

Warner Music Group Corp.
Form 8-K
October 10, 2018

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): October 10, 2018 (October 10, 2018)

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))
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 2.01. Completion of Acquisition or Disposition of Assets.

On October 10, 2018, Warner Music Group Germany Holding GmbH (WMG Germany), a limited liability company under the laws of Germany and an indirect subsidiary of Warner Music Group Corp. (the Registrant), closed its previously announced acquisition (the Acquisition) of certain shares of E.M.P. Merchandising Handelsgesellschaft mbH, a limited liability company under the laws of Germany (EMP), all of the share capital of MIG Merchandising Investment GmbH, a limited liability company under the laws of Germany (MIG), certain shares of Large Popmarchandising BVBA, a limited liability company under the laws of Belgium (Large), and each of EMP and MIG s direct and indirect subsidiaries (the Subsidiaries and, together with EMP, MIG and Large, the Acquired Companies) from funds associated with Sycamore Partners, pursuant to the Sale and Purchase Agreement, dated as of September 11, 2018, by and between SP Merchandising Holding GmbH & Co. KG, a limited partnership under the laws of Germany, and WMG Germany. The cash consideration paid at closing of the Acquisition was approximately 165.6 million, which reflects an agreed enterprise value of the Acquired Companies of approximately 155.0 million (equivalent to approximately \$180 million), as adjusted for, among other items, net debt and working capital of the Acquired Companies.

In accordance with relevant guidance from the U.S. Securities and Exchange Commission, the Registrant does not intend to file or furnish, under cover of Form 8-K or otherwise, audited financial statements of the Acquired Companies under Rule 3-05 of Regulation S-X or pro forma financial information under Article 11 of Regulation S-X following consummation of the Acquisition.

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: October 10, 2018

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These interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing, are deemed not filed for purposes of Section 18 of the Exchange Act, and otherwise are not subject to liability under those sections.

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