

**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): May 3, 2006

Warner Music Group Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
or 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))
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ITEM 8.01. OTHER EVENTS.

On May 3, 2006, Warner Music Group Corp. (the "Company") announced that it recently received a preliminary non-binding proposal from EMI Group plc to acquire the Company. The Company's board of directors has carefully evaluated the proposal in conjunction with the Company's outside legal and financial advisors. The board has determined that the proposal is not in the best interests of the Company's shareholders and has unanimously rejected it.

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 thereunto duly authorized.

Warner Music Group Corp.

Date: May 3, 2006

By: /s/ Michael D. Fleisher
Michael D. Fleisher
Chief Financial Officer