

**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): August 17, 2005**

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**Warner Music Group Corp.**

(Exact name of Co-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)

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

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**WMG Acquisition Corp.**

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

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

**333-121322**  
(Commission File Number)

**68-0576630**  
(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**

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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.

WMG Acquisition Corp. entered into a supplemental indenture, dated as of September 28, 2005, with Lava Records LLC and Wells Fargo Bank, National Association, as Trustee. Pursuant to this supplemental indenture, Lava Records LLC, a wholly owned subsidiary of WMG Acquisition Corp., which is a wholly owned subsidiary of Warner Music Group Corp. (NYSE: WMG), agreed to jointly and severally and unconditionally guarantee payment of WMG Acquisition Corp.'s U.S. Dollar denominated 7-3/8% Senior Subordinated Notes due 2014 and Sterling-denominated 8-1/8% Senior Subordinated Notes due 2014. A copy of the third supplemental indenture is attached to this current report on Form 8-K as Exhibit 10.1.

ITEM 8.01. OTHER EVENTS.

On August 17, 2005, Warner Music Group Corp. announced that Jason Flom had resigned as The Atlantic Records Group Chairman and CEO and that Lava Records LLC, a joint venture between an affiliate of Mr. Flom and Atlantic Recording Corporation, would become a wholly owned unit within The Atlantic Records Group. The integration of Lava Records into The Atlantic Records Group began in September 2005 and its operations have now been combined within Atlantic to create a consolidated team. As part of this process, a small number of Lava employee positions have been eliminated. As a result of the resignation of Mr. Flom and the integration of Lava operations into the operations of Atlantic, the Company expects to incur one-time charges of approximately \$25-30 million during the fourth quarter of fiscal 2005, of which approximately \$20 million will be non-cash charges for the write-off of amounts paid to Mr. Flom in 2002 as part of the transaction that formed Lava Records.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits. The following Exhibits are furnished as part of this Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Third Supplemental Indenture, dated as of September 28, 2005, to the Indenture dated April 8, 2004 as amended by the First Supplemental Indenture dated as of November 16, 2004 and the Second Supplemental Indenture dated as of May 17, 2005, among WMG Acquisition Corp., the subsidiary guarantor party thereto and Wells Fargo Bank, National Association, as Trustee.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Co-Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Warner Music Group Corp.

Date: October 3, 2005

By:           /s/ Michael D. Fleisher          

Michael D. Fleisher  
Chief Financial Officer

WMG Acquisition Corp.

Date: October 3, 2005

By:           /s/ Michael D. Fleisher          

Michael D. Fleisher  
Chief Financial Officer

EXHIBIT INDEX

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WMG ACQUISITION CORP.

Issuer

LAVA RECORDS LLC

And

WELLS FARGO BANK, NATIONAL ASSOCIATION,

Trustee

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THIRD SUPPLEMENTAL INDENTURE

Dated as of September 28, 2005

TO

INDENTURE

Dated as of April 8, 2004

as amended by the

First Supplemental Indenture

Dated as of November 16, 2004

as further amended by the

Second Supplemental Indenture

Dated as of May 17, 2005

U.S. Dollar-denominated 7 <sup>3</sup>/<sub>8</sub>% Senior Subordinated Notes due 2014

Sterling-denominated 8 <sup>1</sup>/<sub>8</sub>% Senior Subordinated Notes due 2014

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This THIRD SUPPLEMENTAL INDENTURE is dated as of this 28th day of September, 2005 (the "Third Supplemental Indenture"), among WMG ACQUISITION CORP., a Delaware corporation (the "Company"), LAVA RECORDS LLC (the "Subsidiary Guarantor") and WELLS FARGO BANK, NATIONAL ASSOCIATION, as indenture trustee (the "Trustee").

WHEREAS, the Company, the guarantors parties thereto and the Trustee entered into an Indenture dated as of April 8, 2004, as amended by the First Supplemental Indenture dated as of November 16, 2004 among the Company, the Trustee, WEA Urban LLC and WEA Rock LLC, as further amended by the Second Supplemental Indenture, dated as of May 17, 2005, among the Company, the Trustee, NonZero, LLC (since renamed Cordless Recordings LLC) and The Biz, LLC (collectively, the "Indenture"), for the benefit of each other and for the equal and ratable benefit of the Holders of the U.S. Dollar-denominated 7<sup>3</sup>/<sub>8</sub>% Senior Subordinated Notes due 2014 and the Sterling-denominated 8<sup>1</sup>/<sub>8</sub>% Senior Subordinated Notes due 2014 (the "Notes"). Capitalized terms used herein without definition have the meanings ascribed to such terms in the Indenture.

WHEREAS, Section 4.16 of the Indenture requires the Company to cause certain Restricted Subsidiaries to execute and deliver a supplemental indenture to the Indenture providing for issuance by such Restricted Subsidiary of a Subsidiary Guarantee of payment of the Notes.

WHEREAS, the foregoing amendment is permitted under Section 9.01(6) of the Indenture.

WHEREAS, the Company and the Subsidiary Guarantor desires and has requested the Trustee to join with it in the execution and delivery of this Third Supplemental Indenture,

NOW, THEREFORE, in consideration of the addition of the Subsidiary Guarantor named below as Subsidiary Guarantor hereunder, the Company and the Subsidiary Guarantor named below covenant and agree with the Trustee as follows:

1. Lava Records, LLC shall become a Subsidiary Guarantor as of the date of this Third Supplemental Indenture by execution and delivery of this Third Supplemental Indenture.

2. The Indenture, as supplemented and amended by this Third Supplemental Indenture, is in all respects ratified and confirmed, and the Indenture and this Third Supplemental Indenture shall be read, taken and construed as one and the same instrument.

3. If any provision hereof limits, qualifies or conflicts with another provision hereof which is required to be included in this Third Supplemental Indenture by any of the provisions of the Trust Indenture Act, such required provision shall control.

4. All covenants and agreements in this Third Supplemental Indenture by the Company and the Subsidiary Guarantor shall bind their respective successors and assigns, whether so expressed or not.

5. In case any provision in this Third Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

6. Nothing in this Third Supplemental Indenture, expressed or implied, shall give to any Person, other than the parties hereto and their successors hereunder, and the Holders any benefit or any legal or equitable right, remedy or claim under this Third Supplemental Indenture.

7. THIS THIRD SUPPLEMENTAL INDENTURE AND THE SECURITIES SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

8. All terms used in this Third Supplemental Indenture not otherwise defined herein that are defined in the Indenture shall have the meanings set forth therein.

9. This Third Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute but one and the same instrument.

10. The recitals contained herein shall be taken as statements of the Issuer and the Subsidiary Guarantor, and the Trustee assumes no responsibility for their correctness. The Trustee makes no representations as to the validity or sufficiency of the Indenture, this Third Supplemental Indenture or of the Notes and shall not be accountable for the use or application by the Company of the Notes or the proceeds thereof.

**[REMAINDER OF PAGE INTENTIONALLY BLANK]**

IN WITNESS WHEREOF, the parties have executed this Third Supplemental Indenture as of the date first written above.

WMG ACQUISITION CORP.

By: /s/ Paul Robinson

\_\_\_\_\_  
Name: Paul Robinson  
Title: SVP & Deputy General Counsel

LAVA RECORDS LLC

By: /s/ Paul Robinson

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Name: Paul Robinson  
Title: Vice President



WELLS FARGO BANK, NATIONAL ASSOCIATION, as  
Indenture Trustee

By: /s/ Jeffery Rose

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Name: Jeffery Rose

Title: Vice President