

WESTWOOD ONE INC /DE/

Form 8-K

December 23, 2005

**Table of Contents**

**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): December 23, 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 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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**TABLE OF CONTENTS**

Item 1.01 Entry into a Material Definitive Agreement.

Item 9.01 Financial Statements and Exhibits.

**SIGNATURES**

**EX-99.1: FORM RESTRICTED STOCK UNIT AGREEMENT**

**EX-99.2: FORM RESTRICTED STOCK AGREEMENT**

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**Table of Contents**

**Section 1 Registrant's Business and Operations**

Item 1.01 Entry into a Material Definitive Agreement.

The Compensation Committee of the Board of Directors of Westwood One, Inc. (the Company) has approved the Company's (i) form restricted stock unit agreement and (ii) form restricted stock agreement, to be utilized by the Company for grants to non-Director participants in accordance with the terms of the Company's 2005 Equity Compensation Plan (Equity Plan).

A copy of the Company's form Restricted Stock Unit Agreement for non-Director participants is furnished herewith as Exhibit 99.1 and is incorporated by reference herein in its entirety. A copy of the Company's form Restricted Stock Agreement for non-Director participants is furnished herewith as Exhibit 99.2 and is incorporated by reference herein in its entirety. A copy of the Company's Equity Plan was previously filed with the SEC as Exhibit 10.2 to the Company's 8-K on May 25, 2005.

**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

| No.  | Description of Exhibit   |
|------|--|
| 99.1 | Form Restricted Stock Unit Agreement under the Westwood One, Inc. 2005 Equity Compensation Plan for non-Director participants. |
| 99.2 | Form Restricted Stock Agreement under the Westwood One, Inc. 2005 Equity Compensation Plan for non-Director participants.      |

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**Table of Contents**

**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: December 23, 2005

By: /s/ David Hillman

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

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**Table of Contents**

EXHIBIT INDEX  
Current Report on Form 8-K  
dated December 23, 2005  
Westwood One, Inc.

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| 99.2           | Form Restricted Stock Agreement under the Westwood One, Inc. 2005 Equity Compensation Plan for non-Director participants.      |