

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 4, 2026

IHEARTMEDIA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38987
(Commission
File Number)

26-0241222
(I.R.S. Employer
Identification No.)

**20880 Stone Oak Parkway
San Antonio, Texas 78258**
(Address of principal executive offices)

Registrant's telephone number, including area code: **(210) 253-5000**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

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, \$0.001 par value per share	IHRT	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- 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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 4, 2026, iHeartMedia, Inc. (the “Company”) held its 2026 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved the second amendment (the “Amendment”) to the Company’s 2021 Long-Term Incentive Award Plan (the “2021 Plan”). The Amendment was adopted by the Board of Directors (the “Board”) on April 7, 2026, and became effective upon stockholder approval at the Annual Meeting.

The Amendment amends the 2021 Plan and makes the following material changes to the 2021 Plan (as amended, the “Amended Plan”):

- (i) Increases the number of shares of the Company’s Class A common stock available for issuance by 13,000,000 shares, such that an aggregate of 32,000,000 shares of the Company’s Class A common stock are reserved for issuance under the Amended Plan;
- (ii) Increases the number of shares of the Company’s Class A common stock that may be granted as incentive stock options under the Amended Plan by 13,000,000 shares, such that an aggregate of 32,000,000 shares of the Company’s Class A common stock may be granted as incentive stock options under the Amended Plan; and
- (iii) Extends the right to grant awards under the Amended Plan through June 4, 2036; provided that incentive stock options may not be granted under the Amended Plan after April 7, 2036.

The terms and conditions of the Amended Plan are described in the section entitled “Proposal Four – Approval of the Second Amendment to the iHeartMedia, Inc. 2021 Long-Term Incentive Award Plan” in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 17, 2026. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

As noted above, the Annual Meeting was held on June 4, 2026. A total of 108,420,096 shares of the Company’s Class A common stock were present electronically or represented by proxy at Annual Meeting, representing approximately 83.39% of the 130,004,255 shares of Class A common stock that were outstanding and entitled to vote at the Annual Meeting. The following are the voting results on proposals considered and voted upon at the Annual Meeting, all of which were described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 17, 2026.

Proposal 1 - Election of Robert W. Pittman, James A. Rasulo, Richard J. Bressler, Samuel E. Englehardt, Robert Millard, Cheryl Mills, Graciela Monteagudo and Kamakshi Sivaramakrishnan to the Company’s Board of Directors, each for a one-year term ending at the Company’s 2027 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

NOMINEE	Votes FOR	Votes WITHHELD	Broker Non-Votes
Robert W. Pittman	98,198,349	1,264,361	8,957,386
James A. Rasulo	90,172,403	9,290,307	8,957,386
Richard J. Bressler	98,272,353	1,190,357	8,957,386
Samuel E. Englehardt	92,222,506	7,240,204	8,957,386
Robert Millard	92,249,273	7,213,437	8,957,386
Cheryl Mills	91,757,728	7,704,982	8,957,386
Graciela Monteagudo	98,223,356	1,239,354	8,957,386
Kamakshi Sivaramakrishnan	98,231,980	1,230,730	8,957,386

Proposal 2 - Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
105,605,578	2,064,752	749,766	0

Proposal 3 - Approval, on an advisory (non-binding) basis, of the compensation of the Company's named executive officers.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
83,318,864	15,393,581	750,265	8,957,386

Proposal 4 - Approval of the second amendment to the iHeartMedia, Inc. 2021 Long-Term Incentive Award Plan.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
94,485,819	4,225,053	751,838	8,957,386

Based on the foregoing votes, Robert W. Pittman, James A. Rasulo, Richard J. Bressler, Samuel E. Englehardt, Robert Millard, Cheryl Mills, Graciela Monteagudo and Kamakshi Sivaramakrishnan were elected as directors, the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026 was ratified, and Proposals 3 and 4 were approved.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
10.1	Second Amendment to the iHeartMedia, Inc. 2021 Long-Term Incentive Award Plan, effective June 4, 2026.
104	Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IHEARTMEDIA, INC.

Date: June 4, 2026

By: /s/ David Hillman
David Hillman
Executive Vice President, Chief Legal Officer and Secretary

**SECOND AMENDMENT TO THE
IHEARTMEDIA, INC. 2021 LONG-TERM INCENTIVE AWARD PLAN**

THIS SECOND AMENDMENT TO the IHEARTMEDIA, INC. 2021 LONG-TERM INCENTIVE AWARD PLAN (this “Amendment”) is made and adopted by iHeartMedia, Inc., a Delaware corporation (the “Company”). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan (as defined below).

