

WESTWOOD ONE INC /DE/

Form 8-K

November 03, 2005

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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): November 2, 2005
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 57th Street, 5th 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 November 3, 2005, Westwood One, Inc. (the Company) issued a press release announcing earnings for the third quarter ended September 30, 2005. 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 November 2, 2005, the Company s Board of Directors 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 November 30, 2005 to stockholders of record at the close of business on November 18, 2005. 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.

(c) Exhibits.

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

Exhibit

| No. | Description of Exhibit |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press Release, dated November 3, 2005, announcing earnings for the third quarter ended September 30, 2005 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 and 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: November 3, 2005

By: /s/ David Hillman
Name: David Hillman
Title: Senior Vice President, General
Counsel and Secretary

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EXHIBIT INDEX
Current Report on Form 8-K
dated November 2, 2005
Westwood One, Inc.

Exhibit

| No. | Description of Exhibit |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press Release, dated November 3, 2005, announcing earnings for the third quarter ended September 30, 2005 and the declaration of a cash dividend on the Company's common stock. |