

Liberty Media Corp
Form SC 13G/A
February 14, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO § 240.13d-2

(Amendment No. 2)

LIBERTY MEDIA CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

530322106

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No. **530322106**

Page 2 of 16 Pages

1 NAME OF REPORTING PERSON

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7 5,300,000
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 NONE
 SHARED DISPOSITIVE POWER

WITH

9 5,300,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,300,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not Applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.1%
TYPE OF REPORTING PERSON

IN

CUSIP No. 530322106

Page 3 of 16 Pages

1 NAME OF REPORTING PERSON

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7 5,300,000
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 NONE
 SHARED DISPOSITIVE POWER

WITH

9 5,300,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,300,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.1%
TYPE OF REPORTING PERSON

HC, CO

CUSIP No. 530322106

Page 4 of 16 Pages

1 NAME OF REPORTING PERSON

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 2,677,660
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 2,677,660
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,677,660

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.6%
TYPE OF REPORTING PERSON

IC, CO

CUSIP No. 530322106

Page 5 of 16 Pages

1 NAME OF REPORTING PERSON

GEICO Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 2,677,660
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 2,677,660
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,677,660

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.6%
TYPE OF REPORTING PERSON

HC, CO

CUSIP No. 530322106

Page 6 of 16 Pages

1 NAME OF REPORTING PERSON

2 Government Employees Insurance Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,677,660
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 NONE
SHARED DISPOSITIVE POWER

WITH

9 2,677,660
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,677,660

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.6%
TYPE OF REPORTING PERSON

IC, CO

CUSIP No. 530322106

Page 7 of 16 Pages

1 NAME OF REPORTING PERSON

2 FlightSafety International Inc. Retirement Income Plan
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 270,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 270,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Fruit of the Loom Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Kentucky

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 439,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 NONE
SHARED DISPOSITIVE POWER

WITH

9 439,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

439,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.4%
TYPE OF REPORTING PERSON

EP

CUSIP No. 530322106

Page 9 of 16 Pages

1 NAME OF REPORTING PERSON

2 GEICO Corporation Pension Plan Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7 975,000
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 NONE
 SHARED DISPOSITIVE POWER

WITH

9 975,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

975,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.9%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Johns Manville Corporation Master Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Colorado

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 NONE
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 816,000
 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8 NONE
 SHARED DISPOSITIVE POWER

9 816,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.8%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

BNSF Master Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7 122,340
 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 8 NONE
 SHARED DISPOSITIVE POWER

WITH

9 122,340
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

122,340

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

EP

CUSIP No. **530322106**

Page 12 of 16 Pages

1 NAME OF REPORTING PERSON

R. Ted Weschler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 285,834
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 285,834
8 SHARED DISPOSITIVE POWER

WITH

9 8,277
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

294,111

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not Applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%
TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

Item 1.

(a) Name of Issuer

LIBERTY MEDIA CORPORATION

(b) Address of Issuer s Principal Executive Offices

12300 Liberty Boulevard, Englewood, CO 80112

Item 2(a). Name of Person Filing:

Item 2(b). Address of Principal Business Office:

Item 2(c). Citizenship:

| | |
|--|-------------------------|
| Warren E. Buffett | Berkshire Hathaway Inc. |
| 3555 Farnam Street | 3555 Farnam Street |
| Omaha, Nebraska 68131 | Omaha, Nebraska 68131 |
| United States Citizen | Delaware corporation |
| National Indemnity Company | GEICO Corporation |
| 3024 Harney Street | One GEICO Plaza |
| Omaha, Nebraska 68131 | Washington, DC 20076 |
| Nebraska corporation | Delaware Corporation |
| Government Employees Insurance Company | |
| One GEICO Plaza | |
| Washington, DC 20076 | |
| Maryland Corporation | |

