

**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): July 13, 2021**

**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**  
(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**

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))

Securities registered under Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of Exchange on which Registered
Class A Common Stock	WMG	The Nasdaq Stock Market LLC

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*New Director*

On July 13, 2021, Thomas H. Lee resigned from the Board of Directors (the “Board”) of Warner Music Group Corp. (the “Company”) and all committees thereof, effective upon the appointment of his replacement. Mr. Lee has served as a director since 2011. Mr. Lee’s decision to resign from the Board is not the result of any disagreement with the Company or the Board. In light of his many contributions to the Company, Mr. Lee has been given the title of Director Emeritus of the Company, effective upon his resignation. Mr. Lee will also be entitled to compensation and fees as may be deemed appropriate by the Company in view of Mr. Lee’s services to the Company.

Also on July 13, 2021, Nancy Dubuc was elected to the Board in accordance with the Company’s certificate of incorporation, effective immediately, to fill the vacancy on the Board resulting from Mr. Lee’s resignation. Ms. Dubuc was also elected to serve on the Audit Committee of the Board as chairperson, and on the Executive Committee of the Board, effective immediately. Ms. Dubuc will hold office until the next annual general meeting of stockholders or until removed from office in accordance with the Company’s bylaws. There was no arrangement or understanding between Ms. Dubuc and any other person pursuant to which she was selected as a director.

Ms. Dubuc is Chief Executive Officer of VICE Media Group (“VICE”), today’s largest independent youth media company. Since joining VICE in 2018 she has directed the expansion and transformation of the company’s global businesses and has also initiated a cultural transformation driven by processes to vastly increase communication, transparency and accountability. Prior to joining VICE, Ms. Dubuc served as President and Chief Executive Officer of A+E Networks. Ms. Dubuc currently serves on the board of directors of Vice Media LLC and Flutter Entertainment PLC. Ms. Dubuc has a reputation as a powerful creative with an additional history of overwhelming programmatic success.

The Company believes Ms. Dubuc’s 25+ years of media experience, proven track record of successfully diversifying revenue through new business models, distinct ability to build effective leadership teams and financial/operational transformations give her the qualifications and skills to serve as a director of the Company.

*Committee Appointments*

In connection with the election of a new director to the Board, as well as the resignations of Lincoln Benet from the Finance Committee of the Board, effective as of the date of Mr. Lee’s resignation and Len Blavatnik’s resignation from the Compensation Committee of the Board and the Nominating and Corporate Governance Committee of the Board, effective as of April 30, 2021, the Nominating and Corporate Governance Committee of the Board recommended certain committee changes, which the Board adopted. As noted above, Ms. Dubuc has been elected to serve on the Executive Committee. Additionally, Ceci Kurzman has been elected to serve on the Compensation Committee of the Board and Ynon Kreiz has been elected to serve on the Nominating and Corporate Governance Committee of the Board.

**Related Party Transactions**

There are no related party transactions reportable under Item 5.02 of Form 8-K and Item 404(a) of Regulation S-K.

**Director Compensation**

Ms. Dubuc will be compensated in accordance with previously disclosed compensation programs for the Company’s non-officer directors.

On July 13, 2021 the Company issued a press release announcing the election of Ms. Dubuc to the Board. A copy of the press release is furnished herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated July 13, 2021</a>
104	Cover Page to this Current Report on Form 8-K in Inline XBRL.

**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/ Paul M. Robinson  
Paul M. Robinson  
Executive Vice President, General Counsel and  
Secretary

Date: July 13, 2021

**NANCY DUBUC JOINS WARNER MUSIC GROUP BOARD OF DIRECTORS*****Highly Respected Media Executive is CEO of VICE Media Group******Thomas H. Lee Named WMG Director Emeritus***

**NEW YORK, NY – July 13, 2021:** Warner Music Group Corp. (“WMG”) today announced the election of Nancy Dubuc to the company’s board of directors, including being named chairperson of the Audit Committee and a member of the Executive Committee, effective today.

At the same time, Thomas H. Lee announced his intention to step down from the company’s board of directors after more than 17 years of service. In 2004, he led the investor group which purchased the company from Time Warner. In light of his many contributions to Warner Music Group, Lee has been given the title of Director Emeritus.

Dubuc is currently Chief Executive Officer of VICE Media Group, the largest independent youth media company. Since joining VICE in 2018, she has directed the expansion and cultural transformation of the company’s global businesses. Prior to joining VICE, Dubuc served as President and Chief Executive Officer of A+E Networks. In the course of her career, she has built a reputation as an inspiring creative with a history of outstanding success in innovative programming. She has been named to Fortune’s list of the 50 Most Powerful Women in Business, The Hollywood Reporter’s annual Power 100, and Vanity Fair’s New Establishment list. She also currently serves on the board of directors of Vice Media LLC and Flutter Entertainment PLC.

Len Blavatnik, Founder & Chairman of Access Industries, said: “Nancy is an exceptional addition to the Board. Her experience in visual and digital media, combined with her knowledge of youth culture and the entertainment market, make her well suited to help guide WMG’s growth. I would also like to thank Tom for his many years of valuable service on the Board, and I’m pleased that we’ll be able to call on his expertise in the future.”

Nancy Dubuc noted: “Music now lives in many different forms, across cultures, technologies, and media. Warner’s dynamic, global approach to creativity and commerce, along with the powerful value proposition it offers artists and songwriters, make it a truly progressive and exciting company. I’m looking forward to working with everyone on the Board to help chart the years ahead.”

Thomas Lee said: “Warner Music Group has undergone an extraordinary evolution over the past 17 years. It’s been gratifying to help the company drive its transformation and deliver unprecedented growth. I’m honored that Len and the Board have asked me to continue to serve the company for which I have such admiration.”

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**About Warner Music Group**

With a legacy extending back over 200 years, Warner Music Group (WMG) today brings together artists, songwriters, and entrepreneurs that are moving entertainment culture across the globe. Operating in more than 70 countries through a network of affiliates and licensees, WMG’s Recorded Music division includes renowned labels such as Asylum, Atlantic, Big Beat, Canvasback, Elektra, Erato, First Night, Fueled by Ramen, Nonesuch, Parlophone, Reprise, Rhino, Roadrunner, Sire, Spinnin’, Warner Records, Warner Classics and Warner Music Nashville. WMG’s music publishing arm, Warner Chappell Music, has a catalog of over 1 million copyrights spanning every musical genre, from the standards of the Great American Songbook to the biggest hits of the 21st century. Warner Music Group is also home to ADA, the independent artist and label services company, as well as consumer brands such as Songkick, the live music app; EMP, the merchandise e-tailer; and UPROXX, the youth culture destination. Follow WMG on Instagram, Twitter, LinkedIn, and Facebook.

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