# 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): February 7, 2017

# 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.)

1633 Broadway, New York, New York (Address of principal executive offices)

10019 (Zip Code)

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

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 sions:
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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 7, 2017, Warner Music Group Corp. issued an earnings release announcing its results for the quarter ended December 31, 2016, which is furnished as Exhibit 99.1 hereto.

This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference to such filing.

# ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits. The following Exhibit is furnished as part of this Current Report on Form 8-K.

Exhibit No.	Description			
Earnings release issued by Warner Music Group Corp. on February 7, 2017.				
	2			

# **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/ Eric Levin Eric Levin Date: February 7, 2017

Executive Vice President and Chief Financial Officer

# EXHIBIT INDEX

# Exhibit No. Description

99.1 Earnings release issued by Warner Music Group Corp. on February 7, 2017.





# WARNER MUSIC GROUP CORP. REPORTS RESULTS FOR FISCAL FIRST QUARTER ENDED DECEMBER 31, 2016

- Total revenue grew 8.0% or was up 10.6% in constant currency
- Digital revenue grew 27.6% or was up 30.2% in constant currency
- Net income was \$24 million versus \$28 million in the prior-year quarter
- OIBDA was \$157 million versus \$137 million in the prior-year quarter

NEW YORK, New York, February 7, 2017—Warner Music Group Corp. today announced its first-quarter financial results for the period ended December 31, 2016.

"Our strong momentum continues with excellent first-quarter results including 11% constant-currency revenue growth on top of 11% growth in the prior-year quarter," said Steve Cooper, Warner Music Group's CEO. "While streaming continues to drive industry growth, we are outperforming the market thanks to extraordinary music from our artists coupled with first-class execution from our operators around the world."

"We had another great quarter and I am very pleased with our revenue, OIBDA and cash flow performance," added Eric Levin, Warner Music Group's Executive Vice President and CFO. "Our formula for sustainable growth is clearly working."

#### **Total WMG**

**Total WMG Summary Results** (dollars in millions)

	he Three Months Ended December 31, 2016	For the Three Months Ended December 31, 2015	% Change
	(unaudited)	(unaudited)	
Revenue	\$ 917	\$ 849	8 %
Digital revenue	444	348	3 28%
Operating income	94	62	2 52 %
Adjusted operating income (1)	98	62	2 58%
OIBDA(1)	157	137	15%
Adjusted OIBDA(1)	161	137	18%
Net income	24	28	-14 %
Adjusted net income (1)	28	28	0 %
Net cash provided by operating activities	156	61	-

(1) See "Supplemental Disclosures Regarding Non-GAAP Financial Measures" at the end of this release for details regarding these measures.

Revenue grew 8.0% (or 10.6% in constant currency). Growth in Recorded Music digital and artist services and expanded-rights revenue and Music Publishing digital and synchronization revenue was

partially offset by declines in Recorded Music physical and licensing revenue and Music Publishing mechanical and performance revenue. Revenue grew in all regions. Digital revenue grew 27.6% (or 30.2% in constant currency), and represented 48.4% of total revenue, compared to 41.0% in the prior-year quarter.

Operating income was \$94 million compared to \$62 million in the prior-year quarter. OIBDA increased 14.6% to \$157 million from \$137 million in the prior-year quarter and OIBDA margin rose 1.0 percentage point to 17.1% from 16.1% in the prior-year quarter. The improvement in operating income and OIBDA was the result of increased revenue and the absence of legal settlement costs which impacted the prior-year quarter. The improvement in OIBDA margin was due to revenue mix. Adjusted OIBDA rose 17.5% and Adjusted OIBDA margin rose 1.5 percentage points to 17.6% from 16.1% as a result of the same factors which impacted OIBDA and OIBDA margin.

Net income was \$24 million compared to \$28 million in the prior-year quarter and Adjusted net income was \$28 million, flat with the prior-year quarter. The decline was primarily attributable to a loss on extinguishment of debt and increased tax expense related to higher pre-tax income in the quarter and the absence of a deferred tax benefit which impacted the prior-year quarter. These factors more than offset higher other income largely due to a gain related to the company's Euro-denominated debt and increased OIBDA.

Adjusted operating income, Adjusted OIBDA and Adjusted net income exclude certain losses in the quarter related to PLG-related divestitures and the company's shared service center move. See below for calculations and reconciliations of OIBDA, Adjusted operating income, Adjusted OIBDA and Adjusted net income.

As of December 31, 2016, the company reported a cash balance of \$455 million, total debt of \$2.755 billion and net debt (total long-term debt, [which is net of deferred financing costs of \$35 million, minus cash) of \$2.300 billion. There was no balance outstanding on the company's revolver during the quarter.

Cash provided by operating activities was \$156 million compared to \$61 million in the prior-year quarter. The change was largely a result of working capital management and improved OIBDA. Free Cash Flow, defined below, was \$144 million compared to \$43 million in the prior-year quarter, reflecting the improvement in cash provided by operating activities, and modestly lower music publishing rights acquisitions and capital expenditures.

