

WESTWOOD ONE INC /DE/

Form 8-K

February 24, 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): February 22, 2006  
WESTWOOD ONE, INC.  
(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>001-14691</b>	<b>95-3980449</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>40 West 57<sup>th</sup> Street, 5<sup>th</sup> Floor New York, NY</b>		<b>10019</b>
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code: <b>(212) 641-2000</b>		

(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 February 24, 2006, Westwood One, Inc. (the Company ) issued a press release announcing earnings for the full year and fourth quarter ended December 31, 2005. A copy of such press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein in its entirety.

**Section 5 Corporate Governance and Management**

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On February 22, 2006, Farid Suleman, a director of the Company, notified the Company of his resignation as a director of the Company, effective as of February 22, 2006.

**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 Press Release, dated February 24, 2006, announcing earnings for the full year and fourth quarter ended December 31, 2005.

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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: February 24, 2006

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 February 22, 2006  
Westwood One, Inc.

Exhibit No.	Description of Exhibit
99.1	Press Release, dated February 24, 2006, announcing earnings for the full year and fourth quarter ended December 31, 2005.