historically provided to CCOH by iHeartCommunications for a period of one year after the Effective Date, which was terminated on August 31, 2020;
- the Trademark License Fees charged to CCOH during the post-petition period were waived by iHeartMedia;
- iHeartMedia contributed the rights, title and interest in and to all tradenames, trademarks, service marks, common law marks and other rights related to the Clear Channel tradename (the “CC Intellectual Property”) to CCOH;
- iHeartMedia paid $115.8 million to CCOH, which consisted of the $149.0 million payment by iHeartCommunications to CCOH as CCOH’s recovery of its claims under the Due from iHeartCommunications Note, partially offset by the $33.2 million net amount payable to iHeartCommunications under the post-petition intercompany balance between iHeartCommunications and CCOH after adjusting for the post-petition Trademark License Fees which were waived as part of the settlement agreement;
- iHeartCommunications entered into a revolving loan agreement with Clear Channel Outdoor, LLC (“CCOL”) and Clear Channel International, Ltd., wholly-owned subsidiaries of CCOH, to provide a line of credit in an aggregate amount not to exceed $200 million at the prime rate of interest, which was terminated by the borrowers on July 30, 2019 in connection with the closing of an underwritten public offering of common stock by CCOH; and
- iHeart Operations, Inc. issued $60.0 million in preferred stock to a third party for cash, which was repurchased on October 27, 2021 (see Note 6, *Long-Term Debt*).

NOTE 15 - FRESH START ACCOUNTING

Fresh Start

In connection with the Company's emergence from bankruptcy and in accordance with ASC 852, *Reorganizations*, the Company qualified for and adopted fresh start accounting on the Effective Date. The Company was required to adopt fresh start accounting because (i) the holders of existing voting shares of the Predecessor Company received less than 50% of the voting shares of the Successor Company and (ii) the reorganization value of the Company's assets immediately prior to confirmation of the Plan of Reorganization was less than the post-petition liabilities and allowed claims.

In accordance with ASC 852, *Reorganizations*, with the application of fresh start accounting, the Company allocated its reorganization value to its individual assets based on their estimated fair values in conformity with ASC 805, *Business*

Combinations. The reorganization value represents the fair value of the Successor Company's assets before considering liabilities. The excess reorganization value over the fair value of identified tangible and intangible assets is reported as goodwill. As a result of the application of fresh start accounting and the effects of the implementation of the Plan of Reorganization, the consolidated financial statements after May 1, 2019 are not comparable with the consolidated financial statements as of or prior to that date.

Reorganization Value

As set forth in the Plan of Reorganization and the Disclosure Statement, the enterprise value of the Successor Company was estimated to be between $8.0 billion and $9.5 billion. Based on the estimates and assumptions discussed below, the Company estimated the enterprise value to be $8.75 billion, which was the mid-point of the range of enterprise value as of the Effective Date.

Management and its valuation advisors estimated the enterprise value of the Successor Company, which was approved by the Bankruptcy Court. The selected publicly traded companies analysis approach, the discounted cash flow analysis approach and the selected transactions analysis approach were all utilized in estimating the enterprise value. The use of each approach provides corroboration for the other approaches. To estimate enterprise value utilizing the selected publicly traded companies analysis method, valuation multiples derived from the operating data of publicly-traded benchmark companies to the same operating data of the Company were applied. The selected publicly traded companies analysis identified a group of comparable companies giving consideration to lines of business and markets served, size and geography. The valuation multiples were derived based on historical and projected financial measures of revenue and earnings before interest, taxes, depreciation and amortization and applied to projected operating data of the Company.

To estimate enterprise value utilizing the discounted cash flow method, an estimate of future cash flows for the period 2019 to 2022 with a terminal value was determined and discounted the estimated future cash flows to present value. The expected cash flows for the period 2019 to 2022 with a terminal value were based upon certain financial projections and assumptions provided to the Bankruptcy Court. The expected cash flows for the period 2019 to 2022 were derived from earnings forecasts and assumptions regarding growth and margin projections, as applicable. A terminal value was included, calculated using the terminal multiple method, which estimates a range of values at which the Successor Company will be valued at the end of the Projection Period based on applying a terminal multiple to final year Adjusted EBITDA (referred to as "OIBDAN" in the documents filed with the Bankruptcy Court), which is defined as consolidated operating income adjusted to exclude non-cash compensation expenses included within corporate expenses, as well as Depreciation and amortization, Impairment charges and Other operating income (expense), net.

To estimate enterprise value utilizing the selected transactions analysis, valuation multiples were derived from an analysis of consideration paid and net debt assumed from publicly disclosed merger or acquisition transactions, and such multiples were applied to the broadcast cash flows of the Successor Company. The selected transactions analysis identified companies and assets involved in publicly disclosed merger and acquisition transactions for which the targets had operating and financial characteristics comparable in certain respects to the Successor Company.

The following table reconciles the enterprise value per the Plan of Reorganization to the implied value (for fresh start accounting purposes) of the Successor Company's common stock as of the Effective Date:

(In thousands, except per share data)		
Enterprise Value	$	8,750,000
Plus:		
Cash and cash equivalents		63,142
Less:		
Debt issued upon emergence		(5,748,178)
Finance leases and short-term notes		(61,939)
Mandatorily Redeemable Preferred Stock		(60,000)
Changes in deferred tax liabilities[(1)]		(163,910)
Noncontrolling interest		(8,943)
Implied value of Successor Company common stock	$	2,770,172
Shares issued upon emergence [(2)]		145,263
Per share value	$	19.07

[(1)] Difference in the assumed effect of deferred taxes in the calculation of enterprise value versus the actual effect of deferred taxes as of May 1.
[(2)] Includes the Class A Common Stock, Class B Common Stock and Special Warrants issued at emergence.

The reconciliation of the Company's enterprise value to reorganization value as of the Effective Date is as follows:

(In thousands)		
Enterprise Value	$	8,750,000
Plus:		
Cash and cash equivalents		63,142
Current liabilities (excluding Current portion of long-term debt)		426,944
Deferred tax liability		596,850
Other long-term liabilities		54,393
Noncurrent operating lease obligations		818,879
Reorganization value	$	10,710,208

Consolidated Balance Sheet

The adjustments set forth in the following consolidated balance sheet as of May 1, 2019 reflect the effect of the Separation (reflected in the column "Separation of CCOH Adjustments"), the consummation of the transactions contemplated by the Plan of Reorganization that are incremental to the Separation (reflected in the column "Reorganization Adjustments") and the fair value adjustments as a result of applying fresh start accounting (reflected in the column "Fresh Start Adjustments"). The explanatory notes highlight methods used to determine fair values or other amounts of the assets and liabilities, as well as significant assumptions or inputs.

(In thousands)	Predecessor	Separation of CCOH Adjustments (A)		Reorganization Adjustments (B)		Fresh Start Adjustments (C)		Successor
CURRENT ASSETS								
Cash and cash equivalents	$ 175,811	$ —		$ (112,669)	(1)	$ —		$ 63,142
Accounts receivable, net	748,326	—		—		(10,810)	(1)	737,516
Prepaid expenses	127,098	—		—		(24,642)	(2)	102,456
Other current assets	22,708	—		8,125	(2)	(1,668)	(3)	29,165
Current assets of discontinued operations	1,000,753	(1,000,753)	(1)	—		—		—
Total Current Assets	2,074,696	(1,000,753)		(104,544)		(37,120)		932,279
PROPERTY, PLANT AND EQUIPMENT								
Property, plant and equipment, net	499,001	—		—		333,991	(4)	832,992
INTANGIBLE ASSETS AND GOODWILL								
Indefinite-lived intangibles - licenses	2,326,626	—		—		(44,906)	(5)	2,281,720
Other intangibles, net	104,516	—		—		2,240,890	(5)	2,345,406
Goodwill	3,415,492	—		—		(92,127)	(5)	3,323,365
OTHER ASSETS								
Operating lease right-of-use assets	355,826	—		—		554,278	(6)	910,104
Other assets	139,409	—		(384)	(3)	(54,683)	(2)	84,342
Long-term assets of discontinued operations	5,351,513	(5,351,513)	(1)	—		—		—
Total Assets	$ 14,267,079	$ (6,352,266)		$ (104,928)		$ 2,900,323		$ 10,710,208
CURRENT LIABILITIES								
Accounts payable	$ 41,847	$ —		$ 3,061	(4)	$ —		$ 44,908
Current operating lease liabilities	470	—		31,845	(7)	39,092	(6)	71,407
Accrued expenses	208,885	—		(32,250)	(5)	2,328	(9)	178,963
Accrued interest	462	—		(462)	(6)	—		—
Deferred revenue	128,452	—		—		3,214	(7)	131,666
Current portion of long-term debt	46,618	—		6,529	(7)	40	(6)	53,187
Current liabilities of discontinued operations	999,778	(999,778)	(1)	—		—		—
Total Current Liabilities	1,426,512	(999,778)		8,723		44,674		480,131
Long-term debt	—	—		5,758,516	(8)	(1,586)	(8)	5,756,930
Series A Mandatorily Redeemable Preferred Stock	—	—		60,000	(9)	—		60,000
Noncurrent operating lease liabilities	828	—		398,154	(7)	419,897	(6)	818,879
Deferred income taxes	—	—		575,341	(10)	185,419	(10)	760,760
Other long-term liabilities	121,081	—		(64,524)	(11)	(2,164)	(7)	54,393
Liabilities subject to compromise	16,770,266	—		(16,770,266)	(7)	—		—
Long-term liabilities of discontinued operations	7,472,633	(7,472,633)	(1)	—		—		—
Commitments and contingent liabilities (Note 7)								
STOCKHOLDERS' EQUITY (DEFICIT)								
Noncontrolling interest	13,584	(13,199)	(1)	—		8,558	(11)	8,943
Predecessor common stock	92	—		(92)	(12)	—		—
Successor Class A Common Stock	—	—		57	(13)	—		57
Successor Class B Common Stock	—	—		7	(13)	—		7
Predecessor additional paid-in capital	2,075,130	—		(2,075,130)	(12)	—		—
Successor additional paid-in capital	—	—		2,770,108	(13)	—		2,770,108
Accumulated deficit	(13,288,497)	1,825,531	(1)	9,231,616	(14)	2,231,350	(12)	—
Accumulated other comprehensive loss	(321,988)	307,813	(1)	—		14,175	(12)	—
Cost of share held in treasury	(2,562)	—		2,562	(12)	—		—
Total Stockholders' Equity (Deficit)	(11,524,241)	2,120,145		9,929,128		2,254,083		2,779,115
Total Liabilities and Stockholders' Equity (Deficit)	$ 14,267,079	$ (6,352,266)		$ (104,928)		$ 2,900,323		$ 10,710,208

A. Separation of CCOH Adjustments

(1) On May 1, 2019, as part of the Separation, the outstanding shares of both classes of CCOH common stock were consolidated such that CCH held all of the outstanding CCOH Class A common stock that was held by subsidiaries of iHeartCommunications, through a series of share distributions by other subsidiaries that held CCOH common stock and a conversion of CCOH Class B common stock that CCH held to CCOH Class A common stock. Prior to the Separation, iHeartCommunications owned approximately 89.1% of the economic rights and approximately 99% of the voting rights of CCOH. To complete the Separation, CCOH merged with and into CCH, with CCH surviving the merger and changing its name to Clear Channel Outdoor Holdings, Inc. ("New CCOH"), and pre-merger shares of CCOH Class A common stock (other than shares of CCOH Class A common stock held by CCH or any direct or indirect wholly-owned subsidiary of CCH) were converted into an equal number of shares of post-merger common stock of New CCOH. iHeartCommunications transferred the post-merger common stock of New CCOH it held to Claimholders pursuant to the Plan of Reorganization but retained 31,269,762 shares. Such retained shares were distributed to two affiliated Claimholders on July 18, 2019. Upon completion of the merger and Separation, New CCOH became an independent public company. Upon distribution of the shares held by iHeartCommunications, the Company does not hold any ownership interest in CCOH.

The assets and liabilities of CCOH have been classified as discontinued operations. The discontinued operations reflect the assets and liabilities of CCOH, which are presented as discontinued operations as of the Effective Date. CCOH's assets and liabilities are adjusted to: (1) eliminate the balance on the Due from iHeartCommunications Note and the balance on the intercompany payable due to iHeartCommunications from CCOH's consolidated balance sheet, which are intercompany amounts that were eliminated in consolidation; (2) eliminate CCOH's Noncontrolling interest and treasury shares; and (3) eliminate other intercompany balances.

B. Reorganization Adjustments

In accordance with the Plan of Reorganization, the following adjustments were made:

(1) The table below reflects the sources and uses of cash on the Effective Date from implementation of the Plan:

(In thousands)			
Cash at May 1, 2019 (excluding discontinued operations)	$	175,811	
Sources:			
Proceeds from issuance of Mandatorily Redeemable Preferred Stock	$	60,000	
Release of restricted cash from other assets into cash		3,428	
Total sources of cash	$	63,428	
Uses:			
Payment of Mandatorily Redeemable Preferred Stock issuance costs	$	(1,513)	
Payment of New Term Loan Facility to settle certain creditor claims		(1,822)	
Payments for Emergence debt issuance costs		(7,213)	
Funding of the Guarantor General Unsecured Recovery Cash Pool		(17,500)	
Payments for fully secured claims and general unsecured claims		(1,990)	
Payment of contract cure amounts		(15,763)	
Payment of consenting stakeholder fees		(4,000)	
Payment of professional fees		(85,091)	(a)
Funding of Professional Fees Escrow Account		(41,205)	(a)
Total uses of cash	$	(176,097)	
Net uses of cash	$	(112,669)	
Cash upon emergence	$	63,142	

(a) Approximately $30.5 million of professional fees paid at emergence were accrued as of May 1, 2019. These payments also reflect both the payment of success fees for $86.1 million and other professionals paid directly at emergence.

(2) Pursuant to the terms of the Plan of Reorganization, on the Effective Date, the Company funded the Guarantor General Unsecured Recovery Cash Pool account in the amount of $17.5 million, which was reclassified as restricted cash within Other current assets. The Company made payments of $6.0 million through the Cash Pool at the time of emergence. Additionally, $3.4 million of restricted cash previously held to pay critical utility vendors was reclassified to cash.

(3) Reflects the write-off of prepaid expenses related to the $2.3 million of prepaid premium for Predecessor Company's director and officer insurance policy, offset by the accrual of future reimbursements of $1.9 million for negotiated discounts related to the professional fee escrow account.

(4) Reflects the reinstatement of $3.1 million of accounts payable included within Liabilities subject to compromise to be satisfied in the ordinary course of business.

(5) Reflects the reduction of accrued expenses related to the $21.2 million of professional fees paid directly, $9.3 million of professional fees paid through the Professional Fee Escrow Account and other accrued expense items. Additionally, the Company reinstated accrued expenses included within Liabilities subject to compromise to be satisfied in the ordinary course of business.

(In thousands)

Reinstatement of accrued expenses	$	551
Payment of professional fees		(21,177)
Payment of professional fees through the escrow account		(9,260)
Impact on other accrued expenses		(2,364)
Net impact on Accrued expenses	$	(32,250)

(6) Reflects the write-off of the DIP facility accrued interest associated with the DIP facility fees paid at emergence.

(7) As part of the Plan of Reorganization, the Bankruptcy Court approved the settlement of claims reported within Liabilities subject to compromise in the Company's Consolidated balance sheet at their respective allowed claim amounts.

The table below indicates the disposition of Liabilities subject to compromise:

(In thousands)			
Liabilities subject to compromise pre-emergence	$	16,770,266	
To be reinstated on the Effective Date:			
Deferred taxes	$	(596,850)	
Accrued expenses		(551)	
Accounts payable		(3,061)	
Finance leases and other debt		(16,867)	(a)
Current operating lease liabilities		(31,845)	
Noncurrent operating lease liabilities		(398,154)	
Other long-term liabilities		(14,518)	(b)
Total liabilities reinstated	$	(1,061,846)	
Less amounts settled per the Plan of Reorganization			
Issuance of new debt	$	(5,750,000)	
Payments to cure contracts		(15,763)	
Payments for settlement of general unsecured claims from escrow account		(5,822)	
Payments for fully secured and other claim classes at emergence		(1,990)	
Equity issued at emergence to creditors in settlement of Liabilities subject to Compromise		(2,742,471)	
Total amounts settled		(8,516,046)	
Gain on settlement of Liabilities Subject to Compromise	$	7,192,374	

(a) Includes finance lease liabilities and other debt of $6.6 million and $10.3 million classified as current and long-term debt, respectively.

(b) Reinstatement of Other long-term liabilities were as follows:

(In thousands)		
Reinstatement of long-term asset retirement obligations	$	3,527
Reinstatement of non-qualified deferred compensation plan		10,991
Total reinstated Other long-term liabilities	$	14,518

(8) The exit financing consists of the Term Loan Facility of approximately $3.5 billion and 6.375% Senior Secured Notes totaling $800 million, both maturing seven years from the date of issuance, the Senior Unsecured Notes totaling $1.45 billion, maturing eight years from the date of issuance, and a $450 million ABL Facility with no amount drawn at emergence, which matures on June 14, 2023.

Upon emergence, the Company paid cash of $1.8 million to settle certain creditor claims for which claims were designated to receive term loans pursuant to the Plan of Reorganization.

The remaining $10.3 million is related to the reinstatement of the Long-term portion of finance leases and other debt as described above.

(In thousands)	Term	Interest Rate	Amount
Term Loan Facility	7 years	Libor + 4.00%	$ 3,500,000
6.375% Senior Secured Notes	7 years	6.375%	800,000
Senior Unsecured Notes	8 years	8.375%	1,450,000
Asset-based Revolving Credit Facility	4 years	Varies(a)	—
Total Long-Term Debt - Exit Financing			$ 5,750,000
Less:			
Payment of Term Loan Facility to settle certain creditor claims			(1,822)
Net proceeds from exit financing at emergence			$ 5,748,178
Long-term portion of finance leases and other debt reinstated			10,338
Net impact on Long-term debt			$ 5,758,516

(a) Borrowings under the ABL Facility bear interest at a rate per annum equal to the applicable rate plus, at iHeartCommunications' option, either (x) a eurocurrency rate or (y) a base rate. The applicable margin for borrowings under the ABL Facility range from 1.25% to 1.75% for eurocurrency borrowings and from 0.25% to 0.75% for base-rate borrowings, in each case, depending on average excess availability under the ABL Facility based on the most recently ended fiscal quarter.

