

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 1, 2013 (June 28, 2013)**

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**Warner Music Group Corp.**

(Exact name of Registrant as specified in its charter)

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

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

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

**75 Rockefeller Plaza,  
New York, New York**  
(Address of principal executive offices)

**10019**  
(Zip Code)

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

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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))

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**Item 1.01. Entry into a Material Definitive Agreement.****Amendment to Share Sale and Purchase Agreement**

On February 7, 2013, Warner Music Group Corp. (the “Company”) announced that it had signed a definitive agreement to acquire the Parlophone Label Group from Universal Music Group, a division of Vivendi, for £487 million in an all-cash transaction (the “Transaction”) pursuant to the Share Sale and Purchase Agreement, dated as of February 6, 2013 (the “Agreement”) by and among Warner Music Holdings Limited, an English company and wholly-owned subsidiary of the Company (“WM Holdings UK”), certain related entities identified in the Agreement (such entities, together with WM Holdings UK, the “Buyers”), WMG Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of the Company (“WMG Acquisition”), as Buyers’ Guarantor, and EGH1 BV, a Dutch company, EMI Group Holdings BV, a Dutch company, and Delta Holdings BV, a Dutch company, as Sellers (as defined therein) (collectively, the “PLG Sellers”), and Universal International Music BV, a Dutch company, as Sellers’ Guarantor (as defined therein), pursuant to which the PLG Sellers have agreed to sell, and the Buyers have agreed to buy, the outstanding shares of capital stock of PLG Holdco Limited, an English company (“PLG Holdco”) and certain related entities identified in the Agreement (such entities, together with PLG Holdco, “PLG”).

On June 28, 2013, the parties to the Agreement entered into a Deed of Variation, resulting in an Amended and Restated Share Sale and Purchase Agreement (the “Amended Agreement”). The Amended Agreement provides for, among other amendments, a revision to the definition of “Aggregate Payments” to increase this amount from the consideration paid for the outstanding shares of capital stock in PLG Holdco and certain related entities identified in the Amended Agreement to an amount that reflects the entire purchase price. The adjustment to this definition results in a greater potential cap on liability for the PLG Sellers in connection with certain claims that may be brought under the Amended Agreement.

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

Pursuant to the Amended Agreement, the Transaction was completed on July 1, 2013.

The description of the Transaction contained in this Form 8-K does not purport to be complete and is qualified in its entirety by reference to the Agreement, which is incorporated herein by reference to Exhibit 2.1 of the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the “SEC”) on February 14, 2013, and to the description of material amendments to the Agreement in Item 1.01 above.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.****Drawdown of Incremental Term Loan Facility**

On May 9, 2013, WMG Acquisition entered into an amendment to the credit agreement (the “Term Loan Credit Agreement”) among WMG Acquisition, WMG Holdings Corp., the subsidiaries of WMG Acquisition party thereto, Credit Suisse AG, as administrative agent, and the other financial institutions and lenders from time to time party thereto (the “Term Loan Credit Agreement Amendment”), providing for a \$820 million delayed draw senior secured term loan facility (the “Incremental Term Loan Facility”). On July 1, 2013, WMG Acquisition has drawn down the \$820 million Incremental Term Loan Facility to consummate the Transaction, to pay fees, costs and expenses related to the Transaction and for general corporate purposes of WMG Acquisition and its subsidiaries.

**Item 7.01. Regulation FD Disclosure.**

On July 1, 2013, the Company issued a press release announcing the completion of the Transaction, which is furnished as Exhibit 99.1 hereto.

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

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated July 1, 2013.

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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.

WARNER MUSIC GROUP CORP.

BY: /s/ Paul M. Robinson

Paul M. Robinson  
Executive Vice President, General Counsel  
and Secretary

Date: July 1, 2013

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated July 1, 2013.

**WARNER MUSIC GROUP COMPLETES ACQUISITION OF PARLOPHONE LABEL GROUP**

New York, 1st July 2013 – Warner Music Group Corp. (WMG), an Access Industries company, announced today that it has completed its acquisition of Parlophone Label Group (PLG) from Universal Music Group (UMG), a subsidiary of Vivendi.

