

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BAIN CAPITAL INVESTORS LLC <hr/> (Last) (First) (Middle) 111 HUNTINGTON AVENUE, . <hr/> (Street) BOSTON MA 02199 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/11/2005	3. Issuer Name and Ticker or Trading Symbol Warner Music Group Corp. [WMG]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001	24,090,062.6049	I	See footnotes (1) (2) (3)

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares ^M			

Explanation of Responses:

- Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners VII, L.P. ("BCP"), which is the sole general partner of Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment Fund VII, L.P."), which is the managing and sole member of Bain Capital VII Coinvestment Fund, LLC ("Coinvestment Fund VII, LLC"). As a result, each of BCI, BCP, Coinvestment Fund VII, L.P. and Coinvestment Fund VII, LLC may be deemed to share voting and dispositive power with respect to the 6,949,552.88036641 shares of Common Stock held by Coinvestment Fund VII, LLC. Each of BCI, BCP, and Coinvestment Fund VII, L.P. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral Investors"). As a result, BCI and Integral Investors may be deemed to share voting and dispositive power with respect to the 17,039,127.0098676 shares of Common Stock held by Integral Investors. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, BCI and BCIP TCV may be deemed to share voting and dispositive power with respect to the 101,382.714673327 shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

<u>Bain Capital Investors, LLC</u>	<u>05/11/2005</u>
** Signature of Reporting Person	Date
<u>By: /s/ Michael Goss -- Managing Director</u>	<u>05/11/2005</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.