

**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.)

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

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for exchange any and all Old Holdings Notes and Old Acquisition Notes, respectively, validly tendered and not validly withdrawn on or before 5:00 p.m., New York City time, on April 16, 2012, which is the expiration date of the exchange offers, unless the exchange offers are extended by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

<u>Exhibit No.</u>	<u>Description</u>
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

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

**Warner Music Group Corp. and WMG Holdings Corp. Announce
Exchange Offer for 13.75% Senior Notes due 2019**

**Warner Music Group Corp. and WMG Acquisition Corp. Announce
Exchange Offer for 11.50% Senior Notes due 2018**

New York, NY, March 16, 2012 –

In accordance with the registration rights agreement, dated as of July 20, 2011, entered into in connection with the issuance on July 20, 2011 by WMG Holdings Corp. of its 13.75% Senior Notes due 2019 (the “Old Holdings Notes”) in a transaction exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), Warner Music Group Corp. and WMG Holdings Corp. today announced that they commenced 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 outstanding Old Holdings Notes. As of March 16, 2012, there were \$150 million aggregate principal amount of Old Holdings Notes outstanding. The terms of the New Holdings Notes will be substantially identical to those of the Old Holdings Notes, except that the transfer restrictions and registration rights relating to the Old Holdings Notes will not apply to the New Holdings Notes. The terms and conditions of the exchange offer are set forth in Warner Music Group Corp.’s and WMG Holdings Corp.’s prospectus dated March 16, 2012 and the related letter of transmittal.

In addition, in accordance with the registration rights agreement, dated as of July 20, 2011, entered into in connection with the issuance on July 20, 2011 by WMG Acquisition Corp. of its 11.50% Senior Notes due 2018 (the “Old Acquisition Notes”) in a transaction exempt from registration under the Securities Act, Warner Music Group Corp. and WMG Acquisition Corp. today announced that they commenced 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 outstanding Old Acquisition Notes. As of March 16, 2012, there were \$765 million aggregate principal amount of Old Acquisition Notes outstanding. The terms of the New Acquisition Notes will be substantially identical to those of the Old Acquisition Notes, except that the transfer restrictions and registration rights relating to the Old Acquisition Notes will not apply to the New Acquisition Notes. The terms and conditions of the exchange offer are set forth in Warner Music Group Corp.’s and WMG Acquisition Corp.’s prospectus dated March 16, 2012 and the related letter of transmittal.

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.

This press release does not constitute an offer to exchange the New Holdings Notes for the Old Holdings Notes or the New Acquisition Notes for the Old Acquisition Notes, or the solicitation of an offer to exchange. The exchange offers are only being made pursuant to prospectuses and letters of transmittal that have been filed with the Securities and Exchange Commission as part of registration statements on Form S-4 which were declared effective by the Securities and Exchange Commission on March 16, 2012.

Copies of the prospectuses and other documents relating to the exchange offers may be obtained from the Exchange Agent by the following means:

*By mail, hand or
overnight courier:*

WELLS FARGO BANK, N.A.
Corporate Trust Operations
MAC N9303-121
Sixth & Marquette Avenue
Minneapolis, MN 55479

By facsimile:

(612) 667-6282

*For information or
confirmation by telephone:*

(800) 344-5128

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, 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.