(9) Reflects the issuance by iHeart Operations of $60.0 million in aggregate liquidation preference of its Series A Perpetual Preferred Stock, par value $0.001 per share. On May 1, 2029, the shares of the Preferred Stock would have been subject to mandatory redemption for $60.0 million in cash, plus any accrued and unpaid dividends. However, these shares were repurchased for cash on October 27, 2021.

(10) Reflects the reinstatement of deferred tax liabilities included within Liabilities subject to compromise of $596.9 million, offset by an adjustment to net deferred tax liabilities of $21.5 million. Upon emergence from the Chapter 11 Cases, iHeartMedia's federal and state net operating loss carryforwards were reduced in accordance with Section 108 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), due to cancellation of debt income, which is excluded from U.S. federal taxable income. The estimated remaining deferred tax assets attributed to federal and state net operating loss carryforwards upon emergence totaled $114.9 million. The adjustments reflect a reduction in deferred tax assets for federal and state net operating loss carryforwards as described above, a reduction in deferred tax liabilities attributed to long-term debt as a result of the restructuring of our indebtedness upon emergence and a reduction in valuation allowance.

(11) Reflects the reinstatement of Other long-term liabilities from Liabilities subject to compromise, offset by the reduction of liabilities for unrecognized tax benefits classified as Other long-term liabilities that were discharged and effectively settled upon emergence.

(In thousands)		
Reinstatement of long-term asset retirement obligations	$	3,527
Reinstatement of non-qualified pension plan		10,991
Reduction of liabilities for unrecognized tax benefits		(79,042)
Net impact to Other long-term liabilities	$	(64,524)

(12) Pursuant to the terms of the Plan of Reorganization, as of the Effective Date, all Predecessor common stock and stock-based compensation awards were canceled without any distribution. As a result of the cancellation, the Company recognized $1.5 million in compensation expense related to the unrecognized portion of share-based compensation as of the Effective Date.

(13) Reflects the issuance of Successor Company equity, including the issuance of 56,861,941 shares of iHeartMedia Class A common stock, 6,947,567 shares of Class B common stock and special warrants to purchase 81,453,648 shares of Class A common stock or Class B common stock in exchange for claims against or interests in iHeartMedia pursuant to the Plan of Reorganization.

(In thousands)		
Equity issued to Class 9 Claimholders (prior equity holders)	$	27,701
Equity issued to creditors in settlement of Liabilities subject to compromise		2,742,471
Total equity issued at emergence	$	2,770,172

(14) The table reflects the cumulative impact of the reorganization adjustments discussed above:

(In thousands)			
Gain on settlement of Liabilities subject to compromise	$	7,192,374	
Payment of professional fees upon emergence		(11,509)	
Payment of success fees upon emergence		(86,065)	
Cancellation of unvested stock-based compensation awards		(1,530)	
Cancellation of Predecessor prepaid director and officer insurance policy		(2,331)	
Write-off of debt issuance and Mandatorily Redeemable Preferred Stock costs incurred at emergence		(8,726)	
Total Reorganization items, net	$	7,082,213	
Income tax benefit	$	102,914	
Cancellation of Predecessor Equity		2,074,190	(a)
Issuance of Successor Equity to prior equity holders		(27,701)	
Net Impact on Accumulated deficit	$	9,231,616	

(a) This value is reflective of Predecessor common stock, Additional paid in capital and the recognition of $1.5 million in compensation expense related to the unrecognized portion of share-based compensation, less Treasury stock.

C. Fresh Start Adjustments

We have applied fresh start accounting in accordance with ASC 852, *Reorganizations*. Fresh start accounting requires the revaluation of our assets and liabilities to fair value, including both existing and new intangible assets, such as FCC licenses, developed technology, customer relationships and tradenames. Fresh start accounting also requires the elimination of all predecessor earnings or deficits in Accumulated deficit and Accumulated other comprehensive loss. These adjustments reflect the actual amounts recorded as of the Effective Date.

(1) Reflects the fair value adjustment as of May 1, 2019 made to accounts receivable to reflect management's best estimate of the expected collectability of accounts receivable balances.

(2) Reflects the fair value adjustment as of May 1, 2019 to eliminate certain prepaid expenses related to software implementation costs and other upfront payments. The Company historically incurred third-party implementation fees in connection with installing various cloud-based software products, and these amounts were recorded as prepaid expenses and recognized as a component of selling, general and administrative expense over the term of the various contracts. The Company determined that the remaining unamortized costs related to such implementation fees do not provide any rights that result in future economic benefits. In addition, the Company pays signing bonuses to certain of its on-air personalities, and these amounts were recorded as prepaid expenses and recognized as a component of Direct operating expenses over the terms of the various contracts. To the extent these contracts do not contain substantive claw-back provisions, these prepaid amounts do not provide any enforceable rights that result in future economic benefits. Accordingly, the balances related to these contracts as of May 1, 2019 were adjusted to zero.

(3) Reflects the fair value adjustment to eliminate receivables related to tenant allowances per certain lease agreements. These receivables were incorporated into the recalculated lease obligations per ASC 842.

(4) Reflects the fair value adjustment to recognize the Company's property, plant and equipment as of May 1, 2019 based on the fair values of such property, plant and equipment. Property was valued using a market approach comparing similar properties to recent market transactions. Equipment and towers were valued primarily using a replacement cost approach. Internally-developed and owned software technology assets were valued primarily using the Royalty Savings Method, similar to the approach used in valuing the Company's tradenames and trademarks. Estimated royalty rates were determined for each of the software technology assets considering the relative contribution to the Company's overall profitability as well as available public market information regarding market royalty rates for similar assets. The selected royalty rates were applied to the revenue generated by the software technology assets. The forecasted cash flows expected to be generated as a result of the royalty savings were discounted to present value utilizing a discount rate considering overall business risks and risks associated with the asset being valued. For certain of the software technology assets, the Company used the cost approach which utilized historical financial data regarding development costs and expected future profit associated with the assets. The adjustment to the Company's property, plant and equipment consists of a $182.9 million increase in tangible property and equipment and a $151.0 million increase in software technology assets

(5) Historical goodwill and other intangible assets have been eliminated and the Company has recognized certain intangible assets at estimated current fair values as part of the application of fresh start accounting, with the most material intangible assets being the FCC licenses related to the Company's 854 radio stations. The Company has also recorded customer-related and marketing-related intangible assets, including the iHeart tradename.

The following table sets forth estimated fair values of the components of these intangible assets and their estimated useful lives:

(In thousands)		Estimated Fair Value		Estimated Useful Life
FCC licenses	$	2,281,720	(a)	Indefinite
Customer / advertiser relationships		1,643,670	(b)	5 - 15 years
Talent contracts		373,000	(b)	2 - 10 years
Trademarks and tradenames		321,928	(b)	7 - 15 years
Other		6,808	(c)	
Total intangible assets upon emergence	$	4,627,126		
Elimination of historical acquired intangible assets		(2,431,142)		
Fresh start adjustment to acquired intangible assets	$	2,195,984		

(a) *FCC licenses*. The fair value of the indefinite-lived FCC licenses was determined primarily using the direct valuation method of the Income Approach and, for smaller markets a combination of the Income approach and the Market Approach. The Company engaged a third-party valuation firm to assist it in the development of the assumptions and the Company's determination of the fair value of its FCC licenses.

Under the direct valuation method, the fair value of the FCC licenses was calculated at the market level as prescribed by ASC 350, *Intangibles-Goodwill and Other*. The application of the direct valuation method attempts to isolate the income that is properly attributable to the FCC licenses alone (that is, apart from tangible and identified intangible assets and goodwill). It is based upon modeling a hypothetical "greenfield" build-up to a "normalized" enterprise that, by design, lacks inherent goodwill and whose only other assets have essentially been paid for (or added) as part of the build-up process. Under the direct valuation method, it is assumed that rather than acquiring FCC licenses as part of a going concern business, the buyer hypothetically obtains FCC licenses and builds a new operation with similar attributes from scratch. Thus, the buyer incurs start-up costs during the build-up phase which are normally associated with going concern value. Initial capital costs are deducted from the discounted cash flow model which results in value that is directly attributable to the FCC licenses. In applying the direct valuation method to the Company's FCC licenses, the licenses are grouped by type (e.g. FM licenses vs. AM licenses) and market size in order to ensure appropriate assumptions are used in valuing the various FCC licenses based on population and demographics that influence the level of revenues generated by each FCC license, using industry projections. The key assumptions used in applying the direct valuation method include market revenue growth rates, market share, profit margin, duration and profile of the build-up period, estimated start-up capital costs and losses incurred during the build-up period, the risk-adjusted discount rate ("WACC") and terminal values. The WACC was calculated by weighting the required returns on interest-bearing debt and common equity capital in proportion to their estimated percentages based on a market participant capital structure.

For licenses valued using the Market Transaction Method, the Company used publicly available data, which included sales of comparable radio stations and FCC auction data involving radio broadcast licenses to estimate the fair value of FCC licenses. Similar to the application of the Income approach for the FCC licenses, the Company grouped licenses by type and market size for comparison to historical market transactions.

The historical book value of the FCC licenses as of May 1, 2019 was subtracted from the fair value of the FCC licenses to determine the adjustment to decrease the value of Indefinite-lived intangible assets-licenses by $44.9 million.

(b) *Other intangible assets.* Definite-lived intangible assets include customer/advertiser relationships, talent contracts for on-air personalities, trademarks and tradenames and other intangible assets. The Company engaged a third-party valuation firm to assist in developing the assumptions and determining the fair values of each of these assets.

For purposes of estimating the fair values of customer/advertiser relationships and talent contracts, the Company primarily utilized the Income Approach (specifically, the multi-period excess earnings method, or MPEEM) to estimate fair value based on the present value of the incremental after-tax cash flows attributable only to the subject intangible assets after deducting contributory asset charges. The cash flows attributable to each grouping of customer/advertiser relationships were adjusted for the appropriate contributory asset charges (e.g., FCC licenses, working capital, tradenames, technology, workforce, etc.). The discount rate utilized to present-value the after-tax cash flows was selected based on consideration of the overall business risks and the risks associated with the specific assets being valued. Additionally, for certain advertiser relationships the Company used the Cost Approach using historical financial data regarding the sales, administrative and overhead expenses related to the Company's selling efforts associated with revenue for both existing and new advertisers. The ratio of expenses for selling efforts to revenue was applied to total revenue from new customers to determine an estimated cost per revenue dollar of revenue generated by new customers. This ratio was applied to total revenue from existing customers to estimate the replacement cost of existing customer/advertiser relationships. The historical book value of customer/advertiser relationships as of May 1, 2019 was subtracted from the fair value of the customer/advertiser relationships determined as described above to determine the adjustment to increase the value of the customer/advertiser relationship intangible assets by $1,604.1 million.

For purposes of estimating the fair value of trademarks and tradenames, the Company primarily used the Royalty Savings Method, a variation of the Income approach. Estimated royalty rates were determined for each of the trademarks and tradenames considering the relative contribution to the Company's overall profitability as well as available public information regarding market royalty rates for similar assets. The selected royalty rates were applied to the revenue generated by the trademarks and tradenames to determine the amount of royalty payments saved as a result of owning these assets. The forecasted cash flows expected to be generated as a result of the royalty savings were discounted to present value utilizing a discount rate considering overall business risks and risks associated with the asset being valued. The historical book values of talent contracts, trademarks and tradenames and other intangible assets as of May 1, 2019 were subtracted from the fair values determined as described above to determine the adjustments as follows:

(In millions)			
Customer/advertiser relationships	$	1,604.1	increase in value
Talent contracts		361.6	increase in value
Trademarks and tradenames		274.4	increase in value
Other		0.8	increase in value
Total fair value adjustment	$	2,240.9	increase in value

(c) Included within other intangible assets are permanent easements, which have an indefinite useful life. All other intangible assets are amortized over the respective lives of the agreements, or over the period of time the assets are expected to contribute directly or indirectly to the Company's future cash flows.

The following table sets forth the adjustments to goodwill:

(In thousands)		
Reorganization value	$	10,710,208
Less: Fair value of assets (excluding goodwill)		(7,386,843)
Total goodwill upon emergence		3,323,365
Elimination of historical goodwill		(3,415,492)
Fresh start adjustment to goodwill	$	(92,127)

(6) The operating lease obligation as of May 1, 2019 had been calculated using an incremental borrowing rate applicable to the Company while it was a debtor-in-possession before its emergence from bankruptcy. Upon application of fresh start accounting, the lease obligation was recalculated using the incremental borrowing rate applicable to the Company after emergence from bankruptcy and commensurate to its new capital structure. The incremental borrowing rate used decreased from 12.44% as of March 31, 2019 to 6.54% as of May 1, 2019. As a result of this decrease, the Company's Operating lease liabilities and corresponding Operating lease right-of-use assets increased by $541.2 million to reflect the higher balances resulting from the application of a lower incremental borrowing rate. The Operating lease right-of-use-assets were

further adjusted to reflect the resetting of the Company's straight-line lease calculation. In addition, the Company increased the Operating lease right-of-use assets to recognize $13.1 million related to the favorable lease contracts.

(7) Reflects the fair value adjustment to adjust deferred revenue and other liabilities as of May 1, 2019 to its estimated fair value. The fair value of the deferred revenue was determined using the market approach and the cost approach. The market approach values deferred revenue based on the amount an acquirer would be required to pay a third party to assume the remaining performance obligations. The cost approach values deferred revenue utilizing estimated costs that will be incurred to fulfill the obligation plus a normal profit margin for the level of effort or assumption of risk by the acquirer. Additionally, a deferred gain was recorded at the time of the certain historical sale-leaseback transaction. During the implementation of ASC 842, *Leases*, the operating portion was written off as of January 1, 2019. The financing lease deferred gain remained. As part of fresh start accounting, this balance of $0.9 million was written off.

(8) Reflects the fair value adjustment to adjust Long-term debt as of May 1, 2019. This adjustment is to state the Company's finance leases and other pre-petition debt at estimated fair values.

(9) Reflects the fair value adjustment to adjust Accrued expenses as of May 1, 2019. This adjustment primarily relates to adjusting vacation accruals to estimated fair values.

(10) Reflects a net increase to deferred tax liabilities for fresh start adjustments attributed primarily to property, plant and equipment and intangible assets, the effects of which are partially offset by a decrease in the valuation allowance. The Company believes it is more likely than not that its deferred tax assets remaining after the Reorganization and emergence will be realized based on taxable income from reversing deferred tax liabilities primarily attributable to property, plant and equipment and intangible assets.

(11) Reflects the adjustment as of May 1, 2019 to state the noncontrolling interest balance at estimated fair value.

(12) The table below reflects the cumulative impact of the fresh start adjustments as discussed above:

(In thousands)		
Fresh start adjustment to Accounts receivable, net	$	(10,810)
Fresh start adjustment to Other current assets		(1,668)
Fresh start adjustment to Prepaid expenses		(24,642)
Fresh start adjustment to Property, plant and equipment, net		333,991
Fresh start adjustment to Intangible assets		2,195,984
Fresh start adjustment to Goodwill		(92,127)
Fresh start adjustment to Operating lease right-of-use assets		554,278
Fresh start adjustment to Other assets		(54,683)
Fresh start adjustment to Accrued expenses		(2,328)
Fresh start adjustment to Deferred revenue		(3,214)
Fresh start adjustment to Debt		1,546
Fresh start adjustment to Operating lease obligations		(458,989)
Fresh start adjustment to Other long-term liabilities		2,164
Fresh start adjustment to Noncontrolling interest		(8,558)
Total Fresh Start Adjustments impacting Reorganization items, net	$	2,430,944
Reset of Accumulated other comprehensive income		(14,175)
Income tax expense		(185,419)
Net impact to Accumulated deficit	$	2,231,350

Reorganization Items, Net

The tables below present the Reorganization items incurred and cash paid for Reorganization items as a result of the Chapter 11 Cases during the periods presented:

(In thousands)	Successor Company			Predecessor Company
	Year Ended December 31,		Period from May 2, 2019 through December 31,	Period from January 1, 2019 through May 1,
	2021	2020	2019	2019
Professional fees and other bankruptcy related costs	—	—	—	(157,487)
Net gain on settlement of Liabilities subject to compromise	—	—	—	7,192,374
Impact of fresh start adjustments	—	—	—	2,430,944
Other items, net	—	—	—	(4,005)
Reorganization items, net	$ —	$ —	$ —	$ 9,461,826
Cash payments for Reorganization items, net	$ —	$ 443	$ 18,360	$ 183,291

The Successor Company incurred additional professional fees related to the bankruptcy, post-emergence, of $1.4 million, $6.3 million and $26.5 million for the year ended December 31, 2021, the year ended December 31, 2020 and the period from May 2, 2019 through December 31, 2019, respectively, which are included within Other income (expense), net in the Company's Consolidated Statements of Comprehensive Income (Loss).

NOTE 16 - DISCONTINUED OPERATIONS

Discontinued operations relate to our domestic and international outdoor advertising businesses and were previously reported as the Americas outdoor and International outdoor segments prior to the Separation. Revenue, expenses and cash flows for these businesses are separately reported as revenue, expenses and cash flows from discontinued operations in the Company's financial statements for all periods presented.

Financial Information for Discontinued Operations

Income Statement Information

The following shows the revenue, income (loss) from discontinued operations and gain on disposal of the Predecessor Company's discontinued operations for the period from January 1, 2019 through May 1, 2019:

(In thousands)	Predecessor Company
	Period from January 1, 2019 through May 1,
	2019
Revenue	$ 804,566
Loss from discontinued operations before income taxes	$ (133,475)
Income tax expense	(6,933)
Loss from discontinued operations, net of taxes	$ (140,408)
Gain on disposals before income taxes	$ 1,825,531
Income tax expense	—
Gain on disposals, net of taxes	$ 1,825,531
Income from discontinued operations, net of taxes	$ 1,685,123

In connection with the Separation, the Company and its subsidiaries entered into the agreements described below.

