Live Nation, Inc.
Form 424B3
November 06, 2009
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-159991

PROPOSED MERGER   YOUR VOTE IS VERY IMPORTANT

Live Nation, Inc. and Ticketmaster Entertainment, Inc. have entered into a merger agreement which provides for the combination of the two companies. Under the merger agreement, Ticketmaster Entertainment will merge with and into a wholly owned subsidiary of Live Nation. After the completion of the merger, Ticketmaster Entertainment s business will be conducted by Ticketmaster Entertainment, LLC, a wholly owned subsidiary of the combined company, which will be named Live Nation Entertainment, Inc.

In the proposed merger, holders of Ticketmaster Entertainment common stock will have the right to receive 1.384 shares of Live Nation common stock for each share of Ticketmaster Entertainment common stock. This exchange ratio will be adjusted as provided in the merger agreement to ensure that holders of Ticketmaster Entertainment common stock immediately prior to the merger receive 50.01% of the voting power of the equity interests of the combined company, which voting equity interests are expected to consist solely of Live Nation common stock after the completion of the merger.

Based on the closing sale price for Live Nation common stock on February 9, 2009, the last trading day before public announcement of the merger, the 1.384 exchange ratio represented an implied value of approximately $7.32 for each share of Ticketmaster Entertainment common stock. If the exchange ratio were adjusted as of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, and based on the outstanding voting equity interests of the two companies as of such date, the 1.384 exchange ratio would have been hypothetically adjusted to 1.474. This hypothetically adjusted exchange ratio would represent an implied value of approximately $9.99 for each share of Ticketmaster Entertainment common stock based on the closing sale price for Live Nation common stock on October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus.

It is currently estimated that Live Nation will issue or reserve for issuance approximately 100 million shares of Live Nation common stock in connection with the merger, including common stock issuable pursuant to outstanding Ticketmaster Entertainment options and other equity-based awards, although Live Nation may issue or reserve for issuance up to 120 million shares of Live Nation common stock pursuant to this joint proxy statement/prospectus. Live Nation common stock is listed on the New York Stock Exchange under the symbol LYV. Ticketmaster Entertainment common stock is listed on the NASDAQ Global Select Market under the symbol TKTM. You are urged to obtain current market quotations for the shares of Live Nation and Ticketmaster Entertainment.

The boards of directors of Live Nation and Ticketmaster Entertainment believe that the combination of the two companies will produce a financially strong, well-diversified combined company that will be better positioned to enhance stockholder value by establishing itself as the world s premier live entertainment company through the combination of Live Nation s concert promotion expertise and Ticketmaster Entertainment s world-class ticketing solutions and artist relationships and that the merger will present the combined company with a unique opportunity to improve the live entertainment experience and drive major innovations in ticketing technology, marketing and service.

Your vote is very important. The merger cannot be completed unless Live Nation stockholders approve the issuance of Live Nation common stock in connection with the merger and Ticketmaster Entertainment stockholders adopt the merger agreement. Each of Live Nation and Ticketmaster Entertainment is holding an annual meeting of its stockholders to vote on the proposals necessary to complete the merger, as well as other matters. **Whether or not you plan to attend your respective company s annual meeting of stockholders, please submit your proxy as soon as possible to make sure that your shares are represented at that meeting.** Information about these meetings, the merger and the other business to be considered by stockholders is contained in this joint proxy statement/prospectus. You are urged to read this joint proxy statement/prospectus carefully. **You should also carefully consider the risk factors beginning on page 33.**

The Live Nation board of directors recommends that Live Nation stockholders vote FOR the proposal to approve the issuance of Live Nation common stock in connection with the merger, which is necessary to complete the merger.

The Ticketmaster Entertainment board of directors recommends that Ticketmaster Entertainment stockholders vote FOR the proposal to adopt the merger agreement.

Michael Rapino	Irving Azoff
Chief Executive Officer	Chief Executive Officer
Live Nation, Inc.	Ticketmaster Entertainment, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated November 6, 2009 , and is first being mailed to stockholders of Live Nation and Ticketmaster Entertainment on or about November 6, 2009.

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Live Nation and Ticketmaster Entertainment from other documents that are not included in or delivered with this joint proxy statement/prospectus. For a listing of the documents incorporated by reference into this joint proxy statement/prospectus, see Where You Can Find More Information beginning on page 353. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference into this document through the Securities and Exchange Commission website at *www.sec.gov* or by requesting them in writing or by telephone at the appropriate address below:

By Mail:	Live Nation, Inc. 9348 Civic Center Drive Beverly Hills, California 90210 Attention: Investor Relations
By Telephone:	(310) 867-7000

By Mail:	Ticketmaster Entertainment, Inc. 8800 West Sunset Boulevard West Hollywood, California 90069 Attention: Investor Relations
By Telephone:	(310) 360-3300

You may also obtain documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from MacKenzie Partners, Inc., Live Nation s proxy solicitor, or Innisfree M&A Incorporated, Ticketmaster Entertainment s proxy solicitor, at the following addresses and telephone numbers:

By Mail:	MacKenzie Partners, Inc. 105 Madison Avenue New York, New York 10016
By Telephone:	(800) 322-2885 (toll free) (212) 929-5500 (collect)

By Mail:	Innisfree M&A Incorporated 501 Madison Avenue, 20th Floor New York, New York 10022
By Telephone:	(877) 687-1866 (toll free) (212) 750-5833 (banks and brokers only)

To receive timely delivery of the documents in advance of the annual meetings, you should make your request no later than December 30, 2009.

