

SECURITIES AND EXCHANGE COMMISSION

FORM 10-C

Form filed by an issuer whose securities are quoted on the Nasdaq interdealer quotation system. This form is used to report any change that exceeds five percent in the number of shares of the class outstanding and any change in the name of the issuer.

Filing Date: **1994-03-18** | Period of Report: **1994-03-03**
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FILER

WESTWOOD ONE INC /DE/

CIK: **771950** | IRS No.: **953980449** | State of Incorpor.: **DE** | Fiscal Year End: **1130**
Type: **10-C** | Act: **34** | File No.: **000-13020** | Film No.: **94516851**
SIC: **7900** Amusement & recreation services

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-C
REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ
INTERDEALER QUOTATION SYSTEM

Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 and
Rule 13a-17 or 15d-17 thereunder

WESTWOOD ONE, INC.

(Exact name of issuer as specified in charter)

9540 Washington Boulevard, Culver City, California 90232

(Address of principal executive offices)

Issuer's telephone number, including area code: (310) 204-5000

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the number of shares outstanding:

1. Title of security: Common Stock, \$.01 par value
2. Number of shares outstanding before the change: 26,110,430
3. Number of shares outstanding after the change: 30,023,652
4. Effective date of change: March 3, 1994
5. Method of change: Conversion of convertible debentures

Give brief description of transaction:

Conversion of 9% Convertible Senior Subordinated Debentures Due 2002.

Date: March 18, 1994

/s/ FARID SULEMAN

Farid Suleman
Chief Financial Officer