

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A  
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
**October 1, 1998**

**LAMAR ADVERTISING COMPANY**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-20833**  
(Commission File  
Number)

**72-1205791**  
(IRS Employer  
Identification No.)

**5551 Corporate Boulevard, Baton Rouge, Louisiana 70808**  
(Address of principal executive offices and zip code)

**(225) 926-1000**  
(Registrant's telephone number, including area code)

**Item 5. Other Events.**

On October 1, 1998, Lamar Advertising Company (the “Company”) acquired all of the outstanding capital stock of Outdoor Communications, Inc. (“OCI”), for a purchase price of approximately \$385 million, consisting of approximately \$235 million of cash, the assumption of approximately \$105 million of debt and the issuance of approximately \$45 million of notes to former OCI shareholders. The completion of this acquisition was reported on a Form 8-K filed on October 15, 1998.

In order to update the financial statements filed on a Form 8-K/A on October 19, 1998, the Company is filing this report to provide updated historical financial statements and related notes for OCI as well as to include updated pro forma financial information of the Company giving effect to the acquisition.

**Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits.**

(a) Financial Statements.

Unaudited condensed consolidated balance sheets of OCI as of September 30, 1998 and June 30, 1998 and unaudited condensed consolidated statements of operations and cash flows for the three-month periods ended September 30, 1998 and 1997, are filed herewith as Exhibit 99.1.

(b) *Pro Forma* Financial Statements.

Unaudited *pro forma* condensed consolidated balance sheet as of September 30, 1998, and unaudited pro forma condensed consolidated statements of loss of the Company giving effect to the OCI acquisition for the year ended December 31, 1998, and the nine months ended September 30, 1998, are filed herewith as Exhibit 99.2.

(c) Exhibits.

99.1 Unaudited condensed consolidated balance sheets of OCI as of September 30, 1998 and June 30, 1998 and unaudited condensed consolidated statements of operations and cash flow for the three-month periods ended September 30, 1998 and 1997. Filed herewith.

99.2 Unaudited *pro forma* condensed consolidated balance sheet as of September 30, 1998 and statements of loss of the Company giving effect to the OCI acquisition for the year ended December 31, 1998 and the nine months ended September 30, 1998. Filed herewith.

**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.

Date: June 7, 1999

**LAMAR ADVERTISING COMPANY**

By: \_\_\_\_\_

Keith A. Istre  
Treasurer and Chief Financial Officer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Unaudited condensed consolidated balance sheets of OCI as of September 30, 1998 and June 30, 1998, and unaudited condensed consolidated statement of operations, and cash flow for the three-month period ended September 30, 1998 and 1997. Filed herewith.
99.2	Unaudited <i>pro forma</i> condensed consolidated balance sheet as of September 30, 1998 and statements of loss of the Company giving effect to the OCI acquisition for the year ended December 31, 1998 and the nine months ended September 30, 1998. Filed herewith.

OUTDOOR COMMUNICATIONS, INC.  
AND SUBSIDIARIES  
Unaudited Condensed Consolidated Financial Statements  
September 30, 1998

OUTDOOR COMMUNICATIONS, INC.  
AND SUBSIDIARIES  
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	September 30, 1998	June 30, 1998
<u>ASSETS</u>		
Cash and cash equivalents	\$ 512	\$ 1,542
Trade receivables, net	7,083	6,660
Prepaid expenses	2,028	2,094
Other current assets	<u>872</u>	<u>849</u>
Total current assets	<u>10,495</u>	<u>11,145</u>
Property, plant and equipment	90,337	87,363
Less accumulated depreciation and amortization	<u>(27,405)</u>	<u>(25,616)</u>
Net property, plant and equipment	<u>62,932</u>	<u>61,747</u>
Intangible assets	85,837	86,800
Other assets	<u>302</u>	<u>529</u>
Total assets	<u>159,566</u>	<u>160,221</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Trade accounts payable	559	1,121
Accrued expenses	3,161	5,868
Deferred income	<u>358</u>	<u>318</u>
Total current liabilities	4,078	7,307
Long-term debt	147,000	143,100
Preferred interests of a subsidiary	5,484	5,484
Deferred tax liability	<u>2,029</u>	<u>1,606</u>
Total liabilities	<u>158,591</u>	<u>157,497</u>

(continued)

