

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Englehardt Samuel Eli</b>  (Last) (First) (Middle) <b>20880 STONE OAK PARKWAY</b> (Street) <b>SAN ANTONIO, TX 78258</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>iHeartMedia, Inc. [ IHRT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>6/5/2024</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.001 per share	6/5/2024		A		145,631 (1)	A	\$1.03	266,135	D	
Class A Common Stock, par value \$0.001 per share	6/5/2024		A		145,631 (2)	A	\$0	411,766	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents deferred stock units ("DSUs") in lieu of cash compensation. Each DSU represents a contingent right to receive one share of Class A Common Stock. The DSUs are fully vested as to one-quarter and shall vest as to one-quarter on each of June 30, 2024, September 30, 2024 and December 31, 2024. Settlement of the DSUs has been deferred until within 45 days of the earliest to occur of (i) the Reporting Person's separation from service, (ii) a change in control, (iii) the Reporting Person's death, or (iv) the Reporting Person's disability.
- (2) Represents DSUs. Each DSU represents a contingent right to receive one share of Class A Common Stock. The DSUs shall vest in full on the earlier of June 5, 2025 or the Company's 2025 annual meeting of stockholders. Settlement of the DSUs has been deferred until within 45 days of the earliest to occur of (i) the Reporting Person's separation from service, (ii) a change in control, (iii) the Reporting Person's death, or (iv) the Reporting Person's disability.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Englehardt Samuel Eli 20880 STONE OAK PARKWAY SAN ANTONIO, TX 78258	X			

Signatures

/s/ Jordan R. Fasbender, as Attorney-in-Fact for Samuel E. Englehardt

6/7/2024

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.