

Warner Music Group Corp.  
Form 8-K  
March 16, 2012

**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): March 16, 2012

**Warner Music Group Corp.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32502**  
(Commission  
File Number)

**13-4271875**  
(IRS Employer  
Identification No.)

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**75 Rockefeller Plaza, New York, New York**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (212) 275-2000**

**10019**  
**(Zip Code)**

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:

- ..  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))

**Item 8.01. Other Events.**

On March 16, 2012, Warner Music Group Corp. issued a press release announcing the commencement of (i) an exchange offer pursuant to which they are offering to exchange \$150 million in aggregate principal amount of WMG Holdings Corp. 's 13.75% Senior Notes due 2019 (the New Holdings Notes ), which have been registered under the Securities Act, for equal principal amounts of WMG Holdings Corp. 's outstanding 13.75% Senior Notes due 2019 (the Old Holdings Notes ) and (ii) an exchange offer pursuant to which they are offering to exchange \$765 million in aggregate principal amount of WMG Acquisition Corp. 's 11.50% Senior Notes due 2018 (the New Acquisition Notes ), which have been registered under the Securities Act, for equal principal amounts of WMG Acquisition Corp. 's outstanding 11.50% Senior Notes due 2018 (the Old Acquisition Notes ).

WMG Holdings Corp. and WMG Acquisition Corp. will accept for exchange any and all Old Holdings Notes and Old Acquisition Notes, respectively, validly tendered and not validly withdrawn on or before 5:00 p.m., New York City time, on April 16, 2012, which is the expiration date of the exchange offers, unless the exchange offers are extended by WMG Holdings Corp. or WMG Acquisition Corp, as applicable.

A copy of the press release is furnished herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following Exhibit is furnished as part of this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by Warner Music Group Corp. on March 16, 2012.

**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.

WARNER MUSIC GROUP CORP.

By: /s/ Paul Robinson  
Paul Robinson

EVP and General Counsel

Date: March 16, 2012

EXHIBIT INDEX

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