RECITALS

WHEREAS, the Company maintains the iHeartMedia, Inc. 2021 Long-Term Incentive Award Plan (as amended from time to time, the “Plan”);

WHEREAS, the Board of Directors of the Company (the “Board”) has delegated authority to its Compensation Committee to serve as the “Administrator” of the Plan (as defined in and within the meaning of the Plan) and, pursuant to Section 3.2 of the Plan, the Board may re-vest in itself the authority to serve as the Administrator of the Plan at any time;

WHEREAS, pursuant to Section 10.4 of the Plan, the Plan may be amended by the Administrator at any time and for any reason, subject to the terms of the Plan; and

WHEREAS, the Board has adopted this Amendment, subject to approval by the stockholders of the Company within twelve months following the date of such action.

NOW, THEREFORE, in consideration of the foregoing, the Company hereby amends the Plan as follows, effective upon, and subject to, approval by the stockholders of the Company within twelve months following the date of Board adoption of this Amendment:

1. Section 4.3 of the Plan is hereby amended and restated in its entirety to read as follows:

“4.3 Incentive Stock Option Limitations. Notwithstanding anything to the contrary herein, no more than 32,000,000 Shares may be issued pursuant to the exercise of Incentive Stock Options.”

2. Section 10.3 of the Plan is hereby amended and restated in its entirety to read as follows:

“10.3 Effective Date and Term of Plan. Unless earlier terminated by the Board, the Plan will become effective on the date the Company’s stockholders approve the Plan and will remain in effect until the tenth anniversary of June 4, 2026, but Awards previously granted may extend beyond that date in accordance with the Plan. Notwithstanding anything to the contrary in the Plan, an Incentive Stock Option may not be granted under the Plan after 10 years from April 7, 2026.”

3. Section 10.7 of the Plan is hereby amended and restated in its entirety to read as follows:

“10.7 Limitations on Liability. Notwithstanding any other provisions of the Plan, and to the fullest extent permitted by Applicable Laws and the Company’s certificate of incorporation and bylaws, (a) no individual acting as a director, officer, other employee or agent of the Company or any Subsidiary will be liable to any Participant, former Participant, spouse, beneficiary, or any other person for any claim, loss, liability, or expense incurred in connection with the Plan or any Award, and such individual will not be personally liable with respect to the Plan because of any contract or other instrument executed in his or her capacity as an Administrator, director, officer, other employee or agent of the Company or any Subsidiary, and (b) the Company will indemnify and hold harmless each director, officer, other employee and agent of the Company or any Subsidiary that has been or will be granted or delegated any duty or power relating to the Plan’s administration or interpretation, against any cost or expense (including attorneys’ fees) or liability (including any sum paid in settlement of a claim with the Administrator’s approval) arising from any act or omission concerning this Plan unless arising from such person’s own fraud or bad faith.”

4. Section 10.15 of the Plan is hereby amended and restated in its entirety to read as follows:

“10.15 Conformity to Laws. Participant acknowledges that the Plan is intended to conform to the extent necessary with Applicable Laws. Notwithstanding anything herein to the contrary, the Plan and all Awards will be administered only in conformance with Applicable Laws. To the extent Applicable Laws permit, the Plan and all Award Agreements will be deemed amended as necessary to conform to Applicable Laws.”

5. Section 11.2 of the Plan is hereby amended and restated in its entirety to read as follows:

“11.2 “**Applicable Laws**” means any applicable law, including without limitation: (a) provisions of the Code, the Securities Act, the Exchange Act and any rules or regulations thereunder; (b) corporate, securities, tax or other laws, statutes, rules, requirements or regulations, whether U.S. or non-U.S. federal, state or local; and (c) rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded.”

6. Section 11.26 of the Plan is hereby amended and restated in its entirety to read as follows:

“11.26 “**Overall Share Limit**” means the sum of (a) 32,000,000 Shares and (b) Shares which, as of the original effective date of the Plan (the “**Effective Date**”), are subject to Prior Plan Awards which, on or following such date, become available for issuance under the Plan pursuant to Article IV (which aggregate number added to the Overall Share Limit shall not exceed 10,743,222 Shares).”

7. Effective as of the date on which the Company’s stockholders approve this Amendment, this Amendment shall be and is hereby incorporated in and forms a part of the Plan; provided that the Amendment is approved by the stockholders of the Company within twelve (12) months of the date hereof.

8. Except as expressly provided herein, all other terms and provisions of the Plan shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, I hereby certify that this Amendment was duly adopted by the Board of Directors of iHeartMedia, Inc. on April 7, 2026 and was approved by the stockholders of iHeartMedia, Inc. on June 4, 2026.

iHeartMedia, Inc.

By: /s/ David Hillman
David Hillman
Executive Vice President, Chief Legal Officer and Secretary

Date: June 4, 2026