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| | |
|---|--|
| FlightSafety International Inc. Retirement Income Plan | Fruit of the Loom Pension Trust |
| c/o FlightSafety International Inc. | c/o Fruit of the Loom |
| LaGuardia Airport | 1 Fruit of the Loom Drive |
| Flushing, NY 11371 | Bowling Green, KY 42102 |
| New York | Kentucky |
| GEICO Corporation Pension Plan Trust | Johns Manville Corporation Master Pension Trust |
| c/o GEICO Corporation | c/o Johns Manville Corporation |
| 1 Geico Plaza | 717 17 th Street |
| Washington, DC 20076 | Denver, CO 80202 |
| Maryland | Colorado |
| BNSF Master Retirement Trust | R. Ted Weschler |
| c/o BNSF Railway | 404 East Main Street |
| 2650 Lou Menk Drive | Charlottesville, VA 22902 |
| Fort Worth, TX 76131 | United States Citizen |
| Texas | |

(d) Title of Class of Securities

Class A Common Stock

(e) CUSIP Number

530322106

Item 3. If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc. and GEICO Corporation are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company and Government Employees Insurance Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

BNSF Master Retirement Trust, FlightSafety International Inc. Retirement Income Plan, Fruit of the Loom Pension Trust, GEICO Corporation Pension Plan Trust and Johns Manville Corporation Master Pension Trust are each an Employee Benefit Plan in accordance with § 240.13d-1(b)(1)(ii)(F).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially Owned

See the Cover Pages for each of the Reporting Persons.

(b) Percent of Class

See the Cover Pages for each of the Reporting Persons.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition of

(iv) shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 14th day of February, 2014

/s/ Warren E. Buffett

Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett

Warren E. Buffett

Chairman of the Board

NATIONAL INDEMNITY COMPANY,
GEICO

CORPORATION, GOVERNMENT
EMPLOYEES INSURANCE COMPANY,
FLIGHTSAFETY INTERNATIONAL INC.
RETIREMENT INCOME PLAN, FRUIT OF
THE LOOM PENSION TRUST, GEICO
CORPORATION PENSION PLAN TRUST,
JOHNS MANVILLE CORPORATION
MASTER PENSION TRUST and BNSF
MASTER RETIREMENT TRUST.

By: /s/ Warren E. Buffett

Warren E. Buffett

Attorney-in-Fact

By: /s/ R. Ted Weschler

R. Ted Weschler

SCHEDULE 13G

EXHIBIT A

RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

Government Employees Insurance Company

EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)

BNSF Master Retirement Trust

FlightSafety International Inc. Retirement Income Plan

Fruit of the Loom Pension Trust

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

OTHER MEMBER OF FILING GROUP

R. Ted Weschler

SCHEDULE 13G

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Class A Common Stock of Liberty Media Corporation may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 14, 2014

/S/ Warren E. Buffett
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: February 14, 2014

/S/ Warren E. Buffett
By: Warren E. Buffett
Title: Chairman of the Board
National Indemnity Company

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Chairman of the Board
GEICO Corporation

Dated: February 14, 2014

/S/ Michael H. Campbell
By: Michael H. Campbell
Title: Vice President
Government Employees Insurance Company

Dated: February 14, 2014

/S/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President

FlightSafety International Inc. Retirement Income Plan

Dated: February 14, 2014

/S/ Bruce Whitman
By: Bruce Whitman
Title: President and Chief Executive Officer,
FlightSafety International, Inc.
Fruit of the Loom Pension Trust

Dated: February 14, 2014

/S/ Rick Medlin
By: Rick Medlin
President and Chief Executive Officer, Fruit of the
Title: Loom
GEICO Corporation Pension Plan Trust

Dated: February 14, 2014

/S/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President, GEICO Corporation
Johns Manville Corporation Master Pension Plan

Dated: February 14, 2014

/S/ Mary Rhinehart
By: Mary Rhinehart
Title: President and Chief Executive Officer
Johns Manville Corporation
BNSF Master Retirement Trust

Dated: February 14, 2014

/S/ Julie Piggott
By: Julie Piggott
Title: Vice President, Burlington Northern Santa Fe, LLC

Dated: February 14, 2014

/s/ R. Ted Weschler
R. Ted Weschler