

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**

UNDER  
THE SECURITIES ACT OF 1933

**WARNER MUSIC GROUP CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-4271875**  
(I.R.S. Employer  
Identification Number)

**75 Rockefeller Plaza  
New York, New York 10019**  
(Address of principal executive offices)

**WARNER MUSIC GROUP CORP. AMENDED AND RESTATED 2005 OMNIBUS  
AWARD PLAN**  
(Full title of the plan)

**Paul M. Robinson, Esq.**  
**Warner Music Group Corp.**  
**75 Rockefeller Plaza**  
**New York, New York 10019**  
(Name and address of agent for service)

*Copy to:*  
**Edward P. Tolley III, Esq.**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**  
**New York, New York 10017**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered(1)	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
<b>Common Stock, \$0.001 par value per share</b>	<b>1,592,010(3)</b>	<b>\$ 6.34</b>	<b>\$ 10,093,343</b>	<b>\$ 396.67</b>
	<b>4,250,000(4)</b>	<b>\$ 5.29</b>	<b>\$ 22,482,500</b>	<b>\$ 883.56</b>
	<b>10,657,990(5)</b>	<b>\$ 7.67(6)</b>	<b>\$ 81,746,783(6)</b>	<b>\$ 3,212.65(6)</b>
<b>Total</b>	<b>16,500,000</b>		<b>\$114,322,626</b>	<b>\$ 4,492.88</b>

- (1) Covers an aggregate of 16,500,000 shares of Common Stock approved for issuance under the Warner Music Group Corp. Amended and Restated 2005 Omnibus Award Plan (the "Amended 2005 Plan") and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Calculated pursuant to Section 6(b) of the Securities Act as follows: Proposed maximum aggregate offering price multiplied by .00003930.
- (3) Represents 1,592,010 shares of Common Stock underlying outstanding options granted on December 15, 2007 pursuant to the Amended 2005 Plan. Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee for these shares are each based on the price at which the options may be exercised.
- (4) Represents 4,250,000 shares of Common Stock underlying options granted on March 15, 2008 pursuant to the Amended 2005 Plan. Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee for these shares are each based on the price at which the options may be exercised.
- (5) Represents additional shares of Common Stock approved for issuance under the Amended 2005 Plan as of the date of this Registration Statement.

- (6) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee for the 10,657,990 shares approved for issuance under the Amended 2005 Plan are each based on a price of \$7.67 per share, which is the average of the high and low prices of the common stock on the New York Stock Exchange on April 18, 2008 (within 5 business days before the filing date of this Registration Statement).
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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

In accordance with General Instruction E of Form S-8, this Registration Statement is registering additional securities of the same class as registered under the Registrant's effective Registration Statement on Form S-8, No. 333-127899, filed by the Registrant on August 26, 2005 (the "Earlier Registration Statement"). The contents of the Earlier Registration Statement are hereby incorporated by reference.

The following information is not included in the Earlier Registration Statement and is therefore included herewith:

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

Paul M. Robinson, Executive Vice President and General Counsel of the Registrant, has rendered an opinion to the effect that, under applicable state law, the shares of Common Stock to which this Registration Statement relates will be, when issued, validly issued, fully paid and nonassessable. Mr. Robinson beneficially owns, or has the right to acquire under the Registrant's Amended 2005 Plan, an aggregate of less than 1% of the Registrant's Common Stock.

SIGNATURE PAGE

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 25, 2008.

WARNER MUSIC GROUP CORP.

By: /s/ EDGAR BRONFMAN, JR.

Name: Edgar Bronfman, Jr.