#### **Recorded Music**

Recorded Music Summary Results (dollars in millions)

	 For the Three Months Ended December 31, 2016		r the Three Months Ended December 31, 2015	% Change	
	(unaudited)		(unaudited)		
Revenue	\$ 797	\$	737	8%	
Digital revenue	402		322	25%	
Operating income	123		98	26 %	
Adjusted operating income (1)	126		98	29%	
OIBDA(1)	165		152	9%	
Adjusted OIBDA(1)	168		152	11 %	

<sup>(1)</sup> See "Supplemental Disclosures Regarding Non-GAAP Financial Measures" at the end of this release for details regarding these measures.

Recorded Music revenue grew 8.1% (or 10.5% in constant currency). Growth in digital and artist services and expanded-rights revenue was partially offset by a decline in physical revenue due to the ongoing shift to streaming and a decline in licensing revenue primarily related to currency fluctuations. Digital growth reflects a continuing shift to streaming revenue. The improvement in artist services and expanded-rights revenue was due to higher merchandise revenue in the U.S. Recorded Music revenue grew in all regions. Major sellers included Bruno Mars, Michael Bublé, twenty one pilots, the *Hamilton* original cast album and the *Suicide Squad* soundtrack album.

Recorded Music operating income was \$123 million up from \$98 million in the prior-year quarter and operating margin was up 2.1 percentage points to 15.4% versus 13.3% in the prior-year quarter. Adjusted operating margin rose 2.5 percentage points to 15.8% from 13.3% in the prior-year quarter. OIBDA rose to \$165 million from \$152 million in the prior-year quarter driven by revenue growth. OIBDA margin rose 0.1 percentage point to 20.7% driven by revenue mix. Adjusted OIBDA was \$168 million versus \$152 million in the prior-year quarter with Adjusted OIBDA margin up 0.5 percentage points to 21.1%. The improvement in Adjusted OIBDA and Adjusted OIBDA margin were driven by the same factors which impacted OIBDA and OIBDA margin.

#### **Music Publishing**

Music Publishing Summary Results (dollars in millions)

	 the Three Months Ended December 31, 2016	For the Three Months Ended December 31, 2015		% Change	
	(unaudited)	(unaudited)			
Revenue	\$ 124	\$	116	7 %	
Digital revenue	43		27	59 %	
Operating (loss)	(2)		(13)	85%	
OIBDA(1)	16		5	-	

(1) See "Supplemental Disclosures Regarding Non-GAAP Financial Measures" at the end of this release for details regarding these measures.

Music Publishing revenue rose 6.9% (or 10.7% in constant currency). Growth in digital and synchronization revenue was partially offset by a decline in mechanical and a decline in performance revenue which was largely timing related.

Music Publishing operating loss was \$2 million compared with a loss of \$13 million in the prior-year quarter. The improvement in operating income was due to revenue growth in the quarter and the absence of legal settlement costs which impacted the prior-year quarter. Music Publishing OIBDA rose by \$11 million to \$16 million, and Music Publishing OIBDA margin rose by 8.6 percentage points to 12.9% from 4.3%, due to the same factors which impacted operating income.

Financial details for the quarter can be found in the company's current Form 10-Q, for the period ended December 31, 2016, filed today with the Securities and Exchange Commission.

This morning, management will be hosting a conference call to discuss the results at 8:30 A.M. EST. The call will be webcast on <a href="https://www.wmg.com">www.wmg.com</a>.

# **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, 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.

#### "Safe Harbor" Statement under Private Securities Litigation Reform Act of 1995

This communication includes forward-looking statements that reflect the current views of Warner Music Group about future events and financial performance. Words such as "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "forecasts" and variations of such words or similar expressions that predict or indicate future events or trends, or that do not relate to historical matters, identify forward-looking statements. All forward-looking statements are made as of today, and we disclaim any duty to update such statements. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them. However, we cannot assure you that management's expectations, beliefs and projections will result or be achieved. Investors should not rely on forward-looking statements because they are subject to a variety of risks, uncertainties, and other factors that could cause actual results to differ materially from our expectations. Please refer to our Form 10-K, Form 10-Qs and our other filings with the U.S. Securities and Exchange Commission concerning factors that could cause actual results to differ materially from those described in our forward-looking statements.

We maintain an Internet site at <a href="http://investors.wmg.com">www.wmg.com</a>. We use our 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 <a href="http://investors.wmg.com">http://investors.wmg.com</a>. 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 <a href="http://investors.wmg.com">http://investors.wmg.com</a>. Our website and the information posted on it or connected to it shall not be deemed to be incorporated by reference into this communication.

#### **Basis of Presentation**

The Company maintains a 52-53 week fiscal year ending on the last Friday in each reporting period. As such, all references to December 31, 2016 and December 31, 2015 relate to the periods ended December 30, 2016 and December 30, 2015, respectively. For convenience purposes, the Company continues to date its financial statements as of December 31. The fiscal year ended September 30, 2016 ended on September 30, 2016.