Transition Services Agreement

On the Effective Date, the Company, iHM Management Services, iHeartCommunications and CCOH entered into a transition services agreement (the "Transition Services Agreement"), pursuant to which iHM Management Services agreed to provide, or cause the Company and its subsidiaries to provide, CCOH with certain administrative and support services and other assistance which CCOH utilized in the conduct of its business as such business was conducted prior to the Separation, for one year from the Effective Date (subject to certain rights of CCOH to extend up to one additional year).

The allocation of cost was based on various measures depending on the service provided, which measures include relative revenue, employee headcount, number of users of a service or other factors.

CCOH terminated the Transition Services Agreement on August 31, 2020.

Tax Matters Agreement

On the Effective Date, the Company entered into the Tax Matters Agreement to allocate the responsibility of the Company and its subsidiaries, on the one hand, and the Outdoor Group, on the other, for the payment of taxes arising prior and subsequent to, and in connection with, the Separation.

The Tax Matters Agreement requires that the Company and iHeartCommunications indemnify CCOH and its subsidiaries, and their respective directors, officers and employees, and hold them harmless, on an after-tax basis, from and against (i) any taxes other than transfer taxes or indirect gains taxes imposed on the Company or any of its subsidiaries (other than CCOH and its subsidiaries) in connection with the Separation, (ii) any transfer taxes and indirect gains taxes arising in connection with the Separation, and (iii) fifty percent of the amount by which the amount of taxes (other than transfer taxes or indirect gains taxes) imposed on CCOH or any of its subsidiaries in connection with the Separation that are paid to the applicable taxing authority on or before the third anniversary of the separation of CCOH exceeds $5 million, provided that, the obligations of the Company and iHeartCommunications to indemnify CCOH and its subsidiaries with respect taxes (other than transfer taxes or indirect gains taxes) imposed on CCOH or any of its subsidiaries in connection with the Separation will not exceed $15 million. In addition, if the Company or its subsidiaries use certain tax attributes of CCOH and its subsidiaries (including net operating losses, foreign tax credits and other credits) and such use results in a decrease in the tax liability of the Company or its subsidiaries, then the Company is required to reimburse CCOH for the use of such attributes based on the amount of tax benefit realized. The Tax Matters Agreement provides that any reduction of the tax attributes of CCOH and its subsidiaries as a result of cancellation of indebtedness income realized in connection with the Chapter 11 Cases is not treated as a use of such attributes (and therefore does not require the Company or iHeartCommunications to reimburse CCOH for such reduction).

The Tax Matters Agreement also requires that (i) CCOH indemnify the Company for any income taxes paid by the Company on behalf of CCOH and its subsidiaries or, with respect to any income tax return for which CCOH or any of its subsidiaries joins with the Company or any of subsidiaries in filing a consolidated, combined or unitary return, the amount of taxes that would have been incurred by CCOH and its subsidiaries if they had filed a separate return, and (ii) except as described in the preceding paragraph, CCOH indemnify the Company and its subsidiaries, and their respective directors, officers and employees, and hold them harmless, on an after-tax basis, from and against any taxes other than transfer taxes or indirect gains taxes imposed on CCOH or any of its subsidiaries in connection with the Separation.

Any tax liability of CCH attributable to any taxable period ending on or before the date of the completion of the Separation, other than any such tax liability resulting from CCH's being a successor of CCOH in connection with the merger of CCOH with and into CCOH or arising from the operation of the business of CCOH and its subsidiaries after the merger of CCOH with and into CCH, will not be treated as a liability of CCOH and its subsidiaries for purposes of the Tax Matters Agreement.

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not Applicable.

ITEM 9A. Controls and Procedures

Disclosure Controls and Procedures

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2021.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended.

There are inherent limitations to the effectiveness of any control system, however well designed, including the possibility of human error and the possible circumvention or overriding of controls. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. The design of a control system also is based in part upon assumptions and judgments made by management about the likelihood of future events, and there can be no assurance that a control will be effective under all potential future conditions. As a result, even an effective system of internal control over financial reporting can provide no more than reasonable assurance with respect to the fair presentation of financial statements and the processes under which they were prepared.

As of December 31, 2021, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on the assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2021, based on those criteria.

Ernst & Young LLP, our independent registered public accounting firm, has issued an attestation report on our internal control over financial reporting, which appears in this Item under the heading "Report of Independent Registered Public Accounting Firm."

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of iHeartMedia, Inc.

Opinion on Internal Control over Financial Reporting

We have audited iHeartMedia, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2021 consolidated financial statements of the Company and our report dated February 23, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Antonio, Texas
February 23, 2022

ITEM 9B. Other Information

None.

ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

Certain information required by this item with respect to our executive officers is set forth at the end of Part I of this Annual Report on Form 10-K.

Our Code of Business Conduct and Ethics (the "Code of Conduct") applies to all of our officers, directors and employees, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Conduct is publicly available on our Internet website at www.iheartmedia.com. We intend to satisfy the disclosure required by law or Nasdaq Stock Market listing standards regarding any amendment to, or waiver from, a provision of the Code of Conduct by posting such information on our website at www.iheartmedia.com.

All other information required by this item is incorporated by reference to our 2022 Annual Meeting of Stockholders (the "Definitive Proxy Statement"), which we expect to file with the SEC within 120 days after our fiscal year end.

ITEM 11. Executive Compensation

The information required by this item is incorporated by reference to our Definitive Proxy Statement, which we expect to file with the SEC within 120 days after our fiscal year end.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (Column A)	Weighted-Average exercise price of outstanding options, warrants and rights (1)	Number of Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column A)
Equity Compensation Plans approved by security holders(2)	111,030	$ —	6,077,022
Equity Compensation Plans not approved by security holders(3)	10,025,572	16.14	—
Total	10,136,602(4)	$ 16.14	6,077,022

(1) The weighted-average exercise price is calculated based solely on the exercise prices of the outstanding options and does not reflect the shares that will be issued upon the vesting of outstanding awards of restricted stock or restricted stock units, which have no exercise price.

(2) Represents the 2021 Long-Term Incentive Award Plan.

(3) Represents the 2019 Incentive Equity Plan which was adopted in connection with the Emergence. No additional awards may be made under the 2019 Incentive Equity Plan.

(4) This number includes shares subject to outstanding awards granted, of which 7,615,084 shares are subject to outstanding options and 2,521,518 shares are subject to outstanding RSUs.

All other information required by this item is incorporated by reference to our Definitive Proxy Statement, which we expect to file with the SEC within 120 days after our fiscal year end.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to our Definitive Proxy Statement, which we expect to file with the SEC within 120 days after our fiscal year end.

ITEM 14. Principal Accountant Fees and Services

Our independent registered public accounting firm is Ernst & Young LLP, PCAOB ID: 42. The information required by this item is incorporated by reference to our Definitive Proxy Statement, which we expect to file with the SEC within 120 days after our fiscal year end.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a)1. Financial Statements.

The following consolidated financial statements are included in Item 8:

Consolidated Balance Sheets.
Consolidated Statements of Comprehensive Income (Loss).
Consolidated Statements of Changes in Stockholders' Equity (Deficit).
Consolidated Statements of Cash Flows.
Notes to Consolidated Financial Statements

2. Financial Statement Schedule.

The following financial statement schedule and related report of independent auditors is filed as part of this report and should be read in conjunction with the consolidated financial statements.

Schedule II Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS

Allowance for Doubtful Accounts

(In thousands)

Description	Balance at Beginning of Period	Charges to Costs, Expenses and Other	Write-off of Accounts Receivable	Impact of Fresh Start Accounting	Other [(1)]	Balance at End of Period
Period from January 1, 2019 through May 1, 2019 (Predecessor)	$ 26,584	$ 4,728	$ 8,622	$ (22,689)	$ (1)	$ —
Period from May 2, 2019 through December 31, 2019 (Successor)	$ —	$ 12,628	$ —	$ —	$ 1	$ 12,629
Year ended December 31, 2020 (Successor)	$ 12,629	$ 38,273	$ 12,738	$ —	$ 613	$ 38,777
Year ended December 31, 2021 (Successor)	$ 38,777	$ 4,144	$ 13,846	$ —	$ 195	$ 29,270

(1) Primarily foreign currency adjustments and acquisition and/or divestiture activity.

Deferred Tax Asset Valuation Allowance

(In thousands)

Description	Balance at Beginning of Period	Charges to Costs, Expenses and Other [(1)]	Reversal [(2)]	Impact of Fresh Start Accounting	Adjustments[(3)]	Balance at End of Period
Period from January 1, 2019 through May 1, 2019 (Predecessor)	$ 693,541	$ 714,520	$ (316,374)	(343,662)	$ (28,539)	$ 719,486
Period from May 2, 2019 through December 31, 2019 (Successor)	$ 719,486	$ 1,870	$ (734)	$ —	$ —	$ 720,622
Year ended December 31, 2020 (Successor)	$ 720,622	$ 3,047	$ (444)	$ —	$ 1,094,866	$ 1,818,091
Year ended December 31, 2021 (Successor)	$ 1,818,091	$ 62,265	$ (28,707)	$ —	$ 2,494	$ 1,854,143

(1) During 2021, 2020 and the period from May 2 through December 31, 2019 the Company recorded a valuation allowance of $62.3 million, $3.0 million and $1.9 million, respectively, on a portion of its deferred tax assets attributable to federal and state net operating loss carryforwards and Sec. 163(j) disallowed interest carryforwards due to the uncertainty of the ability to utilize those assets in future periods. During the period from January 1 through May 1, 2019, the Predecessor Company recorded a valuation allowance of $714.5 million on the federal and state capital losses and separate state net operating losses generated in connection with the restructuring transactions.

(2) During 2021, the Company reversed valuation allowances of $28.7 million related to net operating loss carryforwards and capital loss carryforwards that were utilized as a result of taxable income and capital gains recognized during the period. During the period from January 1 through May 1, 2019, the Predecessor Company reversed certain valuation allowances as a result of the restructuring transaction which resulted in reduction of federal and state net operating losses due to the cancellation of debt income realized.

(3) During 2020, the Successor Company adjusted the carrying amount of its federal and state capital loss carryfowards due to the filing of its 2019 income tax returns during the quarter ending December 31, 2020. As a result of the increase in the capital loss carryforwards shown on the final tax filings, the Company increased the valuation allowances by $1.1 billion to fully offset those assets as they are not expected to be utilized in future periods. During the period from January 1 through May 1, 2019, the Predecessor Company adopted the new lease standard which resulted in a reduction in deferred tax assets and the release of $28.5 million in valuation allowance.

3. Exhibits.

Exhibit Number	Description
2.1	Modified Fifth Amended Joint Chapter 11 Plan of Reorganization of iHeartMedia, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code, dated January 22, 2019 (incorporated by reference Exhibit 2.1 of iHeartMedia Inc.'s Current Report on Form 8-K filed on January 28, 2019).
3.1	Fifth Amended and Restated Certificate of Incorporation of iHeartMedia, Inc. (incorporated by reference to Exhibit 3.1 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on May 2, 2019).
3.2	Third Amended and Restated Bylaws of iHeartMedia, Inc., dated February 23, 2021 (incorporated by reference to Exhibit 3.2 to the Form 10-K filed by iHeartMedia, Inc. filed on February 25, 2021).
4.1	Indenture, dated as of May 1, 2019, by and among iHeartCommunications, Inc., iHeartMedia Capital I, LLC, as guarantor, the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee and collateral agent, governing the 6.375% Senior Secured Notes due 2026 (incorporated by reference to Exhibit 4.1 of iHeartMedia Inc.'s Current Report on Form 8-K filed on May 2, 2019).
4.2*	First Supplemental Indenture, dated as of June 7, 2021, by and among iHeartCommunications, Inc., the guarantors party thereto, and U.S. Bank National Association, as trustee and collateral agent, governing the 6.375% Senior Secured Notes due 2026.
4.3	Form of 6.375% Senior Secured Notes due 2026 (incorporated by reference to Exhibit A to Exhibit 4.1 of iHeartMedia, Inc.'s Current Report on Form 8-K filed with the SEC on May 2, 2019).
4.4	Indenture, dated as of May 1, 2019, by and among iHeartCommunications, Inc., iHeartMedia Capital I, LLC, as guarantor, the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee, governing the 8.375% Senior Secured Notes due 2027 (incorporated by reference to Exhibit 4.3 of iHeartMedia Inc.'s Current Report on Form 8-K filed on May 2, 2019).
4.5*	First Supplemental Indenture, dated as of June 7, 2021, by and among iHeartCommunications, Inc., the guarantors party thereto, and U.S. Bank National Association, as trustee and collateral agent, governing the 8.375% Senior Secured Notes due 2027.
4.6	Form of 8.375% Senior Secured Notes due 2027 (incorporated by reference to Exhibit A to Exhibit 4.3 of iHeartMedia, Inc.'s Current Report on Form 8-K filed with the SEC on May 2, 2019).
4.7	Warrant Agreement, dated as of May 1, 2019, by and between iHeartCommunications and Computershare, Inc. and Computershare Trust Company, N.A., as warrant agent (incorporated by reference to Exhibit 4.5 of iHeartMedia Inc.'s Current Report on Form 8-K filed on May 2, 2019).
4.8	Indenture, dated as of August 7, 2019, by and among iHeartCommunications, Inc., the Guarantors party thereto and U.S. Bank National Association as trustee and collateral agent, governing the 5.25% Senior Secured Notes due 2027 (incorporated by reference to Exhibit 4.1 to iHeartMedia, Inc.'s Current Report on Form 8-K filed on August 8, 2019).
4.9*	First Supplemental Indenture, dated as of June 7, 2021, by and among iHeartCommunications, Inc., the guarantors party thereto, and U.S. Bank National Association, as trustee and collateral agent, governing the 5.25% Senior Secured Notes due 2027.
4.10	Form of 5.25% Senior Secured Notes due 2027 (incorporated by reference to Exhibit A to Exhibit 4.1 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on August 8, 2019).
4.11	Indenture, dated as of November 22, 2019, by and among iHeartCommunications, Inc., the guarantors party thereto and U.S. Bank National Association, as trustee and as collateral agent (incorporated by reference to Exhibit 4.1 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on November 22, 2019).
4.12*	First Supplemental Indenture, dated as of June 7, 2021, by and among iHeartCommunications, Inc., the guarantors party thereto, and U.S. Bank National Association, as trustee and collateral agent, governing the 4.75% Senior Secured Notes due 2028.

4.13	Form of 4.75% Senior Secured Notes due 2028 (incorporated by reference to Exhibit A to Exhibit 4.1 to iHeartMedia, Inc.'s Current Report on Form 8-K filed on November 22, 2019).
4.14	Voluntary Conversion Agent Agreement, dated as of May 1, 2019, between iHeartMedia, Inc. and Computershare Trust Company, N.A. and Computershare Inc., governing the conversion of shares of Class B common stock for shares of Class A common stock (incorporated by reference to Exhibit 4.9 to iHeartMedia, Inc.'s Current Report on Form S-1/A filed on May 10, 2019).
4.15*	Description of Securities
10.1	Settlement and Separation Agreement, dated as of March 27, 2019, between iHeartMedia, Inc., iHeartCommunications, Inc., Clear Channel Holdings, Inc. and Clear Channel Outdoor Holdings, Inc. (incorporated by reference to Exhibit 10.1 of Clear Channel Outdoor Holdings, Inc.'s Current Report on Form 8-K filed on March 28, 2019).
10.2	Amendment, dated as of April 24, 2019, to the Settlement and Separation Agreement, dated as of March 27, 2019, by and among Clear Channel Holdings, Inc., Clear Channel Outdoor Holdings, Inc., iHeartCommunications, Inc. and iHeartMedia, Inc. (incorporated by reference to Exhibit 10.2 of iHeartMedia, Inc.'s Quarterly Report on Form 10-Q filed on April 25, 2019).
10.3	Tax Matters Agreement, dated as of May 1, 2019, by and among iHeartMedia, Inc., iHeartCommunications, Inc., iHeart Operations, Inc., Clear Channel Holdings, Inc., Clear Channel Outdoor Holdings, Inc. and Clear Channel Outdoor, LLC (incorporated by reference to Exhibit 10.2 to Clear Channel Outdoor Holdings, Inc.'s Current Report on Form 8-K filed on May 2, 2019).
10.4	ABL Credit Agreement, dated as of May 1, 2019, by and among iHeartMedia Capital I, LLC, iHeartCommunications, Inc., as borrower, the other guarantors party thereto from time to time, Citibank, N.A., as Administrative Agent and Collateral Agent, and the lenders party thereto, governing the New ABL Facility (incorporated by reference to Exhibit 10.5 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on May 2, 2019).
10.5	ABL Intercreditor Agreement, dated as of May 1, 2019, by and among Citibank, N.A., as Tern Loan Collateral Agent and Designated Junior Priority Representative, U.S. National Bank Association, as Notes Collateral Agent, each additional junior priority representative party thereto, iHeartMedia Capital I, LLC, iHeartCommunications, Inc. and the other grantors party thereto (incorporated by reference to Exhibit 10.6 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on May 2, 2019).
10.6	Credit Agreement, dated as of May 1, 2019, by and among iHeartMedia Capital I, LLC, iHeartCommunications, Inc., as borrower, the other guarantors party thereto from time to time, Citibank, N.A., as Administrative Agent and Collateral Agent, and the lenders party thereto, governing the New Term Loan Facility (incorporated by reference to Exhibit 10.7 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on May 2, 2019).
10.7	Amendment No. 1, dated as of February 3, 2020, by and among iHeartCommunications, Inc., iHeartMedia Capital I, LLC, certain subsidiary guarantors party thereto, Bank of America, N.A. as new administrative agent and new term lender and Citibank, N.A. as existing administrative agent under that certain Credit Agreement, dated as of May 1, 2019 (incorporated by reference to Exhibit 10.1 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on February 3, 2020).
10.8	Amendment No. 2, dated as of July 16, 2020, by and among iHeartCommunications, Inc., iHeartMedia Capital I, LLC, certain subsidiary guarantors party thereto, Bank of America, N.A. and the other lenders party thereto (Incorporated by reference to Exhibit 10.1 to the Form 8-K filed by iHeartMedia, Inc. on July 16, 2020).
10.9	Amendment No. 3, dated as of July 16, 2021, by and among iHeartCommunications, Inc., iHeartMedia Capital I, LLC, certain subsidiary guarantors party thereto, Bank of America, N.A. as administrative agent and collateral agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 of iHeartMedia Inc.'s Current Report on Form 8-K filed on July 19, 2021).
10.1	First Lien Intercreditor Agreement, dated as of the Effective date, by and among Citibank, N.A., as Credit Agreement Agent, U.S. National Bank Association, as Senior Notes Collateral Agent and each additional collateral agent from time to time party thereto, iHeartMedia Capital I, LLC, iHeartCommunications, Inc. and the other grantors party thereto (incorporated by reference to Exhibit 10.8 of iHeartMedia Inc.'s Current Report on Form 8-K filed on May 2, 2019).