OUTDOOR COMMUNICATIONS, INC.  
AND SUBSIDIARIES  
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS, CONTINUED  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	September 30, <u>1998</u>	June 30, <u>1998</u>
Stockholders' Equity:		
Series A preferred stock, \$.01 par value authorized 300,000 shares; 186,220.93 shares issued and outstanding at September 30, 1998, and June 30, 1998 (Aggregate liquidation preference of \$20,019) Undesignated preferred stock \$.01 par value. Authorized 4,700,000 shares; none issued and outstanding	\$ 2	\$ 2
Class A common stock, \$.01 par value, authorized 10,000 shares; issued and outstanding 8,417.72 shares	--	--
Class B common stock, \$.01 par value, authorized 10,000 shares; issued and outstanding 3,689.28 shares	--	--
Additional paid-in capital	22,624	22,624
Accumulated deficit	<u>(21,651)</u>	<u>(19,902)</u>
Stockholders' equity	<u>975</u>	<u>2,724</u>
Total liabilities and stockholders' equity	<u>\$159,566</u>	<u>\$160,221</u>

OUTDOOR COMMUNICATIONS, INC.  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	Three Months Ended	
	September 30,	
	1998	1997
Net revenues	\$ <u>15,649</u>	\$ <u>13,472</u>
Operating expenses:		
Direct advertising expenses	5,246	4,349
Selling, general and administrative expenses	4,837	3,600
Depreciation and amortization	<u>3,748</u>	<u>3,182</u>
	<u>13,831</u>	<u>11,131</u>
Operating income	<u>1,818</u>	<u>2,341</u>
Non-operating (income) expense:		
Interest expense	3,419	3,051
Other expenses (income)	<u>( 257 )</u>	<u>145</u>
	<u>3,162</u>	<u>3,196</u>
Loss before income taxes	(1,344)	( 855)
Income tax expense	<u>405</u>	<u>1,193</u>
Net loss before extraordinary item	(1,749)	2,048
Extraordinary loss from early extinguishment of debt, net of income tax benefit of 1,711	<u>                    </u>	<u>(2,676)</u>
Net loss	\$ <u>(1,749)</u>	\$ <u>(4,724)</u>

OUTDOOR COMMUNICATIONS, INC.  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
(IN THOUSANDS)

	<u>Three Months Ended</u> <u>September 30, 1998</u>	<u>Three Months Ended</u> <u>September 30, 1997</u>
<u>NET CASH PROVIDED BY (USED IN)</u>		
<u>OPERATING ACTIVITIES</u>	\$ (1,942)	\$ 2,687
 <u>CASH FLOWS FROM INVESTING ACTIVITIES:</u>		
Capital expenditures	(2,988)	(2,796)
Other	<u>    --</u>	<u>    28</u>
Net cash used in investing activities	(2,988)	(2,768)
 <u>CASH FLOWS FROM FINANCING ACTIVITIES:</u>		
Debt issuance costs	--	( 5,336)
Principal payments on long-term debt	--	(115,650)
Proceeds from issuance of long-term debt	3,900	16,650
Proceeds from note offering	<u>    --</u>	<u>105,000</u>
Net cash provided by financing activities	3,900	664
 Net increase (decrease) in cash and cash equivalents	(1,030)	583
 Cash and cash equivalents at beginning of period	<u>1,542</u>	<u>1,713</u>
 Cash and cash equivalents at end of period	<u>    512</u>	<u>2,296</u>
 <u>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</u>		
Cash paid for interest	\$ <u>6,051</u>	\$ <u>2,570</u>
Cash paid for state and federal income taxes	\$ <u>    11</u>	\$ <u>    187</u>
 <u>SUPPLEMENTAL NON-CASH FINANCING ACTIVITIES:</u>		
Preferred stock issued in exchange for subordinated debt including accrued interest of \$1,332	\$ <u>    --</u>	\$ <u>18,622</u>
Preferred interests issued in exchange for subordinated debt including accrued interest of \$348	\$ <u>    --</u>	\$ <u>5,484</u>

OUTDOOR COMMUNICATIONS, INC.  
AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Outdoor Communications, Inc. (the Company) have been prepared in conformity with generally accepted accounting principles and with the instructions for Form 10-Q and Rule 10-01 of Regulation S-X as they apply to interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. All significant intercompany transactions have been eliminated in consolidation. The consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1998. The Company is a holding company with no assets or operations other than its investment in its subsidiaries.

In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of financial position and results of operations have been included. The operating results for interim periods are not necessarily indicative of the results to be expected for the full fiscal year.

Earnings Per Share

An earnings per share calculation has not been presented because the Company is closely held by a private investor group and, accordingly, earnings per share is not required or meaningful.

Subsequent Events

On August 10, 1998, the Company entered into a Stock Purchase Agreement, pursuant to which Lamar Advertising Company will acquire 100% of the Company's outstanding stock for \$385 million which includes the assumption of debt. The acquisition was consummated on October 1, 1998.