Figure 1. Warner Music Group Corp. - Consolidated Statements of Operations, Three Months Ended December 31, 2016 versus December 31, 2015 (dollars in millions)

	For the Three Months Ended December 31, 2016		For the Three Months Ended December 31, 2015		% Change	
		(unaudited)	(unaudited)			
Revenue	\$	917	\$	849	8%	
Cost and expenses:						
Cost of revenue		(496)		(449)	-11%	
Selling, general and administrative expenses		(276)		(276)	0 %	
Amortization expense		(51)		(62)	18%	
Total costs and expenses	\$	(823)	\$	(787)	-5 %	
Operating income	\$	94	\$	62	52 %	
Loss on extinguishment of debt		(32)		-	-	
Interest expense, net		(40)		(45)	11%	
Other income, net		19		8	-	
Income before income taxes	\$	41	\$	25	64%	
Income tax (expense) benefit		(17)		3	-	
Net income	\$	24	\$	28	-14%	
Less: Income attributable to noncontrolling interest		(2)		(1)	-100%	
Net income attributable to Warner Music Group Corp.	\$	22	\$	27	-19 <sup>%</sup>	

Figure 2. Warner Music Group Corp. - Consolidated Balance Sheets at December 31, 2016 versus September 30, 2016 (dollars in millions)