10.11	Revolving Loan Agreement, dated as of May 1, 2019, by and among iHeartCommunications, Inc. and Clear Channel Outdoor, LLC and Clear Channel International, Ltd. (incorporated by reference to Exhibit 10.3 to Clear Channel Outdoor Holdings, Inc.'s Current Report on Form 8-K filed on May 2, 2019).
10.12	Series A Investors Rights Agreement, dated as of May 1, 2019, by and among iHeart Operations, iHeartCommunications, the Company and the purchaser listed therein (incorporated by reference to Exhibit 10.11 of iHeartMedia Inc.'s Current Report on Form 8-K filed on May 2, 2019).
10.13§	iHeartMedia, Inc. 2019 Incentive Equity Plan (incorporated by reference to Exhibit 10.2 of iHeartMedia, Inc.'s Current Report on Form 8-K/A filed on May 7, 2019).
10.14§	Form of Non-Employee Director Restricted Stock Unit Award Agreement with respect to RSUs granted in lieu of annual cash compensation (incorporated by reference to Exhibit 10.3 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on June 5, 2019).
10.15§	Form of Non-Employee Director Restricted Stock Unit Award Agreement with respect to RSUs granted as part of the director's equity compensation (incorporated by reference to Exhibit 10.4 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on June 5, 2019).
10.16§	Form of Employee Restricted Stock Unit Award Agreement (Incorporated by reference to Exhibit 10.16 to the Form 10-K filed by iHeartMedia, Inc. filed on February 27, 2020).
10.17§	Form of Non-Employee Director Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.4 of iHeartMedia, Inc.'s Current Report on Form 8-K/A filed on May 7, 2019).
10.18§	Form of Employee Non-Qualified Stock Option Award Agreement (Incorporated by reference to Exhibit 10.18 to the Form 10-K filed by iHeartMedia, Inc. filed on February 27, 2020).
10.19§	Form of iHeartMedia, Inc. Restricted Stock Unit Award Agreement for Performance RSUs (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by iHeartMedia, Inc. on August 20, 2020).
10.20§	Amended and Restated Employment Agreement, dated as of January 13, 2014 between Robert Pittman and iHeartMedia, Inc. (incorporated by reference to Exhibit 10.1 to the iHeartMedia, Inc. Current Report on Form 8-K filed on January 13, 2014).
10.21§	First Amendment to Amended and Restated Employment Agreement, dated as of May 1, 2019, between iHeartMedia Inc. and Robert W. Pittman (incorporated by reference to Exhibit 10.7 of iHeartMedia, Inc.'s Current Report on Form 8-K/A filed on May 7, 2019).
10.22§	Second Amendment to Amended and Restated Employment Agreement, by and between iHeartMedia, Inc. and Robert Pittman, dated June 4, 2020 (incorporated by reference to Exhibit 10.1 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on June 5, 2020).
10.23§	Third Amendment to Employment Agreement, by and between iHeartMedia, Inc. and Robert W. Pittman, dated March 16, 2021 (incorporated by reference to Exhibit 10.2 of iHeartMedia, Inc.'s Quarterly Report on Form 10-Q filed on May 6, 2021).
10.24§	Employment Agreement by and between iHeartMedia, Inc. and Richard J. Bressler, dated July 29, 2013 (incorporated by reference to Exhibit 10.1 to the iHeartMedia, Inc. Current Report on Form 8-K/A filed on August 2, 2013).
10.25§	Amendment to the Employment Agreement, dated as of May 1, 2019, between iHeartMedia Inc. and Richard J. Bressler (incorporated by reference to Exhibit 10.8 of iHeartMedia, Inc.'s Current Report on Form 8-K/A filed on May 7, 2019).
10.26§	Second Amendment to Employment Agreement, by and between iHeartMedia, Inc. and Richard Bressler, dated June 4, 2020 (incorporated by reference to Exhibit 10.2 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on June 5, 2020).

10.27§	Third Amendment to Employment Agreement, by and between iHeartMedia, Inc. and Richard J. Bressler, dated March 17, 2021 (incorporated by reference to Exhibit 10.3 of iHeartMedia, Inc.'s Quarterly Report on Form 10-Q filed on May 6, 2021).
10.28§	Employment Agreement, effective September 5, 2019, between iHeartMedia, Inc. and Michael B. McGuinness (incorporated by reference to Exhibit 10.1 to iHeartMedia's Quarterly Report on Form 10-Q filed on November 7, 2019).
10.29§	First Amendment to Employment Agreement, effective January 1, 2021, by and between iHeartMedia, Inc. and Michael B. McGuinness (Incorporated by reference to Exhibit 10.26 to the Form 10-K filed by iHeartMedia, Inc. filed on February 25, 2021).
10.30§	Employment Agreement by and between iHeartMedia Management Services, Inc. and Scott D. Hamilton, dated May 20, 2014 (Incorporated by reference to Exhibit 10.1 to the iHeartMedia, Inc. Current Report on Form 8-K filed on June 25, 2014).
10.31§*	Employment Agreement, dated December 23, 2020, between iHeartMedia Management Services, Inc. and Jordan R. Fasbender.
10.32§	Form of Indemnification Agreement, between iHeartMedia, Inc. and its directors (incorporated by reference to Exhibit 10.1 of iHeartMedia, Inc.'s Current Report on Form 8-K/A filed on May 7, 2019).
10.33§	Form of Indemnification Agreement between iHeartMedia, Inc. and its executive officers (incorporated by reference to Exhibit 10.5 of iHeartMedia, Inc.'s Current Report on Form 8-K filed on June 5, 2019).
10.34	Aircraft Lease Agreement dated as of December 23, 2013 by and between FalconAgain Inc. and iHeartMedia + Entertainment, Inc. (Incorporated by reference to Exhibit 10.23 to the iHeartMedia, Inc. Annual Report on Form 10-K for the year ended December 31, 2013).
10.35	Amendment No. 1 dated November 1, 2017 to Aircraft Lease Agreement dated as of December 23, 2013 by and between FalconAgain, Inc. and iHeartMedia + Entertainment, Inc. (Incorporated by reference to Exhibit 10.30 to the Form 10-K filed by iHeartMedia, Inc. filed on February 27, 2020)
10.36	Amendment No. 2 effective January 14, 2019 to Aircraft Lease Agreement dated as of December 23, 2013 by and between FalconAgain, Inc. and iHeartMedia + Entertainment, Inc. (Incorporated by reference to Exhibit 10.31 to the Form 10-K filed by iHeartMedia, Inc. filed on February 27, 2020)
10.37§	iHeartMedia, Inc. 2021 Long-Term Incentive Award Plan (incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 filed by iHeartMedia, Inc. on April 23, 2021).
10.38§	Form of Non-Employee Director Restricted Stock Unit Award Agreement under the iHeartMedia, Inc. 2021 Long-Term Incentive Award Plan.
21*	Subsidiaries.
23*	Consent of Ernst & Young LLP.
31.1*	Certification Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS*	Inline XBRL Instance Document. - the Instance Document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

____

* Filed herewith.

** This exhibit is furnished herewith and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

§ A management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 601 of Regulation S-K.

ITEM 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IHEARTMEDIA, INC.

By:	/s/ Robert W. Pittman
Name:	Robert W. Pittman
Title:	Chairman and Chief Executive Officer
Date:	February 23, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Robert W. Pittman Robert W. Pittman	Chairman and Chief Executive Officer (Principal Executive Officer) and Director	February 23, 2022
/s/ Richard J. Bressler Richard J. Bressler	President, Chief Operating Officer, Chief Financial Officer (Principal Financial Officer) and Director	February 23, 2022
/s/ Scott D. Hamilton Scott D. Hamilton	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer) and Assistant Secretary	February 23, 2022
/s/ James A. Rasulo James A. Rasulo	Director	February 23, 2022
/s/ Brad Gerstner Brad Gerstner	Director	February 23, 2022
/s/ Cheryl Mills Cheryl Mills	Director	February 23, 2022
/s/ Graciela Monteagudo Graciela Monteagudo	Director	February 23, 2022
/s/ Kamakshi Sivaramakrishnan Kamakshi Sivaramakrishnan	Director	February 23, 2022

Exhibit 4.2
Execution Version

FIRST SUPPLEMENTAL INDENTURE (this “Supplemental Indenture”), dated as of June 7, 2021, by and among the parties that are signatories hereto with respect to the Indenture referred to below.

WITNESSETH:

WHEREAS, each of the Company, the Guarantors, the Trustee and the Collateral Agent have heretofore executed and delivered an indenture dated as of May 1, 2019 (as amended, supplemented, waived or otherwise modified, the “Indenture”), providing for the issuance of an aggregate principal amount of $799,999,940 of 6.375% Senior Secured Notes due 2026 (the “Notes”) of the Company;

WHEREAS, the Indenture provides that under certain circumstances certain subsidiaries of the Parent Guarantor shall execute and deliver to the Trustee and the Collateral Agent a supplemental indenture to which such Subsidiary (the “Guaranteeing Subsidiary”) shall unconditionally guarantee, on a joint and several basis with the other Guarantors, all of the Company’s Obligations under the Notes and the Indenture on the terms and conditions set forth herein and under the Indenture (the “Note Guarantee”); and

WHEREAS, pursuant to SECTION 9.1 of the Indenture, the Company, the Trustee and the Collateral Agent are authorized to execute and deliver this Supplemental Indenture to amend or supplement the Indenture, without the consent of any Holder.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Guaranteeing Subsidiary, the Company, the Trustee and the Collateral Agent mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

ARTICLE I

DEFINITIONS

Section 1.1. *Defined Terms. As,* used in this Supplemental Indenture, terms defined in the Indenture or in the preamble or recitals hereto are used herein as therein defined. The words “herein,” “hereof” and “hereby” and other words of similar import used in this Supplemental Indenture refer to this Supplemental Indenture as a whole and not to any particular section hereof.

ARTICLE II

AGREEMENT T O BE BOUND; GUARANTEE

Section 2.1 *Agreement to be Bound.* The Guaranteeing Subsidiary hereby becomes a party to the Indenture as a Guarantor and as such will have all of the rights and be subject to all of the obligations and agreements of a Guarantor under the Indenture.

Section 2.2 *Guarantee.* The Guaranteeing Subsidiary agrees, on a joint and several basis with all the existing Guarantors, to fully, unconditionally and irrevocably Guarantee to each Holder of the Notes and the Trustee the Guaranteed Obligations pursuant to ARTICLE X of the Indenture on a senior basis.

ARTICLE III

MISCELLANEOUS

Section 3.1 *Notices.* All notices and other communications to the Guarantor shall be given as provided in the Indenture to the Guarantor, at its address set forth below, with a copy to the Company as provided in the Indenture for notices to the Company.

Section 3.2 *Release of Guarantee.* This Note Guarantee shall be released in accordance with SECTION 10.2 of the Indenture.

Section 3.3 *Parties*. Nothing expressed or mentioned herein is intended or shall be construed to give any Person, firm or corporation, other than the Holders and the Trustee, any legal or equitable right, remedy or claim under or in respect of this Supplemental Indenture or the Indenture or any provision herein or therein contained.

Section 3.4 *Governing Law.* This Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York.

Section 3.5 *Severability.* In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby and such provision shall be ineffective only to the extent of such invalidity, illegality or unenforceability.

Section 3.6 *Benefits Acknowledged.* The Guaranteeing Subsidiary's Note Guarantee is subject to the terms and conditions set forth in the Indenture. The Guaranteeing Subsidiary acknowledges that it will receive direct and indirect benefits from the financing arrangements contemplated by the Indenture and this Supplemental Indenture and that the guarantee and waivers made by it pursuant to this Note Guarantee are knowingly made in contemplation of such benefits.

Section 3.7 *Ratification of Indenture; Supplemental Indenture Part of Indenture.* Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every Holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

Section 3.8 *The Trustee and the Collateral Agent.* Neither the Trustee nor the Collateral Agent makes any representation or warranty as to the validity or sufficiency of this Supplemental Indenture or with respect to the recitals contained herein, all of which recitals are made solely by the other parties hereto.

Section 3.9 *Counterparts.* The parties hereto may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

Section *3.10 Execution and Delivery.* The Guaranteeing Subsidiary agrees that the Note Guarantee shall remain in full force and effect notwithstanding any failure to endorse on each Note a notation of any such Note Guarantee.

Section 3.11 *Headings.* The headings of the Articles and the Sections in this Supplemental Indenture are for convenience of reference only and shall not be deemed to alter or affect the meaning or interpretation of any provisions hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed as of the date first above written.

UNIFIED ENTERPRISES CORP.

VOXNEST, INC.

BLOGTALKRADIO, INC.

SPREAKER, INC.

TRITON DIGITAL, INC.

SPACIAL AUDIO SOLUTIONS, LLC

ANDO MEDIA, LLC

JELLI, INC.,

as Guarantors

By: /s/ Richard J. Bressler

Name: Richard J. Bressler

Title: President and Chief Financial Officer

c/o iHeartCommunications, Inc.
20880 Stone Oak Parkway
San Antonio, Texas 78258
Attention: Chief Financial Officer

Acknowledged by:

IHEARTCOMMUNICATIONS, INC.

By: /s/ Richard J. Bressler

Name: Richard J. Bressler

Title: President and Chief Financial Officer

U.S. Bank National Association, as Trustee

and Collateral Agent

By: /s/ Wally Jones

Name: Wally Jones

Title: Vice President

[Signature Page to Supplemental Indenture]

FIRST SUPPLEMENTAL INDENTURE (this "Supplemental Indenture"), dated as of June 7, 2021, by and among the parties that are signatories hereto with respect to the Indenture referred to below.

WITNESSETH:

WHEREAS, each of the Company, the Guarantors, and the Trustee has heretofore executed and delivered an indenture dated as of May 1, 2019 (as amended, supplemented, waived or otherwise modified, the "Indenture"), providing for the issuance of an aggregate principal amount of $1,449,999,997 of 8.375% Senior Notes due 2027 (the "Notes") of the Company;

WHEREAS, the Indenture provides that under certain circumstances certain subsidiaries of the Parent Guarantor shall execute and deliver to the Trustee a supplemental indenture to which such Subsidiary (the "Guaranteeing Subsidiary") shall unconditionally guarantee, on a joint and several basis with the other Guarantors, all of the Company's Obligations under the Notes and the Indenture on the terms and conditions set forth herein and under the Indenture (the "Note Guarantee"); and

WHEREAS, pursuant to SECTION 9.1 of the Indenture, the Company and the Trustee are authorized to execute and deliver this Supplemental Indenture to amend or supplement the Indenture, without the consent of any Holder.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Guaranteeing Subsidiary, the Company and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

ARTICLE I

DEFINITIONS

Section 1.1. *Defined Terms.* As used in this Supplemental Indenture, terms defined in the Indenture or in the preamble or recitals hereto are used herein as therein defined. The words "herein," "hereof" and "hereby" and other words of similar import used in this Supplemental Indenture refer to this Supplemental Indenture as a whole and not to any particular section hereof.

ARTICLE II

AGREEMENT TO BE BOUND; GUARANTEE

Section 2.1 *Agreement to be Bound.* The Guaranteeing Subsidiary hereby becomes a party to the Indenture as a Guarantor and as such will have all of the rights and be subject to all of the obligations and agreements of a Guarantor under the Indenture.

Section 2.2 *Guarantee.* The Guaranteeing Subsidiary agrees, on a joint and several basis with all the existing Guarantors, to fully, unconditionally and irrevocably Guarantee to each Holder of the Notes and the Trustee the Guaranteed Obligations pursuant to ARTICLE X of the Indenture on a senior basis.

ARTICLE III

MISCELLANEOUS

Section 3.1 *Notices.* All notices and other communications to the Guarantor shall be given as provided in the Indenture to the Guarantor, at its address set forth below, with a copy to the Company as provided in the Indenture for notices to the Company.

Section 3.2 *Release of Guarantee.* This Note Guarantee shall be released in accordance with SECTION 10.2 of the Indenture.

Section 3.3 *Parties.* Nothing expressed or mentioned herein is intended or shall be construed to give any Person, firm or corporation, other than the Holders and the Trustee, any legal or equitable right, remedy or claim under or in respect of this Supplemental Indenture or the Indenture or any provision herein or therein contained.

Section 3.4 *Governing Law.* This Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York.

Section 3.5 *Severability.* In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby and such provision shall be ineffective only to the extent of such invalidity, illegality or unenforceability.

Section 3.6 *Benefits Acknowledged.* The Guaranteeing Subsidiary's Note Guarantee is subject to the terms and conditions set forth in the Indenture. The Guaranteeing Subsidiary acknowledges that it will receive direct and indirect benefits from the financing arrangements contemplated by the Indenture and this Supplemental Indenture and that the guarantee and waivers made by it pursuant to this Note Guarantee are knowingly made in contemplation of such benefits.

Section 3.7 *Ratification of Indenture; Supplemental Indenture Part of Indenture.* Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every Holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

Section 3.8 *The Trustee.* The Trustee makes no representation or warranty as to the validity or sufficiency of this Supplemental Indenture or with respect to the recitals contained herein, all of which recitals are made solely by the other parties hereto.

Section 3.9 *Counterparts.* The parties hereto may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

Section 3.10 *Execution and Delivery.* The Guaranteeing Subsidiary agrees that the Note Guarantee shall remain in full force and effect notwithstanding any failure to endorse on each Note a notation of any such Note Guarantee.

