

**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): November 17, 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 8.01 Other Events.

### *Secured Notes*

On November 17, 2021, Warner Music Group Corp. (the “Company”) issued a press release announcing that its wholly owned subsidiary, WMG Acquisition Corp. (“WMG Acquisition”), has commenced a private offering (the “Offering”) of senior secured notes due 2029 (the “Notes”) in transactions exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”).

### *Acquisitions*

The Company has entered into non-binding letters of intent with respect to three acquisitions of certain music and music-related assets (such potential acquisitions, the “Acquisition Transactions”), for aggregate cash consideration of approximately \$710 million, \$125 million of which is expected to be deferred until the first anniversary of the closing date for one of the Acquisition Transactions. The Company intends to fund such aggregate cash consideration with the net proceeds of the Offering and cash on hand. For the twelve months ended September 30, 2021, the Company estimates that it would have reported incremental additional aggregate revenue and Adjusted EBITDA for these assets of \$42.8 million and \$34.4 million, respectively. The Company currently expects to enter into definitive documentation for each of the Acquisition Transactions shortly following the closing of the Offering. Closing of each of the Acquisition Transactions is subject to negotiation, execution and delivery of definitive documentation, which is currently expected to be subject to customary conditions and, in each case, is expected to occur after the closing of the Offering.

A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

This report does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release of Warner Music Group Corp., dated November 17, 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 and General Counsel

Date: November 17, 2021

**WMG Acquisition Corp. Announces Launch of  
Senior Secured Notes Offering**

**New York, NY – November 17, 2021** – Warner Music Group Corp. (“Warner Music Group” or “WMG”) announced today that through its wholly owned subsidiary WMG Acquisition Corp. (the “Company”) it has commenced a private offering (the “Offering”) of \$535 million aggregate principal amount of senior secured notes (the “Notes”).

The Company intends to use the net proceeds of the Offering to fund a portion of the aggregate cash consideration for potential acquisitions by the Company of certain music and music-related assets, or if any of such potential acquisitions are not completed, for general corporate purposes. The Company may also use the net proceeds of the Offering to redeem all or a portion of the Notes (so long as, in the case of a partial redemption, at least \$250 million of the Notes remain outstanding following such redemption) at any time on one or more occasions on or prior to the fifth business day following December 20, 2021 by giving notice at least five business days prior to such time at the special optional redemption price equal to the issue price of the Notes plus 1% of the principal amount thereof together with accrued and unpaid interest on such Notes from the date of issuance to but excluding the redemption date.

The Notes will be offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”). The Notes will be offered only to qualified institutional buyers pursuant to Rule 144A and to certain persons outside the United States pursuant to Regulation S, each under the Securities Act.

The Notes will not be and have not been registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from the registration requirements.

This announcement is not an offer to purchase, a solicitation of an offer to sell or purchase, or a solicitation of an offer to sell or purchase securities with respect to the Notes and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful. The Offering is being made only by the offering circular being sent to prospective investors.

**Forward-Looking Statements**

This communication includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include statements regarding expectations as to the completion of the Offering and the use of proceeds from the Offering. The forward-looking statements contained herein involve risks and uncertainties that could cause actual results to differ materially from those referred to in the forward-looking statements. More information about Warner Music Group and other risks related to Warner Music Group are detailed in Warner Music Group’s most recent annual report on Form 10-K and its quarterly reports on Form 10-Q and current reports on Form 8-K as filed with the Securities and Exchange Commission. Warner Music Group does not undertake an obligation to update forward-looking statements.

Additional factors that may affect future results and conditions are described in Warner Music Group's filings with the SEC, which are available at the SEC's web site at [www.sec.gov](http://www.sec.gov) or at Warner Music Group's website at [www.wmg.com](http://www.wmg.com).

SOURCE: WMG

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