

**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): August 17, 2011**

---

**Warner Music Group Corp.**

**(Exact name of Co-Registrant as specified in its charter)**

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

**001-32502**  
**(Commission  
File Number)**

**13-4271875**  
**(IRS Employer  
Identification No.)**

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

**10019**  
**(Zip Code)**

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

---

**WMG Acquisition Corp.**

**(Exact name of Co-Registrant as specified in its charter)**

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

**333-121322**  
**(Commission  
File Number)**

**68-0576630**  
**(IRS Employer  
Identification No.)**

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

**10019**  
**(Zip Code)**

**Co-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 Co-Registrants 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))

---

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

On August 17, 2011, the Board of Warner Music Group Corp. (the “Company”) was increased in size to ten (10) directors and Thomas H. Lee was elected by the Company’s sole stockholder to fill the vacancy on the Board as a result of such increase. Mr. Lee was also appointed by the Board on August 18, 2011 to the Audit Committee and the Compensation Committee of the Company.

In addition, on August 18, 2011, Edgar Bronfman, Jr. was appointed Chairman of the Board of the Company in order to focus on strategy and growth opportunities and, in connection with that move, he resigned from his positions as Chief Executive Officer and President of the Company as well as the Company’s direct subsidiary WMG Holdings Corp. (“Holdings”) and its indirect subsidiary WMG Acquisition Corp. (“WMG”). Stephen F. Cooper, the Company’s Chairman of the Board prior to August 18, 2011, was appointed to replace him as Chief Executive Officer and President for all three entities. In connection with this change in roles, Mr. Cooper stepped down as Chairman of the Board of the Company. Mr. Cooper will remain a director of the Company, Holdings and WMG.

Mr. Cooper, 64, has been a member of the Company’s Board since July 2011, and is a member of the Supervisory Board for LyondellBasell Industries N.V., one of the world’s largest olefins, polyolefins, chemicals and refining companies. Mr. Cooper is an advisor at Zolfo Cooper, a leading financial advisory and interim management firm, of which he was a co-founder and former Chairman. Mr. Cooper is also Managing Partner of Cooper Investment Partners, a private equity firm. He has more than 30 years of experience as a financial advisor, and has served as chairman or chief executive officer of various businesses, including Vice Chairman and member of the office of Chief Executive Officer of Metro-Goldwyn-Mayer, Inc. and Chief Executive Officer of Hawaiian Telecom. Mr. Cooper received a B.A. from Occidental College and an M.B.A. from the University of Pennsylvania Wharton School of Business.

On August 19, 2011, the Company issued a press release announcing the above. 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	Press Release, dated August 19, 2011.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the co-registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

WARNER MUSIC GROUP CORP.

BY: /s/ Paul Robinson

Paul Robinson  
EVP and General Counsel

Date: August 19, 2011

WMG ACQUISITION CORP.

BY: /s/ Paul Robinson

Paul Robinson  
EVP and General Counsel

Date: August 19, 2011

---

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated August 19, 2011.

**WARNER MUSIC GROUP'S BOARD OF DIRECTORS ELECTS  
EDGAR BRONFMAN, JR. AS CHAIRMAN TO FOCUS ON STRATEGY AND  
GROWTH OPPORTUNITIES**

***NAMES STEPHEN F. COOPER AS CEO***

***THOMAS H. LEE APPOINTED DIRECTOR***

NEW YORK, August 19, 2011 – Warner Music Group Corp. (WMG) today announced that Edgar Bronfman, Jr., who had been serving as the company's Chief Executive Officer, has been appointed to the position of Chairman of the company's Board of Directors and Stephen F. Cooper, who had been serving as Chairman, has been elected to serve as WMG's Chief Executive Officer. Bronfman will focus on the company's strategy and growth opportunities while Cooper will be responsible for the company's day-to-day operations. Cooper will continue to serve on the company's Board of Directors.

Lyor Cohen, Chairman and CEO, Recorded Music and Cameron Strang, Chairman and CEO of Warner/Chappell Music, will remain in their positions, reporting directly to Cooper.

Thomas H. Lee, the Chairman and CEO of Thomas H. Lee Capital, LLC, who served as a member of WMG's Board from March 2004 through July 2011, has been elected as a new Director of WMG. With the appointment of Lee, the size of WMG's Board has increased from nine to 10 members.

Bronfman said, "With the Access Industries transaction closed and WMG well-positioned for its next exciting chapter, it was clear that in order to best seize the strategic opportunities before us, we needed to deploy our team in the most effective and imaginative manner possible. Given my desire to focus on growth opportunities and Steve's extensive background in management across a wide array of companies and industries, I am grateful that Steve accepted the offer to change roles and to serve as our CEO. I look forward to continuing our successful partnership."

Bronfman added, "I'm pleased to welcome Tom Lee to our Board. Tom and I previously served together on WMG's Board, and his contributions were invaluable. We're fortunate that going forward we'll be able to benefit from his insight and his history with the company."

In addition to his role with WMG, Cooper, is a member of the Supervisory Board for LyondellBasell Industries N.V., one of the world's largest olefins, polyolefins, chemicals and refining companies. Cooper is an advisor at Zolfo Cooper, a leading financial

---

advisory and interim management firm, of which he was a co-founder and former Chairman. Cooper is also Managing Partner of Cooper Investment Partners, a private equity firm. He has more than 30 years of experience as a financial advisor, and has served as chairman or chief executive officer of various businesses, including Vice Chairman and member of the office of Chief Executive Officer of Metro-Goldwyn-Mayer, Inc. and Chief Executive Officer of Hawaiian Telcom. Cooper received a B.A. from Occidental College and an M.B.A. from the University of Pennsylvania Wharton School of Business.

#### **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, Cordless, East West, Elektra, Nonesuch, Reprise, Rhino, Roadrunner, Rykodisc, Sire, Warner Bros. and Word, as well as Warner/Chappell Music, one of the world's leading music publishers, with a catalog of more than one million copyrights worldwide.

###

#### Contacts:

Will Tanous  
(212) 275-2244  
[will.tanous@wmg.com](mailto:will.tanous@wmg.com)

Amanda Collins  
(212) 275-2213  
[amanda.collins@wmg.com](mailto:amanda.collins@wmg.com)