Section 3.11 *Headings.* The headings of the Articles and the Sections in this Supplemental Indenture are for convenience of reference only and shall not be deemed to alter or affect the meaning or interpretation of any provisions hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed as of the date first above written.

UNIFIED ENTERPRISES CORP.

VOXNEST, INC.

BLOGTALKRADIO, INC.

SPREAKER, INC.

TRITON DIGITAL, INC.

SPACIAL AUDIO SOLUTIONS, LLC

ANDO MEDIA, LLC

JELLI, INC.,

as Guarantors

By: /s/ Richard J. Bressler

Name: Richard J. Bressler

Title: President and Chief Financial Officer

c/o iHeartCommunications, Inc.
20880 Stone Oak Parkway
San Antonio, Texas 78258
Attention: Chief Financial Officer

Acknowledged by:

IHEARTCOMMUNICATIONS, INC.

By: /s/ Richard J. Bressler

Name: Richard J. Bressler

Title: President and Chief Financial Officer

U.S. Bank National Association, as Trustee

By: /s/ Wally Jones

Name: Wally Jones

Title: Vice President

[Signature Page to First Supplemental Indenture]

FIRST SUPPLEMENTAL INDENTURE (this “Supplemental Indenture”), dated as of June 7, 2021, by and among the parties that are signatories hereto with respect to the Indenture referred to below.

WITNESSETH:

WHEREAS, each of the Company, the Guarantors, the Trustee and the Collateral Agent have heretofore executed and delivered an indenture dated as of August 7, 2019 (as amended, supplemented, waived or otherwise modified, the “Indenture”), providing for the issuance of an aggregate principal amount of $750,000,000 of 5.25% Senior Secured Notes due 2027 (the “Notes”) of the Company;

WHEREAS, the Indenture provides that under certain circumstances certain subsidiaries of the Parent Guarantor shall execute and deliver to the Trustee and the Collateral Agent a supplemental indenture to which such Subsidiary (the “Guaranteeing Subsidiary”) shall unconditionally guarantee, on a joint and several basis with the other Guarantors, all of the Company's Obligations under the Notes and the Indenture on the terms and conditions set forth herein and under the Indenture (the “Note Guarantee”); and

WHEREAS, pursuant to SECTION 9.1 of the Indenture, the Company, the Trustee and the Collateral Agent are authorized to execute and deliver this Supplemental Indenture to amend or supplement the Indenture, without the consent of any Holder.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Guaranteeing Subsidiary, the Company, the Trustee and the Collateral Agent mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

ARTICLE I

DEFINITIONS

Section 1.1. *Defined Terms.* As used in this Supplemental Indenture, terms defined in the Indenture or in the preamble or recitals hereto are used herein as therein defined. The words “herein,” “hereof” and “hereby” and other words of similar import used in this Supplemental Indenture refer to this Supplemental Indenture as a whole and not to any particular section hereof.

ARTICLE II

AGREEMENT TO BE BOUND; GUARANTEE

Section 2.1 *Agreement to be Bound.* The Guaranteeing Subsidiary hereby becomes a party to the Indenture as a Guarantor and as such will have all of the rights and be subject to all of the obligations and agreements of a Guarantor under the Indenture.

Section 2.2 *Guarantee.* The Guaranteeing Subsidiary agrees, on a joint and several basis with all the existing Guarantors, to fully, unconditionally and irrevocably Guarantee to each Holder of the Notes and the Trustee the Guaranteed Obligations pursuant to ARTICLE X of the Indenture on a senior basis.

ARTICLE III

MISCELLANEOUS

Section 3.1 *Notices.* All notices and other communications to the Guarantor shall be given as provided in the Indenture to the Guarantor, at its address set forth below, with a copy to the Company as provided in the Indenture for notices to the Company.

Section 3.2 *Release of Guarantee.* This Note Guarantee shall be released in accordance with SECTION 10.2 of the Indenture.

Section 3.3 *Parties.* Nothing expressed or mentioned herein is intended or shall be construed to give any Person, firm or corporation, other than the Holders and the Trustee, any legal or equitable right, remedy or claim under or in respect of this Supplemental Indenture or the Indenture or any provision herein or therein contained.

Section 3.4 *Governing Law.* This Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York.

Section 3.5 *Severability.* In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby and such provision shall be ineffective only to the extent of such invalidity, illegality or unenforceability.

Section 3.6 *Benefits Acknowledged.* The Guaranteeing Subsidiary's Note Guarantee is subject to the terms and conditions set forth in the Indenture. The Guaranteeing Subsidiary acknowledges that it will receive direct and indirect benefits from the financing arrangements contemplated by the Indenture and this Supplemental Indenture and that the guarantee and waivers made by it pursuant to this Note Guarantee are knowingly made in contemplation of such benefits.

Section 3.7 *Ratification of Indenture; Supplemental Indenture Part of Indenture.* Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every Holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

Section 3.8 *The Trustee and the Collateral Agent.* Neither the Trustee nor the Collateral Agent makes any representation or warranty as to the validity or sufficiency of this Supplemental Indenture or with respect to the recitals contained herein, all of which recitals are made solely by the other parties hereto.

Section 3.9 *Counterparts.* The parties hereto may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

Section 3.10 *Execution and Delivery.* The Guaranteeing Subsidiary agrees that the Note Guarantee shall remain in full force and effect notwithstanding any failure to endorse on each Note a notation of any such Note Guarantee.

Section 3.11 *Headings.* The headings of the Articles and the Sections in this Supplemental Indenture are for convenience of reference only and shall not be deemed to alter or affect the meaning or interpretation of any provisions hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed as of the date first above written.

UNIFIED ENTERPRISES CORP.

VOXNEST, INC.

BLOGTALKRADIO, INC.

SPREAKER, INC.

TRITON DIGITAL, INC.

SPACIAL AUDIO SOLUTIONS, LLC

ANDO MEDIA, LLC

JELLI, INC.,

as Guarantors

By: /s/ Richard J. Bressler

Name: Richard J. Bressler

Title: President and Chief Financial Officer

c/o iHeartCommunications, Inc.
20880 Stone Oak Parkway
San Antonio, Texas 78258
Attention: Chief Financial Officer

Acknowledged by:

IHEARTCOMMUNICATIONS, INC.

By: /s/ Richard J. Bressler

Name: Richard J. Bressler

Title: President and Chief Financial Officer

U.S. Bank National Association, as

Trustee and Collateral Agent

By: /s/ Wally Jones

Name: Wally Jones

Title: Vice President

[*Signature Page to Supplemental Indenture*]

Exhibit 4.12
Execution Version

FIRST SUPPLEMENTAL INDENTURE (this "Supplemental Indenture"), dated as of June 7, 2021, by and among the parties that are signatories hereto with respect to the Indenture referred to below.

WITNESSETH:

WHEREAS, each of the Company, the Guarantors, the Trustee and the Collateral Agent have heretofore executed and delivered an indenture dated as of November 22, 2019 (as amended, supplemented, waived or otherwise modified, the "Indenture"), providing for the issuance of an aggregate principal amount of $500,000,000 of 4.75% Senior Secured Notes due 2028 (the "Notes") of the Company;

WHEREAS, the Indenture provides that under certain circumstances certain subsidiaries of the Parent Guarantor shall execute and deliver to the Trustee and the Collateral Agent a supplemental indenture to which such Subsidiary (the "Guaranteeing Subsidiary") shall unconditionally guarantee, on a joint and several basis with the other Guarantors, all of the Company's Obligations under the Notes and the Indenture on the terms and conditions set forth herein and under the Indenture (the "Note Guarantee"); and

WHEREAS, pursuant to SECTION 9.1 of the Indenture, the Company, the Trustee and the Collateral Agent are authorized to execute and deliver this Supplemental Indenture to amend or supplement the Indenture, without the consent of any Holder.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Guaranteeing Subsidiary, the Company, the Trustee and the Collateral Agent mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

ARTICLE I

DEFINITIONS

Section 1.1 *Defined Terms.* As used in this Supplemental Indenture, terms defined in the Indenture or in the preamble or recitals hereto are used herein as therein defined. The words "herein," "hereof" and "hereby" and other words of similar import used in this Supplemental Indenture refer to this Supplemental Indenture as a whole and not to any particular section hereof.

ARTICLE II

AGREEMENT TO BE BOUND; GUARANTEE

Section 2.1 *Agreement to be Bound.* The Guaranteeing Subsidiary hereby becomes a party to the Indenture as a Guarantor and as such will have all of the rights and be subject to all of the obligations and agreements of a Guarantor under the Indenture.

Section 2.2 *Guarantee.* The Guaranteeing Subsidiary agrees, on a joint and several basis with all the existing Guarantors, to fully, unconditionally and irrevocably Guarantee to each Holder of the Notes and the Trustee the Guaranteed Obligations pursuant to ARTICLE X of the Indenture on a senior basis.

ARTICLE III

MISCELLANEOUS

Section 3.1 *Notices.* All notices and other communications to the Guarantor shall be given as provided in the Indenture to the Guarantor, at its address set forth below, with a copy to the Company as provided in the Indenture for notices to the Company.

Section 3.2 *Release of Guarantee.* This Note Guarantee shall be released in accordance with SECTION 10.2 of the Indenture.

Section 3.3 *Parties.* Nothing expressed or mentioned herein is intended or shall be construed to give any Person, firm or corporation, other than the Holders and the Trustee, any legal or equitable right, remedy or claim under or in respect of this Supplemental Indenture or the Indenture or any provision herein or therein contained.

Section 3.4 *Governing Law.* This Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York.

Section 3.5 *Severability.* In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby and such provision shall be ineffective only to the extent of such invalidity, illegality or unenforceability.

Section 3.6 *Benefits Acknowledged.* The Guaranteeing Subsidiary's Note Guarantee is subject to the terms and conditions set forth in the Indenture. The Guaranteeing Subsidiary acknowledges that it will receive direct and indirect benefits from the financing arrangements contemplated by the Indenture and this Supplemental Indenture and that the guarantee and waivers made by it pursuant to this Note Guarantee are knowingly made in contemplation of such benefits.

Section 3.7 *Ratification of Indenture: Supplemental Indenture Part of Indenture.* Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every Holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

Section 3.8 *The Trustee and the Collateral Agent.* Neither the Trustee nor the Collateral Agent makes any representation or warranty as to the validity or sufficiency of this Supplemental Indenture or with respect to the recitals contained herein, all of which recitals are made solely by the other parties hereto.

Section 3.9 *Counterparts.* The parties hereto may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

Section 3.10 *Execution and Delivery.* The Guaranteeing Subsidiary agrees that the Note Guarantee shall remain in full force and effect notwithstanding any failure to endorse on each Note a notation of any such Note Guarantee.

Section 3.11 *Headings.* The headings of the Articles and the Sections in this Supplemental Indenture are for convenience of reference only and shall not be deemed to alter or affect the meaning or interpretation of any provisions hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed as of the date first above written.

UNIFIED ENTERPRISES CORP.

VOXNEST, INC.

BLOGTALKRADIO, INC.

SPREAKER, INC.

TRITON DIGITAL, INC.

SPACIAL AUDIO SOLUTIONS, LLC

ANDO MEDIA, LLC

JELLI, INC.,

as Guarantors

By: /s/ Richard J. Bressler

Name: Richard J. Bressler

Title: President and Chief Financial Officer

c/o iHeartCommunications, Inc.
20880 Stone Oak Parkway
San Antonio, Texas 78258
Attention: Chief Financial Officer

Acknowledged by:

IHEARTCOMMUNICATIONS, INC.

By: /s/ Richard J. Bressler

Name: Richard J. Bressler

Title: President and Chief Financial Officer

[*Signature Page to Supplemental Indenture*]

U.S. Bank National Association, as

Trustee and Collateral Agent

By: /s/ Wally Jones

Name: Wally Jones

Title: Vice President

[*Signature Page to Supplemental Indenture*]

DESCRIPTION OF SECURITIES

The following description of the capital stock of iHeartMedia, Inc. (the "Company," "we," "us," and "our") and certain provisions of our Fifth Amended and Restated Certificate of Incorporation, as amended from time to time (the "Certificate") and Second Amended and Restated Bylaws, as amended from time to time (the "Bylaws") is a summary and is qualified in its entirety by reference to the full text of our Certificate and Bylaws and applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL"). Our Certificate authorizes capital stock consisting of:

- 100,000,000 shares of undesignated preferred stock, par value $0.001 per share;
- 1,000,000,000 shares of Class A common stock, par value $0.001 per share; and
- 1,000,000,000 shares of Class B common stock, par value $0.001 per share.

We have no shares of preferred stock issued and outstanding. The following summary describes the material provisions of our capital stock.

Preferred Stock

Under the terms of our Certificate, our Board of Directors (the "Board") is authorized to direct us to issue shares of preferred stock in one or more series without stockholder approval. Our Board has the discretion to determine the rights, preferences, privileges and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, of each series of preferred stock.

The purpose of authorizing our Board to issue preferred stock and determine its rights and preferences is to eliminate delays associated with a stockholder vote on specific issuances. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions, future financings and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or could discourage a third party from seeking to acquire, a majority of our outstanding voting stock. Additionally, the issuance of preferred stock may adversely affect the holders of our common stock by restricting dividends on the common stock, diluting the voting power of the common stock or subordinating the liquidation rights of the common stock.

Class A Common Stock

Holders of shares of our Class A common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Subject to the terms of any one or more series or classes of preferred stock, holders of our Class A common stock will have the exclusive right to vote for the election of directors. There will be no cumulative voting rights in the election of directors. All matters presented to the stockholders at a meeting at which a quorum is present will be determined by the vote of a majority of the votes cast by the stockholders present in person or represented by proxy at the meeting and entitled to vote thereon (other than the election of directors, who shall be elected by a plurality of all votes cast), unless the matter is one upon which, by applicable law, the Certificate, the Bylaws or applicable stock exchange rules, a different vote is required, in which case such provision shall govern and control the decision of such matter.

Holders of shares of our Class A common stock are entitled to receive dividends, on a per share basis, when and if declared by our Board out of funds legally available therefor and whenever any dividend is made on the shares of our Class B common stock subject to certain exceptions set forth in our Certificate.

The Company may not subdivide or combine (by stock split, reverse stock split, recapitalization, merger, consolidation or any other transaction) its shares of Class A common stock or Class B common stock without subdividing or combining its shares of Class B common stock or Class A common stock, respectively, in a similar manner.

Upon our dissolution, liquidation or winding up, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of our Class A common stock will be entitled to receive pro rata together with holders of our Class B common stock our remaining assets available for distribution.

Class A common stock certificates issued upon transfer or new issuances of Class A common stock shares will contain a legend stating that such shares of Class A common stock are subject to the provisions of our Certificate, including but not limited to provisions governing compliance with requirements of the Communications Act of 1934, as amended (the “Communications Act”) and regulations thereunder, including, without limitation, those concerning foreign ownership and media ownership.

Class B Common Stock

Holders of shares of our Class B common stock are not entitled to vote for the election of directors or, in general, on any other matter submitted to a vote of the Company’s stockholders, but are entitled to one vote per share on the following matters: (a) any amendment or modification of any specific rights or obligations of the holders of Class B common stock that does not similarly affect the rights or obligations of the holders of Class A common stock, in which case the holders of Class B Common Stock will be entitled to a separate class vote, with each share of Class B common stock having one vote; and (b) to the extent submitted to a vote of our stockholders, (i) the retention or dismissal of outside auditors by the Company, (ii) any dividends or distributions to our stockholders, (iii) any material sale of assets, recapitalization, merger, business combination, consolidation, exchange of stock or other similar reorganization of the Company or any of its subsidiaries, (iv) the adoption of any amendment to our certificate of incorporation, (v) other than in connection with any management equity or similar plan adopted by our Board, any authorization or issuance of equity interests, or any security or instrument convertible into or exchangeable for equity interests, in the Company or any of its subsidiaries, and (vi) the liquidation of the Company, in which case in respect to any such vote concerning the matters described in clause (b), the holders of Class B common stock are entitled to vote with the holders of the Class A common stock, with each share of common stock having one vote and voting together as a single class.

Holders of shares of our Class B common stock are generally entitled to convert shares of Class B common stock into shares of Class A common stock on a one-for-one basis, subject to the Company’s ability to restrict conversion in order to comply with the Communications Act and Federal Communications Commission (“FCC”) regulations.

Holders of shares of our Class B common stock are entitled to receive dividends when and if declared by our Board out of funds legally available therefor and whenever any dividend is made on the shares of our Class A common stock subject to certain exceptions set forth in our certificate of incorporation.

Upon our dissolution, liquidation or winding up, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of our Class B common stock will be entitled to receive pro rata with holders of our Class A common stock our remaining assets available for distribution.

Special Warrants

We have issued special warrants to purchase shares of Class A common stock or Class B common stock (the “Special Warrants”) in connection with a series of transactions that were designed to restructure our existing capital structure in connection with our voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code (the “Reorganization”). The Special Warrants may be exercised by its holder to purchase one share of Class A common stock or Class B common stock at an exercise price of $0.001 per share, unless we in our sole discretion believe such exercise would, alone or in combination with any other existing or proposed ownership of common stock, result in, subject to certain exceptions, (a) such exercising holder owning more than 4.99% of our outstanding Class A common stock, (b) more than 22.5% of our capital stock or voting interests being owned directly or indirectly by foreign individuals or entities, (c) our exceeding any foreign ownership threshold set by the FCC pursuant to a declaratory ruling or specific approval requirement or (d) our violating any provision of the Communications Act or restrictions on ownership or transfer imposed by our certificate of incorporation or the decisions, rules and policies of the FCC. Any holder exercising Special Warrants must complete and timely deliver to the warrant agent the required exercise forms and certifications required under the special warrant agreement.

