

WESTWOOD ONE INC /DE/

Form 8-K

August 09, 2006

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**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): August 7, 2006**  
**WESTWOOD ONE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

**001-14691**

**95-3980449**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**40 West 57<sup>th</sup> Street, 5<sup>th</sup> Floor**  
**New York, NY**

**10019**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(212) 641-2000**

(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 (see General Instruction A.2. below):

- 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))
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**Section 2 Financial Information**

Item 2.02 Results of Operations and Financial Condition.

On August 9, 2006, Westwood One, Inc. (the Company ) issued a press release announcing earnings for the second quarter ended June 30, 2006. A copy of such press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein in its entirety.

**Section 8 Other Events**

Item 8.01 Other Events.

On August 7, 2006, the Company s Board declared a cash dividend of ten cents (\$0.10) per share on issued and outstanding shares of the Company s common stock and a cash dividend of eight cents (\$0.08) per share on issued and outstanding shares of the Company s Class B stock, such dividends to be paid on September 15, 2006 to stockholders of record at the close of business on August 21, 2006. A copy of the press release announcing the cash dividend on the Company s common stock is furnished herewith as Exhibit 99.1 and is incorporated by reference herein in its entirety.

**Section 9 Financial Statements and Exhibits**

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following is a list of the exhibits filed as a part of this Form 8-K:

Exhibit

Exhibit No.	Description of Exhibit
99.1	Press Release, dated August 9, 2006, announcing earnings for the second quarter ended June 30, 2006 and the declaration of a cash dividend on the Company s common stock.

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**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.

**WESTWOOD ONE, INC.**

Date: August 9, 2006

By: /s/ David Hillman

Name: David Hillman  
Title: EVP, Business Affairs,  
General Counsel and  
Secretary

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EXHIBIT INDEX  
Current Report on Form 8-K  
dated August 7, 2006  
Westwood One, Inc.

Exhibit No.	Description of Exhibit
99.1	Press Release, dated August 9, 2006, announcing earnings for the second quarter ended June 30, 2006 and the declaration of a cash dividend on the Company's common stock.