

**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): **March 29, 2023**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.001 par value per share	WMG	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 2.05. COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES.

On March 29, 2023, Warner Music Group Corp. (the “Company”) announced moves designed to drive the evolution of the Company.

The Company expects to reduce headcount by approximately 270 people, or approximately 4% of the Company’s overall headcount. The headcount reductions should be substantially completed by the end of the next fiscal quarter. As a result, the Company expects to incur total non-recurring restructuring charges in this quarter of approximately \$46 million on a pre-tax basis for severance payments and other related termination costs. The Company anticipates that the headcount reductions will result in cash expenditures of approximately \$46 million by the end of fiscal year 2024.

The Company expects the headcount reductions to generate pre-tax cost savings of approximately \$22 million in fiscal year 2023 and \$50 million on an annualized run-rate basis in fiscal year 2024.

The Company anticipates investing a portion of the cost savings from the headcount reductions in an amount to be determined for targeted hires, to add new skill sets and for other initiatives intended to position the Company for long-term growth.

This Item 2.05 contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements related to expected costs and expected cost savings. These forward-looking statements are based on the Company’s current expectations and inherently involve significant risks and uncertainties. The Company’s actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to cost reduction efforts. In addition, the Company’s restructuring costs may be greater than anticipated and the headcount reductions may have an adverse impact on the Company’s business. 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.

ITEM 7.01 REGULATION FD DISCLOSURE.

In connection with this announcement, the employee communication furnished herewith as Exhibit 99.1 was sent by Robert Kyncl, the Company’s Chief Executive Officer.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit No.	Description
99.1	Employee Note from CEO Robert Kyncl
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: March 29, 2023

By: /s/ Eric Levin

Eric Levin

Chief Financial Officer

Subject: Important Update
From: RK
To: WMG ALL HANDS

Hi everyone,

As I mentioned at our first All-Hands meeting last month, I'm committed to direct and honest communication with all of you. The music business is filled with new possibilities: more fans are engaging with artists and songs than ever, our reach is enormous, and new business models are constantly emerging. WMG is positioning itself for this new phase of growth at the intersection of creativity and technology.

In my discussions with our leaders across the company, many of them came to the same conclusion – that to take advantage of the opportunities ahead of us, we need to make some hard choices in order to evolve. Consistent with this direction, we've made the tough decision to reduce our global team by approximately 270 people, or about 4%. At the same time, we're reallocating resources towards new skills for artist and songwriter development and new tech initiatives. We're also reducing discretionary spending and open positions to provide us with additional flexibility for our future.

I want to be clear that this is not a blanket cost-cutting exercise. Every decision has been made thoughtfully by our operators around the world, who considered the specific needs, skills, and priorities of each label, division, and territory, in order to set us up for long-term success. The leader of your division will either be holding a town hall or sending an email to explain more about this path forward.

I'm also acutely aware of how unsettling this can be. Having to say goodbye to talented colleagues is always difficult. For those of you who will be leaving WMG, please know that we're deeply grateful for your hard work, dedication, and all you've contributed to this company. In all territories, except where you are explicitly told there will be a review or consultation period, anyone affected will hear from your leaders, supervisors, or People team reps within 24 hours. I know this transition will be tough, but we're committed to supporting you during this process.

In times of great disruption in our world and society, artists and songwriters who have something original to say, who rise to the occasion, will resonate the loudest. Equally, the rapid changes in our economy and ecosystem create the conditions and opportunities for innovation and breakthroughs. I learned when I joined WMG that this is a gritty, incredibly resourceful, and highly impactful team that I want by my side every day of the week. We deliver for our artists, songwriters, and labels with laser focus, inventiveness, and care. And now, more than ever, we need to double down on that.

I'll have more to say about all of this at our next All-Hands meeting, including more details on our plan.

Let's support each other with empathy and integrity as we work through this process.

Thank you,

Robert