To the extent there are any dividends declared or distributions made with respect to the Class A common stock or Class B common stock, those dividends or distributions will also be made to holders of Special Warrants concurrently and on a *pro rata* basis based on their ownership of common stock underlying their Special Warrants on an as-exercised basis; *provided*, that no such distribution will be made to holders of Special Warrants if (x) the Communications Act or an FCC rule prohibits such distribution to holders of Special Warrants or (y) our FCC counsel opines that such distribution is reasonably likely to cause (i) us to violate the Communications Act or any applicable FCC rule or (ii) any such holder not to be deemed to hold a non-cognizable (under FCC rules governing foreign ownership) future equity interest in us; *provided further*, that, if any distribution of common stock or any other securities to a holder of Special Warrants is not permitted pursuant to clauses (x) or (y), we will cause economically equivalent warrants to be distributed to such holder in lieu thereof, to the extent that such distribution of warrants would not violate the Communications Act or any applicable FCC rules.

To the extent within our control, any tender or exchange offer subject to Sections 13 or 14 of the Exchange Act for Class A common stock, Class B common stock or Special Warrants will be made concurrently and on a *pro rata* basis (in the case of holders of Special Warrants, based upon their ownership of common stock underlying their Special Warrants on an as-exercised basis) to all holders of Class A common stock, Class B common stock and Special Warrants. Distributions to holders of Special Warrants and payments to holders of Special Warrants pursuant to a tender or exchange offer for Special Warrants subject to Sections 13 or 14 of the Exchange Act will be made in compliance with FCC ownership conditions.

The number of shares of our common stock to be received upon exercise of each special warrant is subject to adjustment from time to time. Such number will increase or decrease proportionally upon any increase or decrease in the number of shares of our common stock outstanding resulting from any subdivisions, splits, combination or reverse splits (except in connection with a change of control). We are not required to issue fractional shares in connection with the exercise of Special Warrants, and may either pay an amount in cash in lieu of such fractional shares or round the number of shares received to the nearest whole number. The exercise price is not subject to any adjustment.

Upon the occurrence of any reclassification or recapitalization whereby holders of our common stock are entitled to receive proceeds in cash, stock, securities or other assets or property with respect to or in exchange for common stock, holders who exercise Special Warrants are entitled to receive such proceeds commensurate with the number of shares of common stock they would have received if they had exercised their Special Warrants immediately prior to such reclassification or recapitalization. Upon a change of control in which the only consideration payable to holders of common stock is cash, each special warrant will be deemed to be exercised immediately prior to the consummation of such change of control and the holder will receive solely the cash consideration to which such holder would have been entitled as a result of such change of control. Upon a change of control in which the consideration payable to holders of common stock is other than only cash, at our option, each special warrant will be either (A) assumed by the party surviving such change of control and will continue to be exercisable for the kind and amount of consideration to which such holder would have been entitled as a result of such change of control had the special warrant been exercised immediately prior, or (B) if not assumed by the party surviving such change of control, deemed to be exercised immediately prior to the consummation of such change of control and the holder will receive the consideration to which such holder would have been entitled as a result of such Change of Control, less the exercise price, as though the special warrant had been exercised immediately prior.

The Special Warrants will expire on the earlier of the twentieth anniversary of the issuance date and the occurrence of a change in control of the Company.

Forum Selection

Our Certificate includes a forum selection clause that provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (1) any derivative action or proceeding brought on our behalf, (2) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (3) any action asserting a claim against the company or any director or officer of the company arising pursuant to any provision of the DGCL, our certificate of incorporation or our Bylaws or (4) any other action asserting a claim against the Company or any director or officer of the Company that is governed by the internal affairs doctrine. The forum selection clause in our Certificate is subject to a number of exceptions, including actions that are vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery. Section 27 of the Exchange Act vests exclusive federal jurisdiction for all claims brought to enforce any duty or liability created under the Exchange Act. Therefore, our forum selection clause will not apply to any such claim.

In addition, our Bylaws provide that the federal district courts of the United States are the exclusive forum for any complaint raising a cause of action arising under the Securities Act of 1933, as amended.

Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and to have consented to the forum selection provisions of our Certificate and Bylaws described above. Although we believe our forum selection clauses will benefit us by providing increased consistency in the application of Delaware law or the Securities Act, as applicable, for these specified types of actions and proceedings, they may have the effect of discouraging lawsuits against us or our directors and officers.

Anti-Takeover Provisions

Certain provisions in our Certificate, Bylaws and the DGCL contain provisions are intended to enhance the likelihood of continuity and stability in the composition of our Board. These provisions are intended to avoid costly takeover battles, reduce our vulnerability to a hostile change of control and enhance the ability of our Board to maximize stockholder value in connection with any unsolicited offer to acquire us. However, these provisions may have an anti-takeover effect and may delay, deter or prevent a merger or acquisition of us by means of a tender offer, a proxy contest or other takeover attempt that a stockholder might consider in its best interest, including those attempts that might result in a premium over the prevailing market price for the shares of our common stock held by stockholders. These provisions include:

Classified Board of Directors. Our Board is divided into three classes of directors, with the classes as nearly equal in number as possible. Beginning at our 2023 annual meeting of stockholders, our Board will no longer be classified. The classification of directors has the effect of making it more difficult for stockholders to change the composition of our Board.

Action by Written Consent. Our certificate of incorporation prohibits our stockholders from acting by written consent. Our stockholders may only take action at a duly called annual or special meeting of stockholders.

Special Meetings of Stockholders. Except as required by law, special meetings of our stockholders may called at any time only by or at the direction of a majority of our Board. Our Bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting. These provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control or management of us.

Advance Notice Procedures. Our Bylaws establish advance notice procedures for stockholder proposals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to our Board. Stockholders at an annual meeting will only be able to consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of our Board or by a stockholder who was a stockholder of record on the record date for the meeting and who complies with the advance notice procedures. Although the Bylaws do not give our Board the power to approve or disapprove stockholder nominations of candidates or proposals regarding other business to be conducted at a special or annual meeting, the Bylaws may have the effect of precluding the conduct of certain business at a meeting if the proper procedures are not followed or may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect its own slate of directors or otherwise attempting to obtain control of us.

Removal of Directors; *Vacancies*. Subject to the rights of holders of any outstanding shares of our preferred stock, our directors may be removed, but only for cause, upon the affirmative vote of holders of a majority of the shares entitled to vote thereon, voting as a single class.

Supermajority Approval Requirements. The Company is expressly authorized to adopt, amend, alter or repeal, in whole or in part, our Certificate. Notwithstanding the foregoing, prior to May 1, 2022, any amendment, alteration, rescission or repeal of Articles XI, V, VI, VIII, IX or X of our Certificate, which are generally described herein, require the affirmative vote of at least 66 2/3% in voting power of the outstanding shares of our stock entitled to vote generally in the election of directors. Following May 1, 2022, any amendment, alteration, rescission or repeal of Articles XI, V, VI, VIII, IX or X of our Certificate require the affirmative vote of at least a majority in voting power of the outstanding shares of our stock entitled to vote generally in the election of directors.

The combination of the classification of our Board, the lack of cumulative voting and the supermajority voting requirements will make it more difficult for our existing stockholders to replace our Board as well as for another party to obtain control of us by replacing our Board. Because our Board has the power to retain and discharge our officers, these provisions could also make it more difficult for existing stockholders or another party to effect a change in management.

Section 203 of the DGCL

We are governed by the provisions of Section 203 of the DGCL. In general, Section 203 prohibits a public Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder unless:

- prior to such time, the Board approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the Company outstanding at the time the transaction commenced, excluding shares owned by persons who are directors and also officers and by specified employee stock plans; or

- at or subsequent to the date of the transaction, the business combination is approved by the Board and authorized at an annual or special meeting of stockholders by the affirmative vote of at least 66 2/3% of the outstanding voting stock which is not owned by the interested stockholder.

A "business combination" includes mergers, asset sales, or other transactions resulting in a financial benefit to the stockholder. In general, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of the Company's outstanding voting stock. These provisions may have the effect of delaying, deferring, or preventing a change in our control.

Restrictions relating to FCC Regulations

Pursuant to our certificate of incorporation, we may restrict the ownership, or proposed ownership, of shares of our Class A common stock or Class B common stock (collectively, our "capital stock"), or Special Warrants by any person or entity if such ownership or proposed ownership (a) is or could be inconsistent with, or in violation of, any provision of the Federal Communications Laws (as hereinafter defined), (b) limits or impairs or could limit or impair any of our business activities or proposed business activities under the Federal Communications Laws or (c) subjects or could subject us to any regulation under the Federal Communications Laws to which we would not be subject but for such ownership or proposed ownership (clauses (a), (b) and (c) collectively, "FCC Regulatory Limitations"). The term "Federal Communications Laws" means any law of the United States now or hereafter in effect (and any regulation thereunder), including, without limitation, the Communications Act and regulations thereunder, pertaining to the ownership and/or operation or regulating the business activities of (x) any television or radio station, cable television system or other medium of mass communications or (y) any provider of programming content to any such medium.

If we believe that the ownership or proposed ownership of shares of our capital stock of by any person or entity may result in a FCC Regulatory Limitation, such person or entity must promptly furnish to us such information as we request. If (a) any person or entity from whom information is requested does not comply, or (b) we conclude that a stockholder's ownership or proposed ownership of, or that a stockholder's exercise of any rights of ownership with respect to, shares of our capital stock results or could result in a FCC Regulatory Limitation, then, in the case of either clause (a) or clause (b), we may (w) refuse to permit the transfer of shares of our capital stock to a proposed stockholder or refuse to permit the conversion of shares, (x) suspend those rights of stock ownership the exercise of which causes or could cause such FCC Regulatory Limitation, (y) redeem such shares of our capital stock held by such stockholder, and/or (z) exercise any and all appropriate remedies, at law or in equity, in any court of competent jurisdiction, against any such stockholder or proposed transferee, with a view towards obtaining such information or preventing or curing any situation which causes or could cause a FCC Regulatory Limitation. Any refusal to transfer, suspension of rights or refusal to convert pursuant to clauses (w) and (x), respectively, of the immediately preceding sentence will remain in effect until the requested information has been received and we have determined that such transfer, conversion, or the exercise of such suspended rights, as the case may be, will not result in a FCC Regulatory Limitation.

The terms and conditions of redemption pursuant to the preceding paragraph are as follows:

- the redemption price of any shares to be redeemed shall be equal to the fair market value of such shares;

- the redemption price of the shares may be paid in (x) any debt or equity securities of the Company, any subsidiary of the Company or any other corporation or other entity, or any combination thereof (the "redemption securities"), having such terms and conditions as shall be approved by the Board and which, together with any cash to be paid as part of the redemption price, in the opinion of any nationally recognized investment banking firm selected by the Board, has a value, at the time notice of redemption is given at least equal to the fair market value of the shares to be redeemed, assuming the redemption securities were fully distributed and subject only to normal trading activity, (y) cash or (z) any combination of redemption securities or cash;

- if less than all such shares are to be redeemed, the shares to be redeemed shall be selected in such manner as shall be determined by the Board, which may include selection of the most recently purchased shares thereof, selection by lot or selection in any other manner determined by the Board;

- at least 15 days' written notice of the redemption date will be given to the record holders of the shares selected to be redeemed (unless waived in writing by any such holder);

- from and after the redemption date, any and all rights of whatever nature in respect of the shares selected for redemption will cease and terminate and the holders of such shares shall thenceforth be entitled only to receive the cash or redemption securities payable upon redemption; and

- such other terms and conditions as the Board shall reasonably determine are required by law.

Corporate Opportunity Doctrine

To the fullest extent of law, the Company renounces and waives any interest or expectancy of the Company in being offered an opportunity to participate in, directly or indirectly, any potential transactions, matters or business opportunities presented to any of its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Company. None of its respective officers, directors or stockholders shall be liable to the Company or any of its subsidiaries for breach of any fiduciary or other duty, as a director or officer or otherwise, by reason of the fact that such person pursues, acquires or participates in such business opportunity, directs such business opportunity to another person or fails to present such business opportunity, or information regarding such business opportunity, to the Company, unless, in the case of any such person who is a director or officer of the Company, such business opportunity is expressly offered to such director or officer in writing solely in his or her capacity as a director or officer of the Company.

The doctrine of corporate opportunity shall not apply to the Company or any of its officers or directors in circumstances where its application would conflict with any fiduciary duties or contractual obligations or to any other corporate opportunity with respect to any of the officers or directors of the Company unless such corporate opportunity is offered to such person solely in his or her capacity as an officer or director of the Company and such opportunity is one the Company is financially able and legally and contractually permitted to undertake and would otherwise be reasonable for the Company to pursue.

Limitations on Liability and Indemnification of Officers and Directors

The DGCL authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties, subject to certain exceptions. Our certificate of incorporation includes a provision that eliminates the personal liability of directors for monetary damages for any breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. The effect of these provisions is to eliminate the rights of us and our stockholders, through stockholders' derivative suits on our behalf, to recover monetary damages from a director for breach of fiduciary duty as a director, including breaches resulting from grossly negligent behavior. However, exculpation will not apply to any director if the director has acted in bad faith, knowingly or intentionally violated the law, authorized illegal dividends or redemptions or derived an improper benefit from his or her actions as a director.

Our Bylaws provide that we must indemnify and advance expenses to our directors and officers to the fullest extent authorized by the DGCL. We also are expressly authorized to carry directors' and officers' liability insurance providing indemnification for our directors, officers and certain employees for some liabilities. We believe that these indemnification and advancement provisions and insurance will be useful to attract and retain qualified directors and officers.

The limitation of liability, indemnification and advancement provisions that are included in our certificate of incorporation and Bylaws may discourage stockholders from bringing a lawsuit against directors for breaches of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

Transfer Agent and Registrar

The transfer agent and registrar for our Class A common stock will be Computershare Trust Company.

Listing

Our Class A common stock is listed on the Nasdaq Global Select Market under the symbol “IHRT.”

Exhibit 10.31

EMPLOYMENT AGREEMENT

This Employment Agreement ("Agreement") is between iHeartMedia Management Services, Inc. (such entity together with all past, present, and future parents, divisions, operating companies, subsidiaries, and affiliates are referred to collectively herein as "Company") and Jordan Fasbender ("Employee").

1. TERM OF EMPLOYMENT

This Agreement commences on January 1, 2021 ("Effective Date") and ends on December 31, 2023 (the "Employment Period") The term "Employment Period" shall refer to the Employment Period if and as so extended.

2. TITLE AND EXCLUSIVE SERVICES

(a) **Title and Duties.** Employee's title is Executive Vice President, General Counsel and Secretary, reporting to the Chief Executive Officer of the Company. Employee will perform job duties that are usual and customary for this position based in Company's New York City offices.

(b) **Exclusive Services.** Employee shall not be employed or render services elsewhere during the Employment Period, except board or advisory board work as agreed in writing between Employee and the Chief Executive Officer, provided, however, that Employee may participate in professional, civic or charitable organizations so long as such participation is unpaid and does not interfere with the performance of Employee's duties.

3. COMPENSATION AND BENEFITS

(a) **Base Salary.** Employee shall be paid an annualized salary of Five Hundred Fifty Thousand Dollars ($550,000.00). ("Base Salary") Beginning on July 1, 2022, Employee's Base Salary will be Five Hundred Seventy-Five Thousand Dollars ($575,000.00). The Base Salary shall be payable in accordance with the Company's regular payroll practices and pursuant to Company policy, which may be amended from time to time. Employee is eligible and will be considered for salary increases at Company's discretion based on Company and/or individual performance.

(b) **Vacation.** Employee is eligible for 20 vacation days subject to the Employee Guide.

(c) **Annual Bonus.** Eligibility for an Annual Bonus is based on financial and performance criteria established by Company and approved in the annual budget, pursuant to the terms of the applicable bonus plan which operates at the discretion of Company and its Board of Directors and is not a guarantee of compensation. The payment of any Bonus shall be no later than March 15 each calendar year following the year in which the Bonus was earned, within the Short-Term Deferral period under the Internal Revenue Code Section 409A ("Section 409A") and applicable regulations. Employee's bonus Target shall be 100% of Employee's annual Base Salary (the "Target Annual Bonus").

(d) **Long Term Incentive Grant.** As additional consideration for entering into this Agreement, Company shall recommend to the Board of Directors or the Compensation Committee of iHM, Inc., as applicable (collectively the "Board") that Employee be awarded a one-time Long Term Incentive Grant of 20,000 units, allocated as follows: (i) 5,000 restricted stock units and (ii) 15,000 options to acquire shares of the Company's Class A Common Stock of iHeartMedia, Inc. ("iHM, Inc."), pursuant to the iHM, Inc. 2019 Incentive Equity Plan (the "Plan"), and applicable award agreement, subject to approval by the Board, which recommendation shall be made no later than February 28, 2021. Employee shall participate in any annual Long-Term Incentive program instituted by the Company for its senior executives on similar terms and values

Initials:
Company: ____
Employee: ____

applicable to similarly situated executives holding the same level of executive seniority and responsibility, subject to approval by the Board of Directors or the Compensation Committee of iHM, Inc.

(e) **Benefits.** Employee will be eligible to participate in various benefit programs provided by Company on the same terms and conditions as they are generally made available to other similarly situated executive employees.

(f) **Expenses.** Company will reimburse Employee for business expenses, consistent with past practices pursuant to Company policy. Employee may fly business class when travelling for business related purposes on individual flights lasting four (4) hours or more. Any reimbursement that would constitute nonqualified deferred compensation shall be paid pursuant to Section 409A.

(g) Compensation pursuant to this section shall be subject to overtime eligibility, if applicable, and in all cases be less applicable payroll taxes and other deductions.

4. NONDISCLOSURE OF CONFIDENTIAL INFORMATION

(a) Company has provided and will continue to provide to Employee confidential information and trade secrets including but not limited to Company's marketing plans, growth strategies, target lists, performance goals, operational and programming strategies, specialized training expertise, employee development, engineering information, sales information, client and customer lists, contracts, representation agreements, pricing and ratings information, production and cost data, fee information, strategic business plans, budgets, financial statements, technological initiatives, proprietary research or software purchased or developed by Company, content distribution, information about employees obtained by virtue of an employee's job responsibilities and other information Company treats as confidential or proprietary (collectively the "Confidential Information"). Employee acknowledges that such Confidential Information is proprietary and agrees not to disclose it to anyone outside Company except to the extent that (i) it is necessary in connection with performing Employee's duties; or (ii) Employee is required by court order to disclose the Confidential Information, provided that Employee shall promptly inform Company, if legally permissible, shall cooperate with Company to obtain a protective order or otherwise restrict disclosure (at the Company's sole cost), and shall only disclose Confidential Information to the minimum extent necessary to comply with the court order. Employee agrees to never use trade secrets in competing, directly or indirectly, with Company. When employment ends, Employee will immediately return all Confidential Information to Company.

