

---

---

**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): October 1, 2018 (October 1, 2018)**

---

**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**  
(I.R.S. Employer  
Identification No.)

**1633 Broadway**  
**New York, NY**  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

---

**Item 7.01 Regulation FD Disclosure.**

On October 1, 2018, Warner Music Group Corp. (“Warner Music Group”) announced that, through its wholly owned subsidiary WMG Acquisition Corp. (the “Company”), it has commenced a private offering of €200,000,000 in aggregate principal amount of senior secured notes.

On October 1, 2018, the Company issued a press release, attached as Exhibit 99.1 and incorporated herein by reference.

In connection with the private offering, Warner Music Group is making the following information available.

Warner Music Group is currently evaluating instituting a regular quarterly dividend beginning with the first quarter of fiscal 2019 whereby it would intend to pay modest regular quarterly dividends in each of its first three fiscal quarters and a variable dividend in the fourth fiscal quarter in an amount commensurate with cash generated from operations in such fiscal year, in each case, after taking into account other potential uses for cash, including investment in its business and repayment of indebtedness. Any establishment of a formal dividend policy or declaration of dividends will be at the discretion of the board of directors.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
Number**

99.1 [Press Release dated October 1, 2018, issued by Warner Music Group Corp.](#)



**WMG ACQUISITION CORP. ANNOUNCES  
LAUNCH OF SENIOR SECURED NOTES OFFERING**

NEW YORK, NY, October 1, 2018 (MARKETWIRE via COMTEX) —

Warner Music Group Corp. (“Warner Music Group” or “WMG”) today announced that, through its wholly owned subsidiary WMG Acquisition Corp. (the “Company”), it has commenced a private offering (the “Offering”) of euro-denominated senior secured notes (the “New Notes”).

The New Notes will be offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”). The New Notes will be offered only to qualified institutional buyers pursuant to Rule 144A and to certain persons outside the United States pursuant to Regulation S, each under the Securities Act. The Company intends to use the proceeds of the Offering to fund the purchase price of its previously announced acquisition of EMP Merchandising.

The New Notes have not been registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from the registration requirements.

The Company also intends to issue a conditional notice of partial redemption for up to 10% of its 4.125% Senior Secured Notes due 2024 (the “4.125% Notes”) currently outstanding. The partial redemption will be conditioned upon, among other things, the closing of the Offering. We plan to redeem €34.5 million of the 4.125% Notes on or about October 12, 2018 at the redemption price of 103%. In the event that the conditions specified in the notice of partial redemption are not satisfied, the redemption will not occur.

This press release is not an offer to sell or purchase nor the solicitation of an offer to sell or purchase securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful.

**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, Big Beat, Canvasback, East West, Elektra, Erato, FFRR, Fueled by Ramen, Nonesuch, Parlophone, Reprise, Rhino, Roadrunner, Sire, Spinnin’, Warner Bros., Warner Classics and Warner Music Nashville, as well as Warner/Chappell Music, one of the world’s leading music publishers, with a catalog of more than one million copyrights worldwide.

This communication includes 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. These forward-looking statements include statements regarding expectations as to the completion of the transactions contemplated by the Offering. The forward-looking statements contained herein involve risks and uncertainties that could cause actual results to differ materially from those referred to in the forward-looking statements. More information about Warner Music Group and other risks related to Warner Music Group are detailed in Warner Music Group’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. Warner Music Group does not undertake an obligation to update forward-looking statements.

Warner Music Group maintains an Internet site at [www.wmg.com](http://www.wmg.com). Warner Music Group uses its 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 address through the “email alerts” section at <http://investors.wmg.com>. Warner Music Group’s website and the information posted on it or connected to it shall not be deemed to be incorporated by reference into this communication.

Additional factors that may affect future results and conditions are described in Warner Music Group's filings with the SEC, which are available at the SEC's web site at [www.sec.gov](http://www.sec.gov) or at Warner Music Group's website at [www.wmg.com](http://www.wmg.com).

SOURCE: WMG

Media Contact:

James Steven

Telephone Contact: (212) 275-2213

Email Contact: [James.Steven@wmg.com](mailto:James.Steven@wmg.com)

or

Investor Contact:

Lori Scherwin

Telephone Contact: (212) 275-4850

Email Contact: [Investor.Relations@wmg.com](mailto:Investor.Relations@wmg.com)