Assets   Stands   S		December 31,		September 30, 2016 (audited)		% Change	
Cash and equivalents         \$ 455         \$ 359         27%           Accounts receivable, net         384         329         17%           Inventiones         36         41         128           Royaly advances expected to be recouped within one year         127         128         41%           Prepaid and other current assets         59         51         16%           Total current assets         \$ 1,612         908         17%           Koyally advances expected to be recouped after one year         188         196         4%           Royally advances expected to be recouped after one year         188         196         4%           Royally advances expected to be recouped after one year         188         196         4%           Royally advances expected to be recouped after one year         188         196         4%           Royally advances expected to be recouped after one year         188         196         4%           Royally advances expected to be recouped after one year         188         196         4%           Royally advances expected to be recouped after one year         188         196         4%           Goodwill         181         181         11%         11%         11%         11%         11%         11% <th>Assets</th> <th></th> <th></th> <th></th> <th></th> <th></th>	Assets						
Accounts receivable, net   384   329   17%   Inventorians   36							
Inventories   36	·	\$		\$			
Royally advances expected to be recouped within one year         127         128         1.1%           Prepaid and other current assets         59         51         16%           Total current assets         \$ 1,061         \$ 908         17%           Royally advances expected to be recouped after one year         188         196         4%           Royally advances expected to be recouped after one year         188         196         4%           Royally advances expected to be recouped after one year         188         196         4%           Property, plant and equipment, net         188         196         4%           Goodwill         1.161         1.612         1.627         1.1%           Intangible assets subject to amortization         115         116         1.1%           Other assets         8         3,34         84         -1%           Other assets         8         3,34         84         -1%           Otal assets not subject to amortization         118         5,334         84         -1%           Other current isabilities         8         3,34         84         -1%           Accounts apacted         \$         15         \$         204         -25%           Accounts payable	Accounts receivable, net						
Prepaid and other current assets         59         51         16%           Total current assets         \$ 1,061         \$ 908         17%           Royalty advances expected to be recouped after one year         188         196         4%           Royalty advances expected to be recouped after one year         195         203         4%           Goodwill         195         203         4%           Goodwill         196         2,201         -1%           Intangible assets subject to amortization, net         2,086         2,201         -5%           Intangible assets not subject to amortization         115         116         -1%           Other assets         8         5,340         5,335         0%           Intangible assets not subject to amortization         15         116         -1%           Other assets         8         5,340         5,335         0%           Intangible assets not subject to amortization         15         116         1,5%           Other assets         15         118         1,18         1,18         1,18         1,18         1,18         1,18         1,18         1,18         1,18         1,18         1,12         1,2         1,2         1,2         1,2							
Total current assets         \$ 1,061         \$ 908         17%           Royally advances expected to be recouped after one year         188         196         4 %           Property, plant and equipment, net         195         203         4 %           Goodwill         1,612         1,627         -1 %           Intangible assets subject to amortization, net         2,086         2,201         -5 %           Intangible assets not subject to amortization         115         116         -1 %           Other assets         8         33         84         -1 %           Other assets         5         5,300         5,335         0%           Volunt sasets         5         5,300         5,335         0%           Accurut displicities         5         1,524         1,52         2,52           Accurued labilities         3         19         2,97         7,9         2,62         3         3         2,26         2,62         2,62         2,62 </td <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>							
Royalty advances expected to be recouped after one year         188         196         4 %           Property, plant and equipment, net         195         203         4 %           Goodwill         1,612         1,627         1,98           Intangible assets subject to amortization, net         2,086         2,201         5.5%           Intangible assets not subject to amortization         115         116         -19%           Other assets         83         84         -1,7%           Total assets         83         84         -1,7%           Total assets         85,530         5,335         0%           Liabilities and Equity         8         5,30         5,335         0%           Accrued requires         1,184         1,104         7,9           Accrued royalties         1,184         1,104         7,9           Accrued royalties         319         297         7,7           Accrued royalties         1,184         1,104         7,9           Accrued Inbilities         2,8         38         26%           Deferred revenue         1,5         1,7         2,7           Other current liabilities         2,1         1,1         2,7         1,1         2,	Prepaid and other current assets	_	59		51		
Properly, plant and equipment, net         195         203         4 %           Goodwill         1,612         1,627         1,7%           Intangible assets subject to amortization net         2,086         2,201         -5%           Intangible assets not subject to amortization         115         116         -1%           Other assets         83         84         -1%           Total assets         5,334         5,335         0%           Liabilities         8         5,340         5,335         0%           Accounts payable         \$152         \$204         -25%           Accured royalties         1,184         1,104         7%           Accured interest         319         297         7%           Accured interest         28         38         26%           Deferred revenue         175         178         2%           Other current liabilities         86         21         -           Long-term debt         2,755         2,778         1%           Deferred trax liabilities, net         268         269         0%           Other current liabilities         3,50         5,125         1%           Total liabilities, net         268 <td>Total current assets</td> <td>\$</td> <td>1,061</td> <td>\$</td> <td>908</td> <td>17 %</td>	Total current assets	\$	1,061	\$	908	17 %	
Goodwill         1,612         1,627         -1%           Intangible assets subject to amortization         2,066         2,201         -5%           Intangible assets not subject to amortization         115         116         -1%           Other assets         83         84         -1%           Total assets         8         5,340         \$ 5,335         0%           Use assets not subject to amortization         8         5,340         \$ 5,335         0%           Use assets         8         5,340         \$ 5,335         0%           Use assets not subject to amortization         8         5,340         \$ 25%           Asset assets         8         5,335         0%           Use assets         2         2         2         2         2         2         2         2         2 <td>Royalty advances expected to be recouped after one year</td> <td></td> <td>188</td> <td></td> <td>196</td> <td>-4 %</td>	Royalty advances expected to be recouped after one year		188		196	-4 %	
Intangible assets subject to amortization, net Intangible assets subject to amortization         2,086         2,201         -5% (n.1%)           Intangible assets subject to amortization         115         116         -1%           Other assets         83         84         -1%           Total assets         \$5,340         \$5,335         0%           Liabilities         8         5,340         \$5,335         0%           Current liabilities:         8         152         \$ 204         25%           Accured royalties         1184         1,104         7%           Accured interest         319         297         7%           Accured interest         28         38         26%           Deferred revenue         175         178         2%           Other current liabilities         86         21         -           Congular debt         2,755         2,778         1%           Long-term debt Liabilities, net         268         269         0%           Other current liabilities, net         268         269         0%           Other current liabilities         2,755         2,778         1%           Total liabilities, net         26         26         9	Property, plant and equipment, net		195		203	-4 %	
Intangible assets not subject to amortization         115         116         -1%           Other assets         83         84         -1%           Total assets         5,340         5,335         0%           Liabilities           Current liabilities           Accounts payable         \$152         \$204         25%           Accrued royalties         1184         1,104         7%           Accrued ilabilities         319         297         7%           Accrued interest         28         38         26%           Deferred revenue         175         178         2.%           Other current liabilities         86         21         -           Total current liabilities, net         86         21         -           Long-term debt         2,785         2,778         -1%           Cheferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         3,520         5,125         1%           Total liabilities         2,28         26%         26         0%           Other current liabilities         1,28         2,2778         -1%         6%           Other current lia	Goodwill		1,612		1,627	-1 %	
Other assets         83         84         -1%           Tota assets         \$ 5,340         \$ 5,335         0%           Liabilities and Equity         Current liabilities:           Accounts payable         \$ 152         \$ 204         -25%           Accrued royalties         1,184         1,104         7%           Accrued inabilities         319         297         7%           Accrued interest         28         38         -26%           Accrued revenue         175         178         -2%           Other current liabilities         8         21         -           Total current liabilities         \$ 1,944         \$ 1,842         6%           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other norment liabilities         33         236         -1%           Total liabilities         2,755         2,778         -1%           Other norment liabilities         3         2,3         236         -1%           Total liabilities         1,128         1,1         1,1           Common stock         -         - <td< td=""><td>Intangible assets subject to amortization, net</td><td></td><td>2,086</td><td></td><td>2,201</td><td>-5 %</td></td<>	Intangible assets subject to amortization, net		2,086		2,201	-5 %	
