

**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): July 6, 2011

Warner Music Group Corp.

(Exact name of Co-Registrant as specified in its charter)

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)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Co-Registrants 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 5.07 Submission of Matters to a Vote of Security Holders.

On July 6, 2011, at a special meeting (the “Special Meeting”) of stockholders of Warner Music Group Corp. (the “Company”), the Company’s stockholders approved the proposal to adopt the Agreement and Plan of Merger, dated May 6, 2011 (the “Merger Agreement”), by and among the Company, Airplanes Music LLC, a Delaware limited liability company (“Parent”), and Airplanes Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”). The Merger Agreement provides for the merger of Merger Sub into the Company on the terms and subject to the conditions set forth therein, with the Company continuing as the surviving corporation and becoming a wholly-owned subsidiary of Parent (the “Merger”). The stockholders of the Company also approved the proposal to approve, on an advisory (non-binding) basis, certain agreements or understandings with and items of compensation payable to the Company’s named executive officers that are based on or otherwise related to the Merger (the “golden parachute” compensation). Finally, the proposal to adjourn the Special Meeting if necessary or appropriate to solicit additional proxies if there were insufficient votes at the time of the Special Meeting to adopt the Merger Agreement was not submitted for a vote.

The issued and outstanding shares of stock of the Company entitled to vote at the Special Meeting consisted of 155,965,179 shares of common stock. Set forth below, with respect to each such proposal, are the number of votes cast for or against and the number of abstentions.

Proposal 1: Adopt the Merger Agreement

<u>For</u>	<u>Against</u>	<u>Abstain</u>
145,819,757	165,810	116,005

Proposal 2: Approve on Advisory (Non-Binding) Basis, “Golden Parachute” Compensation

<u>For</u>	<u>Against</u>	<u>Abstain</u>
137,738,124	7,755,049	608,399

Item 8.01 Other Events.

A copy of the press release issued by the Company regarding the results of the Special Meeting is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

No.

Exhibit

99.1

Press Release, dated July 6, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the co-registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

WARNER MUSIC GROUP CORP.

BY: /s/ Paul Robinson
Paul Robinson
EVP and General Counsel

Date: July 6, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release, dated July 6, 2011.

**WARNER MUSIC GROUP CORP. STOCKHOLDERS
APPROVE ADOPTION OF MERGER AGREEMENT**

New York, NY – July 6, 2011 – Warner Music Group Corp. (NYSE: WMG) (the “Company”) announced that at a special meeting of stockholders held earlier today, stockholders voted to adopt the previously announced merger agreement with Airplanes Music LLC and Airplanes Merger Sub, Inc., affiliates of Access Industries, Inc. (the “Merger Agreement”). Under the terms of the Merger Agreement, the Company’s stockholders will receive \$8.25 per share in cash at the closing of the transaction. The Company currently expects the merger to be completed in the third calendar quarter of 2011, although the Company cannot assure completion by any particular date, if at all.

The adoption of the Merger Agreement was approved by holders of 145,819,757 shares of the Company’s outstanding common stock. 165,810 shares voted against the adoption of the Merger Agreement.

The stockholders of the Company also approved the proposal to approve, on an advisory (non-binding) basis, certain agreements or understandings with and items of compensation payable to the Company’s named executive officers that are based on or otherwise related to the merger (the “golden parachute” compensation).

The approval, on an advisory (non-binding) basis, of the “golden parachute” compensation was approved by holders of 137,738,124 shares of the Company’s outstanding common stock. 7,755,049 shares voted against the approval of the “golden parachute” compensation.

About Warner Music Group Corp.

With its broad roster of new stars and legendary artists, Warner Music Group is home to a collection of some of the best-known record labels in the music industry including Asylum, Atlantic, Cordless, East West, Elektra, Nonesuch, Reprise, Rhino, Roadrunner, Rykodisc, Sire, Warner Bros. and Word. Warner Music International, a leading company in national and international repertoire, operates through numerous international affiliates and licensees in more than 50 countries. Warner Music Group also includes Warner/Chappell Music, one of the world’s leading music publishers, with a catalog of more than one million copyrights worldwide. For more information on Warner Music Group, visit the Warner Music Group website at www.wmg.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements include statements regarding expectations as to the completion of the proposed merger transaction with Airplanes Music LLC and Airplanes Merger Sub, Inc., and the other transactions

contemplated by the Merger Agreement relating to the proposed transaction. The forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those referred to in the forward-looking statements. Such risks include, but are not limited to, the ability of the parties to the Merger Agreement to satisfy the conditions to closing specified in the Merger Agreement. More information about the Company and other risks related to the Company are detailed in the Company's most recent annual report on Form 10-K and its quarterly reports on Form 10-Q and current reports on Form 8-K as filed with the Securities and Exchange Commission. The Company does not undertake an obligation to update forward-looking statements.