Title: Chief Executive Officer and Chairman of the  
Board of Directors

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Paul M. Robinson and Trent N. Tappe, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him in his name, place and stead, in any and all capacity, in connection with this Registration Statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the Registrant any and all amendments or supplements (including any and all stickers and post-effective amendments) to this Registration Statement, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorney-in-fact and agents, and each of them full power and authority to do and perform each and every act and things requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Edgar Bronfman, Jr.</u> Edgar Bronfman, Jr.	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	April 25, 2008
<u>/s/ Michael D. Fleisher</u> Michael D. Fleisher	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 25, 2008
<u>/s/ Shelby W. Bonnie</u> Shelby W. Bonnie	Director	April 25, 2008
<u>/s/ Richard Bressler</u> Richard Bressler	Director	April 25, 2008
<u>/s/ John P. Connaughton</u> John P. Connaughton	Director	April 25, 2008
<u>/s/ Scott L. Jaeckel</u> Scott L. Jaeckel	Director	April 25, 2008
<u>/s/ Phyllis E. Grann</u> Phyllis E. Grann	Director	April 25, 2008
<u>/s/ Michele J. Hooper</u> Michele J. Hooper	Director	April 25, 2008

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/s/ Seth W. Lawry

Seth W. Lawry

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Director

April 25, 2008

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/s/ Thomas H. Lee

Thomas H. Lee

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Director

April 25, 2008

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/s/ Ian Loring

Ian Loring

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Director

April 25, 2008

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/s/ Jonathan M. Nelson

Jonathan M. Nelson

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Director

April 25, 2008

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/s/ Mark Nunnally

Mark Nunnally

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Director

April 25, 2008

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/s/ Scott M. Sperling

Scott M. Sperling

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Director

April 25, 2008

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Paul M. Robinson, Esq., Executive Vice President and General Counsel of the Company, as to the legality of the securities being issued (filed herewith)
23.1	Consent of Paul M. Robinson, Esq., Executive Vice President and General Counsel of the Company (reference is made to Exhibit 5.1 filed herewith)
23.2	Consent of Ernst & Young, LLP, (filed herewith)
24.1	Power of Attorney for Warner Music Group Corp. (included on signature page of the Registration Statement)

[WMG Letterhead]

April 25, 2008

Warner Music Group Corp.  
75 Rockefeller Plaza  
New York, New York 10019

Ladies and Gentlemen:

I am the Executive Vice President, General Counsel to Warner Music Group Corp., a Delaware corporation (the "Company"), and as such I have acted as counsel to the Company in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration by the Company of an aggregate of 16,500,000 shares of Common Stock, par value \$0.001 per share (the "Shares") approved for issuance pursuant to the Warner Music Group Corp. Amended and Restated 2005 Omnibus Award Plan (the "Amended 2005 Plan").

I have examined the Registration Statement, the Amended 2005 Plan, the Company's Amended and Restated Certificate of Incorporation and the Company's Amended and Restated Bylaws. I have also examined the originals, or duplicates or certified or conformed copies, of such corporate records, agreements, documents and other instruments and have made such other investigations as I have deemed relevant and necessary in connection with the opinions hereinafter set forth. As to questions of fact material to this opinion, I have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company. In rendering the opinion set forth below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity of original documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

As permitted by Item 8(a) of Form S-8, this opinion extends only to those securities offered and sold pursuant to the Amended 2005 Plan which are original issuance securities.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, I am of the opinion that (1) when the Board of Directors of the Company (the "Board") has taken all necessary corporate action to authorize and approve the issuance of the Shares and (2) upon payment and delivery in accordance with the Amended 2005 Plan, the Shares will be validly issued, fully paid and nonassessable.

I do not express any opinion herein concerning any law other than the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and related judicial decisions interpreting the foregoing).

I hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Paul M. Robinson

PAUL M. ROBINSON, ESQ.



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333- ) pertaining to the Amended and Restated 2005 Omnibus Award Plan of Warner Music Group Corp. of our reports dated November 26, 2007, with respect to the consolidated financial statements and schedule of Warner Music Group Corp. included in its Annual Report (Form 10-K) for the year ended September 30, 2007, and the effectiveness of internal control over financial reporting of Warner Music Group Corp. filed with the Securities and Exchange Commission and incorporated by reference in the Registration Statement (Form S-8, No. 333-127899).

/s/ Ernst & Young LLP  
April 25, 2008  
New York, New York