Total assets         \$ 5,340         \$ 5,355         0 %           Liabilities and Equity         Current liabilities           Accounds payable         \$ 152         \$ 204         -25%           Accrued royalties         1,184         1,104         7%           Accrued inabilities         319         297         7%           Accrued interest         28         38         2-26%           Accrued interest         175         178         2-2%           Other current liabilities         66         21            Other current liabilities         1,94         1,842         6%           Cong-term debt         2,755         2,778         1,7%           Deferred tax liabilities, net         268         269         0,%           Other noncurrent liabilities         2,33         236         -1%           Deferred tax liabilities, net         268         269         0,%           Other noncurrent liabilities         1,128         1,128         -1%           Equity         2         2,275         2,178         -1%           Common stock         -         -         -         -         -         -         -         -         - <td>Intangible assets not subject to amortization</td> <td></td> <td>115</td> <td></td> <td>116</td> <td>-1 %</td>	Intangible assets not subject to amortization		115		116	-1 %	
Liabilities and Equity           Current liabilities:           Accounts payable         \$ 152         \$ 204         -25%           Accrued royalties         1,184         1,104         7%           Accrued liabilities         319         297         7%           Accrued interest         28         38         -26%           Deferred revenue         175         178         -2%           Other current liabilities         86         21         -           Total current liabilities         86         21         -           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         \$ 5,200         \$ 5,125         1%           Equity         -         -         -         -           Common stock         -         -         -         -         -           Accumulated deficit         (747)         (715)         -4%           Accumulated other comprehensive loss, net         (257)         (218)         -18%           Total Warner Music Gr	Other assets		83		84	-1 %	
Current liabilities:         S         152         \$         204         -25%           Accrued royalties         1,184         1,104         7%           Accrued liabilities         319         297         7%           Accrued interest         28         38         -26%           Deferred revenue         175         178         -2%           Other current liabilities         86         21         -           Total current liabilities         86         21         -           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other concurrent liabilities         268         269         0%           Other noncurrent liabilities         268         269         0%           Other current liabilities         5,200         5,125         1%           Total liabilities         5,200         5,125         1%           Common stock	Total assets	\$	5,340	\$	5,335	0 %	
Accounts payable         \$ 152         \$ 204         -25%           Accrued royalties         1,184         1,104         7%           Accrued liabilities         319         297         7%           Accrued interest         28         38         -26%           Deferred revenue         175         178         -2%           Other current liabilities         86         21         -           Cong-term debt         2,755         2,778         1-%           Long-term debt         268         269         0%           Other noncurrent liabilities, net         268         269         0%           Other noncurrent liabilities         3,5,200         5,125         1%           Total liabilities         268         269         0%           Other noncurrent liabilities         268         269         0%           Other noncurrent liabilities         1,128         1,25         1,25         1,25         1,25         1,25         1,26         1,25         1,25         1,25         1,25         1,25         1,25         1,25         1,25         1,25         1,25         1,25         1,25         1,25         1,25         2,25         2,25         2,25 <t< td=""><td>Liabilities and Equity</td><td>_</td><td></td><td></td><td></td><td></td></t<>	Liabilities and Equity	_					
Accrued royalties         1,184         1,104         7%           Accrued liabilities         319         297         7%           Accrued interest         28         38         26%           Deferred revenue         175         178         2.9%           Other current liabilities         86         21         -           Total current liabilities         1,944         \$ 1,842         6%           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         \$ 5,200         \$ 5,125         1%           Equity:         2         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -	Current liabilities:						
Accrued liabilities         319         297         7%           Accrued interest         28         38         -26%           Deferred revenue         175         178         -2%           Other current liabilities         86         21            Total current liabilities         \$1,944         \$1,842         6%           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         233         236         -1%           Equity:	Accounts payable	\$	152	\$	204	-25 %	
Accrued interest         28         38         -26%           Deferred revenue         175         178         -2%           Other current liabilities         86         21         -           Total current liabilities         \$ 1,944         \$ 1,842         6%           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         \$ 5,200         \$ 5,125         1%           Equity:         -         -         -         -         -           Common stock         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         - <t< td=""><td>Accrued royalties</td><td></td><td>1,184</td><td></td><td>1,104</td><td>7 %</td></t<>	Accrued royalties		1,184		1,104	7 %	
Deferred revenue         175         178         -2%           Other current liabilities         86         21         -           Total current liabilities         \$ 1,944         \$ 1,842         6%           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         5,200         \$ 5,125         1%           Equity:         Common stock         -         -         -         -           Additional paid-in capital         1,128         1,128         -         -           Accumulated deficit         (747)         (715)         4%           Accumulated other comprehensive loss, net         (257)         (218)         -18%           Total Warner Music Group Corp. equity         16         15         7%           Noncontrolling interest         16         15         7%           Total equity         140         210         33%	Accrued liabilities		319		297	7 %	
Other current liabilities         86         21         -           Total current liabilities         \$ 1,944         \$ 1,842         6%           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         \$ 5,200         \$ 5,125         1%           Equity:         Common stock         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -	Accrued interest		28		38	-26 %	
Total current liabilities         \$ 1,944         \$ 1,842         6%           Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         \$ 5,200         \$ 5,125         1%           Equity:         Common stock	Deferred revenue		175		178	-2 %	
Long-term debt         2,755         2,778         -1%           Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         \$ 5,200         \$ 5,125         1%           Equity:         Common stock         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         - <td r<="" td=""><td>Other current liabilities</td><td></td><td>86</td><td></td><td>21</td><td>-</td></td>	<td>Other current liabilities</td> <td></td> <td>86</td> <td></td> <td>21</td> <td>-</td>	Other current liabilities		86		21	-
Deferred tax liabilities, net         268         269         0%           Other noncurrent liabilities         233         236         -1%           Total liabilities         \$ 5,200         \$ 5,125         1%           Equity:         Common stock         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -	Total current liabilities	\$	1,944	\$	1,842	6%	
Other noncurrent liabilities         233         236         -1%           Total liabilities         \$ 5,200         \$ 5,125         1%           Equity:         Sequity:         Sequ	Long-term debt		2,755		2,778	-1 %	
Total liabilities         \$ 5,200         \$ 5,125         1%           Equity:         Common stock         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         - <td row<="" td=""><td>Deferred tax liabilities, net</td><td></td><td>268</td><td></td><td>269</td><td>0%</td></td>	<td>Deferred tax liabilities, net</td> <td></td> <td>268</td> <td></td> <td>269</td> <td>0%</td>	Deferred tax liabilities, net		268		269	0%
Equity:           Common stock         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         - <th< td=""><td>Other noncurrent liabilities</td><td></td><td>233</td><td></td><td>236</td><td>-1 %</td></th<>	Other noncurrent liabilities		233		236	-1 %	
Common stock         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         - <t< td=""><td>Total liabilities</td><td>\$</td><td>5,200</td><td>\$</td><td>5,125</td><td>1%</td></t<>	Total liabilities	\$	5,200	\$	5,125	1%	
Additional paid-in capital         1,128         1,128         -           Accumulated deficit         (747)         (715)         4%           Accumulated other comprehensive loss, net         (257)         (218)         -18%           Total Warner Music Group Corp. equity         \$ 124         \$ 195         -36%           Noncontrolling interest         16         15         7%           Total equity         140         210         -33%	Equity:						
Accumulated deficit         (747)         (715)         4%           Accumulated other comprehensive loss, net         (257)         (218)         -18%           Total Warner Music Group Corp. equity         \$ 124         \$ 195         -36%           Noncontrolling interest         16         15         7%           Total equity         140         210         -33%	Common stock		-		-	-	
Accumulated other comprehensive loss, net         (257)         (218)         -18%           Total Warner Music Group Corp. equity         \$ 124         \$ 195         -36%           Noncontrolling interest         16         15         7%           Total equity         140         210         -33%	Additional paid-in capital		1,128		1,128	-	
Total Warner Music Group Corp. equity         \$ 124         \$ 195         -36%           Noncontrolling interest         16         15         7%           Total equity         140         210         -33%	Accumulated deficit		(747)		(715)	-4 %	
Total Warner Music Group Corp. equity         \$ 124         \$ 195         -36%           Noncontrolling interest         16         15         7%           Total equity         140         210         -33%	Accumulated other comprehensive loss, net		. ,			-18%	
Total equity 140 210 -33 %	Total Warner Music Group Corp. equity	\$		\$	195	-36 %	
Total equity         140         210         -33 %	Noncontrolling interest		16		15	7%	
_ ' '	Total equity		140		210	-33 %	
	· ·	\$	5,340	\$	5,335	0 %	