(b) Employee understands, agrees and acknowledges that the provisions in this Agreement do not prohibit or restrict Employee from communicating with the DOJ, SEC, DOL, NLRB, EEOC or any other governmental authority, exercising Employee's rights, if any, under the National Labor Relations Act to engage in protected concerted activity, making a report in good faith and with a reasonable belief of any violations of law or regulation to a governmental authority or cooperating with or participating in a legal proceeding relating to such violations including providing documents or other information. Employee is hereby provided notice that under the 2016 Defend Trade Secrets Act (DTSA): (1) no individual will be held criminally or civilly liable under Federal or State trade secret law for the disclosure of a trade secret (as defined in the Economic Espionage Act) that: (a) is made in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and made solely for the purpose of reporting or investigating a suspected violation of law; or, (b) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal so that it is not made public; and, (2) an individual who pursues a lawsuit for retaliation by an employer for reporting a suspected violation of the law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any

Initials:
Company: ____
Employee: ____

document containing the trade secret under seal, and does not disclose the trade secret, except as permitted by court order.

(c) The terms of this Section 4 shall survive the expiration or termination of this Agreement for any reason. Further, this Section 4 shall not be applied to interfere with Employee's Section 7 rights under the National Labor Relations Act.

5. NON-INTERFERENCE WITH COMPANY EMPLOYEES AND ON-AIR TALENT

(a) To further preserve Company's Confidential Information, goodwill and legitimate business interests, during employment and for eighteen (18) months after employment ends (twenty-four (24) months if termination is following a change in control as provided in Section 9(e)) (the "Non-Interference Period"), Employee will not, directly, hire, engage or solicit any then-current employee or on-air talent of Company with whom Employee, within the twelve (12) months prior to Employee's termination, had contact, supervised or received Confidential Information about, to provide services elsewhere or cease providing services to Company.

(b) The terms of this Section 5 shall survive the expiration or termination of this Agreement for any reason.

6. NON-SOLICITATION OF CLIENTS

(a) To further preserve Company's Confidential Information, goodwill and legitimate business interests, for eighteen (18) months after employment ends (twenty-four (24) months if termination following a change in control as provided in Section 9(e)) (the "Non-Solicitation Period"), Employee will not, directly solicit Company's clients with whom Employee, within the twelve (12) months prior to Employee's termination, engaged, had contact or received Confidential Information about ("Restricted Clients"). For the purposes of this Section, "solicit" shall mean (i) inducing or attempting to induce Restricted Clients to diminish or cease doing business with Company; (ii) inducing or attempting to induce Restricted Clients to advertise with or sponsor any other entity engaged in the sale of advertising on media platforms; or (iii) inducing or attempting to induce Restricted Clients to enter into any transaction which would have an adverse effect on Company.

(b) The terms of this Section 6 shall survive the expiration or termination of this Agreement for any reason.

7. TERMINATION

This Agreement and/or Employee's employment may be terminated at any time by mutual agreement, approved by (i) Company in writing, and (ii) a representative of Company's Legal Department, or:

(a) **Death.** The date of Employee's death shall be the termination date.

(b) **Disability.** Company may terminate this Agreement and/or Employee's employment if Employee is unable to perform the essential functions of Employee's full-time position for more than 180 days in any 12 month period, subject to applicable law.

(c) **Termination By Company.** Company may terminate employment with or without Cause. "Cause" means:

(i) willful misconduct, including, without limitation, violation of sexual or other harassment policy, misappropriation of or material misrepresentation regarding property of Company, other than customary and de minimis use of Company property for personal purposes, as determined in discretion of Company;

(ii) continued non-performance of duties (other than disability)

__Initials:__
Company: ____
Employee: ____

(iii) failure to follow lawful directives;

(iv) a felony conviction, a plea of nolo contendere by Employee, or other conduct by Employee that has or would result in material injury to Company's reputation, including conviction of fraud, theft, embezzlement, or a crime involving moral turpitude;

(v) a material breach of this Agreement; or

(vi) a significant violation of Company's employment and management policies.

If Company elects to terminate for Cause under (c)(ii), (iii), (v) or (vi), Employee shall have ten (10) days to cure to the reasonable satisfaction of Company after written notice, except where such cause, by its nature, is not curable as determined by Company or the termination is based upon a recurrence of an act previously cured by Employee.

(d) **Termination By Employee For Good Cause.** Employee may terminate Employee's employment at any time for "Good Cause," which is: (i) Company's failure to comply with a material term of this Agreement; (ii) a substantial and unusual increase in responsibilities and authority without an offer of additional reasonable compensation as determined by Company in light of compensation for similarly situated employees; (iii) a substantial reduction in responsibilities or authority (including any diminution in Employee's title or the Employee no longer reporting to the Chief Executive Officer of the Company, its successor or Parent, if applicable) or (iv) a requirement for Employee to be based or render a substantial portion of services in an area other than the New York City metropolitan area at the principal office of the Company in such area. If Employee elects to terminate Employee's employment for "Good Cause," Employee must provide Company written notice within thirty (30) days, after which Company shall have thirty (30) days to cure. If Company has not cured and Employee elects to terminate Employee's employment, Employee must do so within ten (10) days after the end of the cure period.

8. COMPENSATION UPON TERMINATION

(a) **Death.** Company shall, within thirty (30) days, pay to Employee's designee or, if no person is designated, to Employee's estate, Employee's accrued and unpaid Base Salary and any unpaid prior year bonus, if any, through the date of termination, and any payments required under applicable employee benefit plans.

(b) **Disability.** Company shall, within thirty (30) days, pay all accrued and unpaid Base Salary and any unpaid prior year bonus, if any, through the termination date and any payments required under applicable employee benefit plans.

(c) **Termination By Company For Cause:** Company shall, within thirty (30) days, pay to Employee Employee's accrued and unpaid Base Salary through the termination date and any payments required under applicable employee benefit plans.

(d) **Termination By Company Without Cause/Termination By Employee for Good Cause.** If Company terminates employment without Cause, or if Employee terminates for Good Cause (unrelated to a change in control as provided in Section 8(e)), Company will pay the accrued and unpaid Base Salary through the termination date determined by Company, unpaid prior year bonus, if any, and any payments required under applicable employee benefit plans. In addition, if Employee signs a Severance Agreement and General Release of claims in substantially the form attached hereto as Exhibit A (which may be modified to take into account the release of age claims and shall comply with the payment terms provided in this Agreement) (the "Release") provided by Company to Employee no later than five (5) business days following Employee's termination, Company will pay Employee in periodic payments in accordance with ordinary payroll practices and deductions, (i) Employee's current Base Salary for eighteen (18) months; (ii) an amount equal to the assumed COBRA premiums Employee would pay if Employee elected COBRA coverage for eighteen (18) months, less applicable federal and state withholding and all other applicable deductions, for health benefits coverage Employee had prior to the termination date, less Employee's normal contribution for such coverage; provided, however, that Employee shall be solely responsible for timely enrolling for any COBRA or Marketplace coverage and paying any required premiums, but shall not be required to enroll in any such coverage and Company is not placing any restrictions upon the use by Employee of such payment(s) as a condition upon the receipt of the payment(s) under this Section; and (iii) an amount equal to Employee's Target Annual Bonus for the year in which termination occurs (the "Severance Payments" or "Severance Pay Period"). The Company agrees that Employee is not required to seek other employment or to attempt in any way to reduce any amounts payable to Employee by the Company and that if Employee becomes eligible to participate in other health and/or welfare plans, such eligibility alone shall not affect Employee's and Employee's eligible dependents' entitlement to continued participation in any group health, dental and vision insurance plans in which Employee and Employee's eligible dependents are then enrolled . Except as hereinafter provided in Section 8(f), the amount of any payment or benefit provided for in this Agreement shall not be reduced by any compensation earned by Employee as the result of employment through self-employment or by another employer, by retirement benefits, by unemployment compensation, by offset against any amount claimed to be owed by Employee to the Company, or otherwise.

(e) Termination By Company Without Cause/ Termination By Employee for Good Cause following a Change in Control. If Company terminates employment without Cause, or if Employee terminates for Good Cause, during the ninety (90) days prior to or twelve (12) months following a Change in Control (as defined below), Company will pay the accrued and unpaid Base Salary through the termination date determined by Company, unpaid prior year bonus, if any, and any payments required under applicable employee benefit plans. In addition, if Employee signs the Release provided by Company to Employee no later than five (5) business days following Employee's termination, Company will pay Employee in a lump sum within two (2) months of executing (and not revoking, if applicable) the Release, less ordinary payroll practices and deductions, the sum of (i) Employee's current Base Salary for twenty-four (24) months; (ii) an amount equal to the assumed COBRA premiums Employee would pay if Employee elected COBRA coverage for eighteen (18) months, less applicable federal and state withholding and all other applicable deductions, for health benefits coverage Employee had prior to the termination date, less Employee's normal contribution for such coverage; provided, however, that Employee shall be solely responsible for timely enrolling for any COBRA or Marketplace coverage and paying any required premiums, but shall not be required to enroll in any such coverage and Company is not placing any restrictions upon the use by Employee of such payment(s) as a condition upon the receipt of the payment(s) under this Section; and (iii) an amount equal to one and a half (1.5) times Employee's Target Annual Bonus for the year in which termination occurs (the "Severance Payments" or "Severance Pay Period"). The Company agrees that Employee is not required to seek other employment or to attempt in any way to reduce any amounts payable to Employee by the Company and that if Employee becomes eligible to participate in other health and/or welfare plans, such eligibility alone shall not affect Employee's and Employee's eligible dependents' entitlement to continued participation in any group health, dental and vision insurance plans in which Employee and Employee's eligible dependents are then enrolled. Except as hereinafter provided in Section 8(f), the amount of any payment or benefit provided for in this Agreement shall not be reduced by any compensation earned by Employee as the result of employment through self-employment or by another employer, by retirement benefits, by unemployment compensation, by offset against any amount claimed to be owed by Employee to the Company, or otherwise. For purposes of this Agreement, "Change in Control" has the meaning specified in the Company's 2019 Incentive Equity Plan.

(f) Employment by Competitor or Re-hire by Company During Severance Pay Period.

(i) If Employee is in material breach of any post-employment obligations or covenants and such breach is not cured by Employee within ten (10) days following written notice from the Company, Severance Payments shall cease. Employee acknowledges that each individual Severance Payment received is adequate and independent consideration to support Employee's General Release of claims referenced in Section 8(d), as each is

<u>**Initials:**</u>
Company: ____
Employee: ____

something of value to which Employee would not have otherwise been entitled at termination had Employee not executed a General Release of claims.

(ii) If Employee is rehired by Company, which for purposes of this clause shall not include any non-controlled affiliates, during any Severance Pay Period, Severance Payments shall cease; however, if Employee's new Base Salary is less than Employee's previous Base Salary, Company shall pay Employee the difference between Employee's previous and new Base Salary for the remainder of the Severance Pay Period.

9. PAYOLA, PLUGOLA AND CONFLICTS OF INTEREST

Employee acknowledges familiarity with Company policies on payola, plugola and sponsorship identification (collectively "Payola Policies") and warrants that Employee will fully comply with such policies. Employee shall certify compliance with the Payola Policies from time to time as requested by the Company. Employee shall notify Company immediately in writing if there is any attempt to induce Employee to violate the Payola Policies.

10. OWNERSHIP OF MATERIALS

(a) Employee agrees that all inventions, improvements, discoveries, designs, technology, and works of authorship (including but not limited to computer software) made, created, conceived, or reduced to practice by Employee, whether alone or in cooperation with others, during employment, together with all patent, trademark, copyright, trade secret, and other intellectual property rights related to any of the foregoing throughout the world, are among other things works made for hire (the "Works") and at all times are owned exclusively by Company, and in any event, Employee hereby assigns all ownership in such rights to Company. Employee understands that the Works may be modified or altered and expressly waives any rights of attribution or integrity or other rights in the nature of moral rights (*droit morale)* for all uses of the Works. *Employee* agrees to provide written notification to Company of any Works covered by this Agreement, execute any documents, testify in any legal proceedings, and do all things necessary or desirable to secure Company's rights to the foregoing, including without limitation executing inventors' declarations and assignment forms, even if no longer employed by Company. Employee agrees that Employee shall have no right to reproduce, distribute copies of, perform publicly, display publicly, or prepare derivative works based upon the Works. Employee hereby irrevocably designates and appoints the Company as Employee's agent and attorney-in-fact, to act for and on Employee's behalf regarding obtaining and enforcing any intellectual property rights that were created by Employee during employment and related to the performance of Employee's job. Employee agrees not to incorporate any intellectual property created by Employee prior to Employee's employment, or created by any third party, into any Company work product. This Agreement does not apply to an invention for which no equipment, supplies, facility, or trade secret information of Company was used and which invention was developed entirely on Employee's own time, so long as the invention does not (i) relate directly to the business of the Company, (ii) relate to the Company's actual or demonstrably anticipated research or development, or (iii) result from any work performed by Employee for Company.

(b) The terms of this Section 10 shall survive the expiration or termination of this Agreement for any reason.

11. PARTIES BENEFITED; ASSIGNMENTS

This Agreement shall be binding upon Employee, Employee's heirs and Employee's personal representative or representatives, and upon Company and its respective successors and assigns. Employee hereby consents to the Agreement being enforced by any successor or assign of the Company without the need for further notice to or consent by Employee. Neither this Agreement nor any rights or obligations hereunder may be assigned by Employee, other than by will or by the laws of descent and distribution.

Initials:
Company: ____
Employee: ____

12. GOVERNING LAW

This Agreement shall be governed by the laws of the State of New York and Employee expressly consents to the personal jurisdiction of the New York state and federal courts for any lawsuit relating to this Agreement.

13. LITIGATION AND REGULATORY COOPERATION

During and after employment, Employee shall reasonably cooperate in the defense or prosecution of claims, investigations, or other actions which relate to events or occurrences during employment. Employee’s cooperation shall include being available to prepare for discovery or trial and to act as a witness. Company will pay an hourly rate (based on Base Salary as of the last day of employment) for cooperation that occurs after employment, and reimburse for reasonable expenses, including travel expenses, reasonable attorneys’ fees and costs.

14. INDEMNIFICATION

To the fullest extent permitted by applicable law, Company shall defend and indemnify Employee for acts committed in the course and scope of employment.

15. DISPUTE RESOLUTION

(a) **Arbitration.** This Agreement is governed by the Federal Arbitration Act, 9 U.S.C. § 1 *et seq.* and evidences a transaction involving commerce. This Dispute Resolution Provision applies to any dispute arising out of or related to Employee's employment with Company or termination of employment. Nothing contained in this Provision shall be construed to prevent or excuse Employee from using the Company’s existing internal procedures for resolution of complaints, and this Provision is not intended to be a substitute for the use of such procedures. Except as it otherwise provides, this Provision is intended to apply to the resolution of disputes that otherwise would be resolved in a court of law, and therefore this Provision requires all such disputes to be resolved only by an arbitrator through final and binding arbitration and not by way of court or jury trial. Such disputes include without limitation disputes arising out of or relating to interpretation or application of this Agreement, including the enforceability, revocability or validity of the Agreement or any portion of the Agreement. The Provision also applies, without limitation, to disputes regarding the employment relationship, trade secrets, unfair competition, compensation, breaks and rest periods, termination, or harassment and claims arising under the Uniform Trade Secrets Act, Civil Rights Act of 1964, Americans With Disabilities Act, Age Discrimination in Employment Act, Family Medical Leave Act, Fair Labor Standards Act, and state statutes, if any, addressing the same or similar subject matters, and all other state statutory and common law claims.

(b) The following claims are excluded from this Provision: workers compensation, state disability insurance, unemployment insurance claims, and claims for benefits under employee benefit plans covered by the Employee Retirement Income Security Act that contain an appeal procedure or other exclusive and/or binding dispute resolution procedure in the respective plan. Disputes that may not be subject to pre-dispute arbitration agreements as provided by the Dodd-Frank Wall Street Reform and Consumer Protection Act (Public Law 111-203) are also excluded from the coverage of this Provision. Nothing in this Provision prevents Employee from making a report to or filing a claim or charge with a government agency, including without limitation the Equal Employment Opportunity Commission, U.S. Department of Labor, U.S. Securities and Exchange Commission, National Labor Relations Board, or Office of Federal Contract Compliance Programs. Nothing in this Provision prevents the investigation by a government agency of any report, claim or charge otherwise covered by this Agreement. This Provision also does not prevent federal administrative agencies from adjudicating claims and awarding remedies based on those claims, even if the claims would otherwise be covered by this Provision. Nothing in this Provision shall be deemed to preclude or excuse a party from bringing

Initials:
Company: ____
Employee: ____

an administrative claim before any agency in order to fulfill the party's obligation to exhaust administrative remedies before making a claim in arbitration. The Company will not retaliate against Employee for filing a claim with an administrative agency or for exercising rights (individually or in concert with others) under Section 7 of the National Labor Relations Act.

(c) The Arbitrator shall be selected by mutual agreement of the Company and the Employee. Unless the Employee and Company mutually agree otherwise, the Arbitrator shall be an attorney licensed to practice in the location where the arbitration proceeding will be conducted or a retired federal or state judicial officer who presided in the jurisdiction where the arbitration will be conducted. If for any reason the parties cannot agree to an Arbitrator, either party may apply to a court of competent jurisdiction with authority over the location where the arbitration will be conducted for appointment of a neutral Arbitrator. The court shall then appoint an Arbitrator, who shall act under this Provision with the same force and effect as if the parties had selected the Arbitrator by mutual agreement. The location of the arbitration proceeding shall be no more than 45 miles from the place where the Employee last worked for the Company, unless each party to the arbitration agrees in writing otherwise.