In addition to the historic Parlophone label, PLG includes the Chrysalis/Ensign labels in the United Kingdom, EMI Classics and Virgin Classics and the EMI operating companies in Belgium, Czech Republic, Denmark, France, Norway, Poland, Portugal, Slovakia, Spain and Sweden.

The transaction brings these important and influential companies together with WMG's own iconic labels including Atlantic, Asylum, Big Beat, East West, Elektra, Fueled by Ramen, Nonesuch, Reprise, Rhino, Roadrunner, Sire, Warner Bros., Word and WMG's own network of local affiliates and licensees in over 50 territories worldwide, as well as Warner/Chappell Music, one of the world's leading music publishers.

Len Blavatnik, Chairman and founder of Access Industries, said, "This is a defining moment for Warner Music, which is strengthened today by the addition of PLG's acclaimed roster, renowned catalog and gifted executives. This acquisition further cements Warner Music's place as the world's best home for extraordinary artists."

Stephen Cooper, CEO, Warner Music Group, said, "We are delighted to officially welcome PLG's legendary roster and dynamic team to the Warner Music family. This acquisition unites two companies synonymous with incredible music, pioneering labels and artists that have shaped genres and defined generations. By staying true to our shared values, leveraging our complementary strengths and investing in growth, we will build on that remarkable legacy to set new standards in artist development and drive industry-leading innovation. Above all, this historic deal will create global opportunities for great music talent."

PLG, formerly a part of EMI Music, includes a broad range of some of the world's best-known recordings and classic and contemporary artists spanning a wide array of musical genres. PLG's artist roster and catalog of recordings includes, among many others, Coldplay, Tinie Tempah, Eliza Doolittle, Pet Shop Boys, Kylie Minogue, Danger Mouse, David Guetta, Pablo Alborán, M. Pokora, Raphael, Mariza, David Bowie, Radiohead, Tina Turner, Iron Maiden, Pink Floyd, Duran Duran, Jethro Tull, Blur, Kate Bush, Daft Punk, Edith Piaf, Itzhak Perlman and Maria Callas.

On February 6, 2013, WMG signed a definitive agreement to acquire PLG from UMG for £487 million in an all-cash transaction.

**"Safe Harbor" Statement under Private Securities Litigation Reform Act of 1995:** This communication includes forward-looking statements that reflect the current views of Warner Music Group about future events and financial performance. Words such as "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "forecasts" and variations of such words or similar expressions that predict or indicate future events or trends, or that do not relate to historical matters, identify forward-looking statements. All forward-looking statements are made as of today, and we disclaim any duty to update such statements. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them. However, we cannot assure you that management's

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expectations, beliefs and projections will result or be achieved. Investors should not rely on forward-looking statements because they are subject to a variety of risks, uncertainties, and other factors that could cause actual results to differ materially from our expectations. Please refer to our Form 10-K, Form 10-Qs and our other filings with the U.S. Securities and Exchange Commission concerning factors that could cause actual results to differ materially from those described in our forward-looking statements.

We maintain an Internet site at [www.wmg.com](http://www.wmg.com). We use our website as a channel of distribution of material company information. Financial and other material information regarding Warner Music Group is routinely posted on and accessible at <http://investors.wmg.com>. In addition, you may automatically receive email alerts and other information about Warner Music Group by enrolling your email by visiting the "email alerts" section at <http://investors.wmg.com>. Our website and the information posted on it or connected to it shall not be deemed to be incorporated by reference into this communication.

**About Warner Music Group:**

With its broad roster of new stars and legendary artists, Warner Music Group is home to a collection of the best-known record labels in the music industry including Asylum, Atlantic, East West, Elektra, Fueled By Ramen, Nonesuch, Reprise, Rhino, Roadrunner, Rykodisc, Sire, Warner Bros. and Word, as well as Warner/Chappell Music, one of the world's leading music publishers, with a catalog of more than one million copyrights worldwide.