Figure 3. Warner Music Group Corp. - Summarized Statements of Cash Flows, Three Months Ended December 31, 2016 versus December 31, 2015 (dollars in millions)

	For the Three M Ended Decembe 2016	For the Three Month Ended December 3 <sup>o</sup> 2015			
	(unaudited)	)		(unaudited)	
Net cash provided by operating activities	\$	156	\$		61
Net cash used in investing activities		(12)			(18)
Net cash used in financing activities		(38)			(6)
Effect of foreign currency exchange rates on cash and equivalents		(10)			(5)
Net increase in cash and equivalents	\$	96	\$		32

Figure 4. Warner Music Group Corp. - Recorded Music Digital Revenue Summary, Three Months Ended December 31, 2016 versus December 31, 2015 (dollars in millions)

	For the Three Ended Decem		For the Three Months 6 Ended December 31, 20		
	(unauc	lited)	(u	naudited)	
Streaming	\$	311	\$	212	
Downloads and Other Digital		91		110	
Total Recorded Music Digital Revenue	\$	402	\$	322	

Figure 5. Warner Music Group Corp. - Recorded Music Digital Revenue Summary, Fiscal Year 2016 Quarterly Results (dollars in millions)

				Three months	ended				
	Septemb	September 30, 2016 June 30, 2016 (unaudited)		March	30, 2016		nber 31, 115		
	(una			(unaudited)		udited)	(unaudited)		
	\$	262	\$	227	\$	207	\$	212	
Other Digital		104		121		121		110	
gital Revenue	\$	366	\$	348	\$	328	\$	322	

#### Supplemental Disclosures Regarding Non-GAAP Financial Measures

We evaluate our operating performance based on several factors, including the following non-GAAP financial measures:

#### **OIBDA**

OIBDA reflects our operating income before non-cash depreciation of tangible assets and non-cash amortization of intangible assets. We consider OIBDA to be an important indicator of the operational strengths and performance of our businesses, and believe the presentation of OIBDA helps improve the ability to understand our operating performance and evaluate our performance in comparison to comparable periods. However, a limitation of the use of OIBDA as a performance measure is that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenue in our businesses. Accordingly, OIBDA should be considered in addition to, not as a substitute for, operating income (loss), net income (loss) and other measures of financial performance reported in accordance with U.S. GAAP. In addition, OIBDA, as we calculate it, may not be comparable to similarly titled measures employed by other companies.