(d) A demand for arbitration must be in writing and delivered by hand or first- class mail to the other party within the applicable statute of limitations period. Any demand for arbitration made to the Company shall be provided to the Company's Legal Department, 20880 Stone Oak Parkway, San Antonio, Texas 78258. The Arbitrator shall resolve all disputes regarding the timeliness or propriety of the demand for arbitration.

(e) In arbitration, the parties will have the right to conduct adequate civil discovery, bring dispositive motions, and present witnesses and evidence as needed to present their cases and defenses, and any disputes in this regard shall be resolved by the Arbitrator. The Federal Rules of Civil Procedure shall govern any depositions or discovery efforts, and the arbitrator shall apply the Federal Rules of Civil Procedure when resolving any discovery disputes.

(f) **Class Action Waiver.** In the event of any dispute, controversy or claim arising out of employment with, or otherwise relating to Employee’s relationship with Company, claims may only be brought by Employee or by Company in the Employee’s individual capacity, and not as a plaintiff or class member in any purported class, collective, or other joint proceeding. In that regard, Employee specifically agrees not to file, initiate directly or indirectly, join or participate in any class, collective, or other representative proceeding against Company and its respective directors, officers, agents, representatives and employees. If a class, collective, or other representative proceeding is filed purporting to include Employee, Employee shall promptly take all steps to refrain from opting in or to opt-out and will otherwise exclude him/herself from the proceeding, as applicable. Claims covered by this waiver may not be joined or consolidated with claims of other individuals without the consent of both Company and Employee. Notwithstanding any other clause contained in this Agreement, the preceding Class Action Waiver shall not be severable from this Provision in any case in which the dispute to be arbitrated is brought as a class, collective or representative action. Although an Employee will not be retaliated against, disciplined or threatened with discipline as a result of Employee’s exercising his or her rights under Section 7 of the National Labor Relations Act by the filing of or participation in a class, collective or representative action in any forum, the Company may lawfully seek enforcement of this Provision and the Class Action Waiver under the Federal Arbitration Act and seek dismissal of such class, collective or representative actions or claims. Notwithstanding any other clause contained in this Provision, any claim that all or part of the Class Action Waiver is unenforceable, unconscionable, void or voidable may be determined only by a court of competent jurisdiction and not by an arbitrator.

(g) Each party will pay the fees for his, her or its own attorneys, subject to any remedies to which that party may later be entitled under applicable law. However, in all cases where required by law, the Company will pay the Arbitrator’s and arbitration fees. If under applicable law the Company is not required to pay all of the Arbitrator’s and/or arbitration fees, such fee(s) will be apportioned between the parties by the Arbitrator in accordance with applicable law.

<u>Initials:</u>
Company: ____
Employee: ____

(h) Within thirty (30) days of the close of the arbitration hearing, any party will have the right to prepare, serve on the other party and file with the Arbitrator a brief. The Arbitrator may award any party any remedy to which that party is entitled under applicable law, but such remedies shall be limited to those that would be available to a party in a court of law for the claims presented to and decided by the Arbitrator. The Arbitrator will issue a decision or award in writing, stating the essential findings of fact and conclusions of law. Except as may be permitted or required by law, neither a party nor an Arbitrator may disclose the existence, content, or results of any arbitration hereunder without the prior written consent of all parties. A court of competent jurisdiction shall have the authority to enter a judgment upon the award made pursuant to the arbitration.

(i) **Injunctive Relief.** A party may apply to a court of competent jurisdiction for temporary or preliminary injunctive relief in connection with an arbitrable controversy, but only upon the ground that the award to which that party may be entitled may be rendered ineffectual without such provisional relief.

(j) This Section 15 is the full and complete agreement relating to the formal resolution of employment-related disputes. In the event any portion of this Section 15 is deemed unenforceable and except as set forth in Section 15(f), the remainder of this Agreement will be enforceable.

(k) This Section 15 shall survive the expiration or termination of this Agreement for any reason.

Employee Initials: _________ Company Initials: ________

16. REPRESENTATIONS AND WARRANTIES OF EMPLOYEE

Employee represents that Employee is under no contractual or other restriction inconsistent with the execution of this Agreement, the performance of Employee's duties hereunder, or the rights of Company. Employee represents that Employee is under no disability that prevents Employee from performing the essential functions of Employee's position, with or without reasonable accommodation.

17. LIMITATION ON PAYMENTS

(a) Notwithstanding any other provision of this Agreement, in the event that any payment or benefit received or to be received by the Employee or paid on the Employee's behalf (including any payment or benefit received in connection with a termination of the Employee's employment, whether pursuant to the terms of this Agreement, any other plan, arrangement or agreement or otherwise) (all such payments and benefits, including the payments and benefits under this Section 17, being hereinafter referred to as the "Total Payments") would be subject (in whole or part), to the excise tax imposed under Section 4999 of the Internal Revenue Code of 1986, as amended (the "Code") (or any similar tax that may be imposed by any taxing authority) (such excise tax or similar tax, the "Excise Tax"), then the Total Payments shall be reduced solely to the extent necessary to ensure that no portion of the Total Payments is subject to the Excise Tax but only if (i) the net amount of such Total Payments, as so reduced (and after subtracting the net amount of federal, state and local income or payroll taxes on such reduced Total Payments and after taking into account the phase out of itemized deductions and personal exemptions attributable to such reduced Total Payments) is greater than or equal to (ii) the net amount of such Total Payments without such reduction (but after subtracting the net amount of federal, state and local or payroll income taxes on such Total Payments and the amount of Excise Tax to which the Employee would be subject in respect of such unreduced Total Payments and after taking into account the phase out of itemized deductions and personal exemptions attributable to such unreduced Total Payments). If a reduction is to occur pursuant to this Section 17(a)(i), unless an affirmative election by the Employee is permitted by (such that it would not result in taxation under) Section 409A of the Code, the reduction to the Total Payments shall be implemented in the following order: (i) cash severance payments under this Agreement; (ii) accelerated vesting of any equity-based awards; (iii) non-cash benefits under this Agreement; and any other payments or benefits under this Agreement or otherwise. If no reduction is to occur pursuant to this Section 17(a)(i), the Total Payments shall be delivered and paid to the Employee in full.

<u>Initials:</u>
Company: ____
Employee: ____

(b) For purposes of determining whether and the extent to which the Total Payments will be subject to the Excise Tax, (i) no portion of the Total Payments the receipt or enjoyment of which the Employee shall have waived at such time and in such manner as not to constitute a "payment" within the meaning of Section 280G(b) of the Code shall be taken into account; (ii) no portion of the Total Payments shall be taken into account which, in the written opinion of an independent, nationally recognized accounting firm and/or tax counsel appointed or engaged by the Company with the Employee's prior written consent prior to any change in ownership or control (within the meaning of Treasury Regulations Section 1.280G-1, Q&As 27 - 29) (the "Independent Advisors"), does not constitute a "parachute payment" within the meaning of Section 280G(b)(2) of the Code (including by reason of Section 280G(b)(4)(A) of the Code) and, in calculating the Excise Tax, no portion of such Total Payments shall be taken into account which, in the written opinion of Independent Advisors, constitutes reasonable compensation for services actually rendered, within the meaning of Section 280G(b)(4)(B) of the Code, in excess of the "base amount" (as defined in Section 280G(b)(3) of the Code) allocable to such reasonable compensation; and (iii) the value of any non-cash benefit or any deferred payment or benefit included in the Total Payments shall be determined by the Independent Advisors in accordance with the principles of Sections 280G of the Code. In the event that the Independent Advisors are serving as accountants, auditors or counsel for the individual, entity or group effecting the change in ownership or control (within the meaning of Treasury Regulations Section 1.280G-1, Q&As 27 - 29), the Company shall appoint another nationally recognized accounting firm and/or tax counsel to make the determinations hereunder (which firms shall then be referred to as the "Independent Advisors" hereunder). All determinations hereunder shall be made by the Independent Advisors, who shall provide detailed supporting calculations both to the Company and the Employee at such time as it is requested by the Company or the Employee. The determination of the Independent Advisors shall be final and binding upon the Company and the Employee. The Company shall be responsible for all charges for the Independent Advisors. The Company and the Employee shall promptly deliver to each other copies of any written communications, and summaries of any verbal communications, with any taxing authority regarding the Excise Tax covered by this Section 17.

18. SECTION 409A COMPLIANCE

Payments under this Agreement (the "Payments") shall be designed and operated in such a manner that they are either exempt from the application of, or comply with, the requirements of Section 409A, the Regulations, applicable case law and administrative guidance. All Payments shall be deemed to come from an unfunded plan. Notwithstanding any provision in this Agreement, all Payments subject to Section 409A will not be accelerated in time or schedule. Employee and Company will not be able to change the designated time or form of any Payments subject to Section 409A. In addition, all Severance Payments that are deferred compensation and subject to Section 409A will only be payable upon a "separation from service" (as that term is defined at Section 1.409A-1(h) of the Treasury Regulations) from the Company and from all other corporations and trades or businesses, if any, that would be treated as a single "service recipient" with the Company under Section 1.409A-1(h)(3). All payments hereunder shall be treated as separate payments for purposes of Section 409A. All references in this Agreement to a termination of employment and correlative terms shall be construed to require a "separation from service."

19. EARLY RESOLUTION CONFERENCE

For purposes of obtaining subsequent employment, while employed by Company or during any Severance Pay Period, Employee will (a) give Company written notice at least fifteen (15) days prior to being engaged by any entity or individual, and (b) provide Company with sufficient information about the entity or individual engaging Employee and the services Employee shall perform to enable Company to determine if such engagement would likely lead to a violation of this Agreement, thereby allowing the parties the opportunity to discuss and/or resolve any issues raised by Employee's new engagement.

20. CONFIDENTIALITY

(a) Neither Employee, nor any person acting on behalf of Employee, will disclose any terms of this Agreement to any entity engaged in a business in which Company is engaged (including such business that is in the research, development or implementation stages) or to any customer,

Initials:
Company: ____
Employee: ____

client, affiliate or vendor of Company, unless required to do so to enforce its terms or to the extent required by law.

(b) Employee authorizes the Company to inform any prospective employer of the existence and terms of this Agreement (for purposes of enforcement regarding a potential violation of such terms) without liability for interference with Employee's prospective employment.

(c) This subsection shall not be applied to interfere with Employee's Section 7 rights under the National Labor Relations Act.

21. MISCELLANEOUS

This Agreement contains the entire understanding of the parties with respect to the subject matter hereof for the period defined and, upon its Effective Date, supersedes and nullifies all prior or contemporaneous conversations, negotiations, or agreements (oral or written) regarding the subject matter of this Agreement. To the extent this Agreement has been executed prior to its Effective Date and other agreements are in place as of the date of execution, such other agreements remain in place until the Effective Date has been reached, and the terms of this Agreement shall not be in effect unless and until the Effective Date has been reached. This Agreement may not be modified or amended except in writing signed by Employee and Company and approved by a representative of Company's Legal Department. This Agreement may be executed in counterparts, a counterpart transmitted via electronic means, and all executed counterparts, when taken together, shall constitute sufficient proof of the parties' entry into this Agreement. The parties agree to execute any further or future documents which may be necessary to allow the full performance of this Agreement. The failure of a party to require performance of any provision of this Agreement shall not affect the right of such party to later enforce any provision. A waiver of the breach of any term or condition of this Agreement shall not be deemed a waiver of any subsequent breach of the same or any other term or condition. If any provision of this Agreement shall, for any reason, be held unenforceable, such unenforceability shall not affect the remaining provisions hereof, except as specifically noted in this Agreement, or the application of such provisions to other persons or circumstances, all of which shall be enforced to the greatest extent permitted by law. Company and Employee agree that the restrictions contained in Section 4, 5, 6, and 10, are material terms of this Agreement, reasonable in scope and duration and are necessary to protect Company's Confidential Information, goodwill, specialized training expertise, and legitimate business interests. If any restrictive covenant is held to be unenforceable because of the scope, duration or geographic area, the parties agree that the court or arbitrator may reduce the scope, duration, or geographic area, and in its reduced form, such provision shall be enforceable. Should Employee violate the provisions of Sections 5, or 6, then in addition to all other remedies available to Company, the duration of these covenants shall be extended for the period of time when Employee began such violation until Employee permanently ceases such violation. Employee agrees that no bond will be required if an injunction is sought to enforce any of the covenants previously set forth herein. In the event that Employee's employment continues for any period of time following the end of the Employment Period, unless and until agreed to in a new executed agreement, such employment or continuation thereof is "at-will" and may be terminated at any time by either party. The headings in this Agreement are inserted for convenience of reference only and shall not control the meaning of any provision hereof. Nothing in this Agreement shall be construed to control or modify which entity (among the Company's family of entities) is the Employee's legal employer for purposes of any laws or regulations governing the employment relationship. Employee acknowledges receipt of the iHeartMedia Employee Guide ("Employee Guide"), Code of Conduct and other Company policies (available on the Company's intranet website) and agrees to review and abide by their terms, which along with any other policy referenced in this Agreement may be amended from time to time at Company's discretion. Employee understands that Company policies do not constitute a contract between Employee and Company. Any conflict between such policies and this Agreement shall be resolved in favor of this Agreement.

Upon full execution by all parties, this Agreement shall be effective on the Effective Date in Section 1.

Initials:
Company: ____
Employee: ____

EMPLOYEE:

/s/ Jordan Fasbender______________________ Date: 12/23/2020______________
Jordan Fasbender

COMPANY:

/s/ Paul M. McNicol_______________________ Date: 1/11/2021_______________
Paul M. McNicol
Executive Vice President, General Counsel & Secretary

Initials:
Company: ____
Employee: ____

Exhibit 21: Subsidiaries of Registrant, iHeartMedia, Inc.

Name	State of Incorporation
Austin Tower Company	TX
Broader Media Holdings, LLC	DE
The Black Effect, LLC	DE
iHM Licenses, LLC	DE
Christal Radio Sales, Inc.	DE
Critical Mass Media, Inc.	OH
iHeartCommunications, Inc.	TX
iHeartMedia + Entertainment, Inc.	NV
iHeartMedia Capital I, LLC	DE
iHeartMedia Capital II, LLC	DE
iHeartMedia Management Services, Inc.	TX
iHeart Operations, Inc.	DE
iHM Identity, Inc.	TX
Jelli, LLC	DE
Katz Communications, Inc.	DE
Katz Media Group, Inc.	DE
Katz Millennium Sales & Marketing, Inc.	DE
Katz Net Radio Sales, Inc.	DE
Los Angeles Broadcasting Partners, LLC	DE
M Street Corporation	WA
Premiere Networks, Inc.	DE
Stuff Media, LLC	DE
Tower FM Consortium, LLC	TX
TTWN Media Networks, LLC	MD
TTWN Networks, LLC	DE
Unified Enterprises Corp.	DE
Big Money Players Network, LLC	DE
Voxnest, Inc.	DE
Spreaker, Inc.	DE
BlogTalkRadio, Inc.	DE
Triton Digital, Inc.	DE
Spacial Audio Solutions, LL.C	TX
Ando Media, LLC	DE
IHMES Ventures, LLC	DE

Name	Country of Incorporation
Aircheck India Pvt. Ltd.	India
Media Monitors (M) Sdn. Bhd.	Malaysia
Media Monitors Dominican Republic	Panama
Radio Computing Services (Africa) Pty Ltd.	South Africa
Radio Computing Services (India) Pvt. Ltd.	India
Radio Computing Services (NZ) Ltd.	New Zealand
Radio Computing Services (SEA) Pte Ltd.	Singapore
Radio Computing Services (Thailand) Ltd.	Thailand
Radio Computing Services (UK) Ltd.	United Kingdom
Radio Computing Services Canada Ltd.	Canada
Radio Computing Services of Australia Pty Ltd.	Australia
Radiojar SA	Greece
RCS Europe SARL	France
RCS Radio Computing China, Inc.	China
RCS Works Mena DMCC	Dubai
RCS Technologies Greece	Greece
V-Labs, S.r.L	Italy
Triton Digital Spain, S.L.	Spain
121cast Pty Ltd (dba Omny)	Australia
Spacial (Mauritius) Ltd.	Mauritius
Spacial South Africa (Pty) Ltd.	South Africa
Triton Digital Canada, Inc.	Canada
Triton Digital Canada, Inc. - UK Branch	United Kingdom

Exhibit 23: CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-8 No. 333-231573) pertaining to the 2019 Incentive Equity Plan of iHeartMedia

(2) Registration Statement (Form S-8 No. 333-255494) pertaining to the 2021 Long-Term Incentive Award Plan of iHeartMedia, Inc.

of our reports dated February 23, 2022, with respect to the consolidated financial statements and schedule of iHeartMedia, Inc., and the effectiveness of internal control over financial reporting of iHeartMedia, Inc., included in this Annual Report (Form 10-K) for the year ended December 31, 2021.

/s/ Ernst & Young LLP
San Antonio, Texas
February 23, 2022

EXHIBIT 31.1 - CERTIFICATION PURSUANT TO RULES 13A-14(A) AND 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert W. Pittman, certify that:

1. I have reviewed this Annual Report on Form 10-K of iHeartMedia, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2022

/s/ Robert W. Pittman
Robert W. Pittman
Chairman and Chief Executive Officer

EXHIBIT 31.2 - CERTIFICATION PURSUANT TO RULES 13A-14(A) AND 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard J. Bressler, certify that:

1. I have reviewed this Annual Report on Form 10-K of iHeartMedia, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2022

/s/ Richard J. Bressler
Richard J. Bressler
President and Chief Financial Officer

EXHIBIT 32.1 – CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is provided pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and accompanies the Annual Report on Form 10-K for the year ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-K") of iHeartMedia, Inc. (the "Company"). The undersigned hereby certifies that to his knowledge, the Form 10-K fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 23, 2022

By:	/s/ Robert W. Pittman
Name:	Robert W. Pittman
Title:	Chairman and Chief Executive Officer

EXHIBIT 32.2 – CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is provided pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and accompanies the Annual Report on Form 10-K for the year ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-K") of iHeartMedia, Inc. (the "Company"). The undersigned hereby certifies that to his knowledge, the Form 10-K fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 23, 2022

By:	/s/ Richard J. Bressler
Name:	Richard J. Bressler
Title:	President and Chief Financial Officer