Figure 6. Warner Music Group Corp. - Reconciliation of Net Income to OIBDA, Three Months Ended December 31, 2016 versus December 31, 2015 (dollars in millions)

	For the Three Months Ended December 31, 2016		For the Three Months Ended December 31, 2015		% Change	
	(una	udited)	(una	udited)		
Net income attributable to Warner Music Group Corp.	\$	22	\$	27	-19 %	
Income attributable to noncontrolling interest		2		1	100 %	
Net income	\$	24	\$	28	-14%	
Income tax expense (benefit)		17		(3)	-	
Income including income taxes	\$	41	\$	25	64%	
Other income, net		(19)		(8)	-	
Interest expense, net		40		45	11 %	
Loss on extinguishment of debt		32		-	-	
Operating income	\$	94	\$	62	52 %	
Amortization expense		51		62	18%	
Depreciation expense		12		13	8 %	
OIBDA	\$	157	\$	137	15%	
Operating income margin	·	10.3%		7.3%		
OIBDA margin		17.1%		16.1 %		

Figure 7. Warner Music Group Corp. - Reconciliation of Segment Operating Income (Loss) to OIBDA, Three Months Ended December 31, 2016 versus December 31, 2015 (dollars in millions)

		For the Three Months Ended December 31, 2016		the Three ths Ended ber 31, 2015	% Change	
	(ur	naudited)	(ur	naudited)		
Total WMG operating income – GAAP	\$	94	\$	62	52 %	
Depreciation and amortization expense		(63)		(75)	16 %	
Total WMG OIBDA	\$	157	\$	137	15%	
Operating income margin		10.3 %		7.3 %		
OIBDA margin		17.1%		16.1%		
Recorded Music operating income - GAAP	\$	123	\$	98	26%	
Depreciation and amortization expense		(42)		(54)	22%	
Recorded Music OIBDA	\$	165	\$	152	9 %	
Recorded Music operating income margin		15.4%		13.3 %		
Recorded Music OIBDA margin		20.7%		20.6%		
Music Publishing operating loss - GAAP	\$	(2)	\$	(13)	85%	
Depreciation and amortization expense		(18)		(18)	0%	
Music Publishing OIBDA	\$	16	\$	5	-	
Music Publishing operating loss margin		-1.6 %		-11.2 %		
Music Publishing OIBDA margin		12.9%		4.3%		

#### Adjusted Operating Income (Loss), Adjusted OIBDA and Adjusted Net Income (Loss)

Adjusted operating income (loss), Adjusted OIBDA and Adjusted net income (loss) is operating income (loss), OIBDA and net income (loss), respectively, adjusted to exclude the impact of certain items that affect comparability. Factors affecting period-to-period comparability of the unadjusted measures in the quarter included the items listed in Figure 8 below. We use Adjusted operating income (loss), Adjusted OIBDA and Adjusted net income (loss) to evaluate our actual operating performance. We believe that the adjusted results provide relevant and useful information for investors because they clarify our actual operating performance, make it easier to compare our results with those of other companies in our industry and allow investors to review performance in the same way as our management. Since these are not measures of performance calculated in accordance with U.S. GAAP, they should not be considered in isolation of, or as a substitute for, operating income (loss), OIBDA and net income (loss) attributable to Warner Music Group Corp. as indicators of operating performance, and they may not be comparable to similarly titled measures employed by other companies.

Figure 8. Warner Music Group Corp. - Reconciliation of Reported to Adjusted Results, Three and Nine Months Ended December 31, 2016 versus December 31, 2015 (dollars in millions)

	Total \ Opera Inco	iting	Mı Ope	orded usic rating ome	Musi Publish Operat Loss	ning ting		otal WMG OIBDA		orded OIBDA	Pub	usic lishing IBDA	Net ir	ncome
	(unauc	lited)	(una	udited)	(unaudi	ited)	(un	naudited)	(unaı	ıdited)	(una	udited)	(unau	ıdited)
Reported Results	\$	94	\$	123	\$	(2)	\$	157	\$	165	\$	16	\$	24
Factors Affecting Comparability:														
Costs and (Gain)/Loss on PLG-Related Asset Sales		2		2		_		2		2		_		2
Nashville Shared Services Costs		2		1		_		2		1		_		2
Adjusted Results	\$	98	\$	126	\$	(2)	\$	161	\$	168	\$	16	\$	28
Adjusted Margin		10.7%		15.8%		-1.6%		17.6%		21.1%		12.9%		
For the Three Months Ended December 31, 2015	Total \ Opera	nting me	Mu Ope Inc	orded usic rating ome	Musi Publish Operat Loss	ning ting s		otal WMG OIBDA	Music	orded OIBDA	Pub	usic lishing IBDA		ncome_
For the Three Months Ended December 31, 2015  Reported Results	Opera	nting me	Mu Ope Inc	usic rating	Publish Operat	ning ting s			Music		Pub	lishing		ncome udited)
Reported Results Factors Affecting Comparability: Costs and (Gain)/Loss on PLG-Related Asset Sales	Opera Inco (unauc	nting me lited)	Mu Ope Inc	usic rating ome udited)	Publish Operati Loss (unaudi	ning ting s ited)	(un	OIBDA naudited)	Music (unau	OIBDA idited)	Pub OI (una	lishing IBDA udited)	(unau	ıdited)
Reported Results Factors Affecting Comparability: Costs and (Gain)/Loss on PLG-Related Asset Sales Cost-Savings Initiatives	Opera Inco (unauc	ating me dited) 62	Mu Ope Inc	usic rating come udited) 98	Publish Operati Loss (unaudi	hing ting s ited) (13)	(un \$	OIBDA naudited) 137	Music (unau	OIBDA idited) 152	Pub Ol (una \$	lishing IBDA udited) 5	(unau	28 -
Reported Results Factors Affecting Comparability: Costs and (Gain)/Loss on PLG-Related Asset Sales	Opera Inco (unauc	nting me lited)	Mu Ope Inc	usic rating ome udited)	Publish Operati Loss (unaudi	ning ting s ited)	(un	OIBDA naudited)	Music (unau	OIBDA idited)	Pub OI (una	lishing IBDA udited)	(unau	ıdited)

# **Constant Currency**

For the Three Months Ended December 31, 2016

Because exchange rates are an important factor in understanding period-to-period comparisons, we believe the presentation of revenue on a constant-currency basis in addition to reported revenue helps improve the ability to understand our operating results and evaluate our performance in comparison to prior periods. Constant-currency information compares results between periods as if exchange rates had remained constant period over period. We use results on a constant-currency basis as one measure to evaluate our performance. We calculate constant-currency results by applying current-year foreign currency exchange rates to prior-year results. However, a limitation of the use of the constant-currency results as a performance measure is that it does not reflect the

impact of exchange rates on our revenue. These results should be considered in addition to, not as a substitute for, results reported in accordance with U.S. GAAP. Results on a constant-currency basis, as we present them, may not be comparable to similarly titled measures used by other companies and are not a measure of performance presented in accordance with U.S. GAAP.

Figure 9. Warner Music Group Corp. - Revenue by Geography and Segment, Three Months Ended December 31, 2016 versus December 31, 2015 As Reported and Constant Currency (dollars in millions)

	For the Three Months Ended December 31,  2016  As reported (unaudited)		For the Three Months Ended December 31,  2015  As reported (unaudited)		For the Three Months Ended December 31, 2015 Constant (unaudited)	
US revenue						
Recorded Music	\$	345	\$	293	\$	293
Music Publishing		51		43		43
International revenue						
Recorded Music		452		444		428
Music Publishing		73		73		69
Intersegment eliminations		(4)		(4)		(4)
Total Revenue	\$	917	\$	849	\$	829
Revenue by Segment:						
Recorded Music						
Digital	\$	402	\$	322	\$	317
Physical		227		248		242
Total Digital and Physical		629	· ·	570		559
Artist services and expanded-rights		90		83		82
Licensing		78		84		80
Total Recorded Music		797		737		721
Music Publishing						
Performance		37		43		41
Digital		43		27		25
Mechanical		16		20		19
Synchronization		26		25		25
Other		2		1		2
Total Music Publishing		124		116		112
Intersegment eliminations		(4)		(4)		(4)
Total Revenue	\$	917	\$	849	\$	829
Total Digital Revenue	\$	444	\$	348	\$	341

# **Free Cash Flow**

Free Cash Flow reflects our cash flow provided by operating activities less capital expenditures and cash paid or received for investments. We use Free Cash Flow, among other measures, to evaluate our operating performance. Management believes Free Cash Flow provides investors with an important perspective on the cash available to fund our debt service requirements, ongoing working capital requirements, capital expenditure requirements, strategic acquisitions and investments, and any dividends, prepayments of debt or repurchases or retirement of our outstanding debt or notes in open market purchases, privately negotiated purchases or otherwise. As a result, Free Cash Flow is a significant measure of our ability to generate long-term value. It is useful for investors to know whether this ability is being enhanced or degraded as a result of our operating performance. We believe the presentation of Free Cash Flow is relevant and useful for investors because it allows investors to view performance in a manner similar to the method management uses.

Because Free Cash Flow is not a measure of performance calculated in accordance with U.S. GAAP, Free Cash Flow should not be considered in isolation of, or as a substitute for, net income (loss) as an indicator of operating performance or cash flow provided by operating activities as a measure of liquidity. Free Cash Flow, as we calculate it, may not be comparable to similarly titled measures employed by other companies. In addition, Free Cash Flow does not necessarily represent funds available for discretionary use and is not necessarily a measure of our ability to fund our cash needs. Because Free Cash Flow deducts capital expenditures and cash paid or received for investments from "net cash provided by operating activities" (the most directly comparable U.S. GAAP financial measure), users of this information should consider the types of events and transactions that are not reflected. We provide below a reconciliation of Free Cash Flow to the most directly comparable amount reported under U.S. GAAP, which is "net cash provided by operating activities."

Figure 10. Warner Music Group Corp. - Calculation of Free Cash Flow, Three Months Ended December 31, 2016 versus December 31, 2015 (dollars in millions)

	For the Thre Ended Decem	For the Three Months Ended December 31, 2015		
	(unaud	ited)	(una	udited)
Net cash provided by operating activities	\$	156	\$	61
Less: Capital expenditures		8		10
Less: Net cash paid for investments		4		8
Free Cash Flow	\$	144	\$	43

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