SUBMITTING PROXIES ELECTRONICALLY OR

BY TELEPHONE

Live Nation stockholders of record on the close of business on November 25, 2009, the record date for the Live Nation annual meeting, may submit their proxies by telephone or Internet by following the instructions on their proxy card or voting instruction form. If you have any questions regarding whether you are eligible to submit your proxy by telephone or by Internet, please contact MacKenzie Partners, Inc. by telephone at (800) 322-2885 (toll free) or (212) 929-5500 (collect) or via email at proxy@mackenziepartners.com.

Ticketmaster Entertainment stockholders of record on the close of business on November 25, 2009, the record date for the Ticketmaster Entertainment annual meeting, may submit their proxies by telephone or Internet by following the instructions on their proxy card or voting instruction form. If you have any questions regarding whether you are eligible to submit your proxy by telephone or by Internet, please contact Innisfree M&A Incorporated by telephone at (877) 687-1866 (toll free) (banks and brokers call: (212) 750-5833). You can also submit document requests via email at info@innisfreema.com.

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JANUARY 8, 2010

To the Stockholders of Live Nation, Inc.:

The annual meeting of stockholders of Live Nation, Inc., a Delaware corporation, will be held on January 8, 2010, at 9:00 a.m., local time, at House of Blues Sunset Strip, 8430 Sunset Boulevard, West Hollywood, California 90069, for the following purposes:

1. to approve the issuance of Live Nation common stock, par value $0.01 per share, in the merger contemplated by the Agreement and Plan of Merger, dated as of February 10, 2009, as it may be amended from time to time, among Live Nation, Inc., Ticketmaster Entertainment, Inc. and, from and after its accession thereto, Merger Sub, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice;

2. to amend the Live Nation certificate of incorporation to change Live Nation s name to Live Nation Entertainment, Inc. after the completion of the merger of Ticketmaster Entertainment with and into Merger Sub;

3. to elect three directors to hold office until the 2012 annual meeting of stockholders and until their respective successors have been elected and qualified;

4. to ratify the appointment of Ernst & Young LLP as Live Nation s independent registered public accounting firm for the 2009 fiscal year;

5. to approve the amendment of the Live Nation, Inc. 2005 Stock Incentive Plan, as Amended and Restated, to, among other things, increase the aggregate number of shares of Live Nation common stock that may be issued under the plan;

6. to approve the adjournment of the Live Nation annual meeting, if necessary, to solicit additional proxies; and

7. to conduct any other business as may properly come before the Live Nation annual meeting or any adjournment or postponement thereof.

Only the approval of the share issuance proposal is required for the completion of the merger. The approval of the share issuance proposal is not conditioned on the approval of the Live Nation name change proposal or any other Live Nation proposal; however, the Live Nation name change will be effected only if the merger has taken place and is therefore contingent on approval of the share issuance proposal.

The Live Nation board of directors recommends that Live Nation stockholders vote FOR each of the director nominees, FOR the proposal to approve the issuance of Live Nation common stock in the merger, FOR the proposal to amend the Live Nation certificate of incorporation to change Live Nation s name to Live Nation Entertainment, Inc. after the completion of the merger and FOR each of the other Live Nation proposals described in the joint proxy statement/prospectus accompanying this notice.

The Live Nation board of directors has set November 25, 2009 as the record date for the 2009 Live Nation annual meeting of stockholders. Only holders of record of Live Nation common stock at the close of business on November 25, 2009 will be entitled to notice of and to vote at the Live Nation annual meeting and any adjournments or postponements thereof. A complete list of stockholders entitled to vote at the Live Nation annual meeting will be available for examination by any Live Nation stockholder at Live Nation s headquarters, 9348 Civic Center Drive, Beverly Hills, California 90210 for purposes pertaining to the Live Nation annual meeting, during normal business hours for a period of ten days before the Live Nation annual meeting and at the

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time and place of the Live Nation annual meeting. Any stockholder entitled to attend and vote at the Live Nation annual meeting is entitled to appoint a proxy to attend and vote on such stockholder s behalf. Such proxy need not be a holder of Live Nation common stock. **To ensure your representation at the 2009 Live Nation annual meeting of stockholders, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet.** Please submit your proxy promptly whether or not you expect to attend the Live Nation annual meeting. Submitting a proxy now will not prevent you from being able to vote at the Live Nation annual meeting by attending in person and casting a vote.

The joint proxy statement/prospectus accompanying this notice provides a detailed description of the merger, the merger agreement and the other matters to be considered at the 2009 Live Nation annual meeting of stockholders. You are urged to read carefully the entire joint proxy statement/prospectus, including the annexes and other documents referred to therein. **If you have any questions concerning the merger, the other Live Nation annual meeting matters or the joint proxy statement/prospectus, would like additional copies of the joint proxy statement/prospectus or need help voting your shares of Live Nation common stock, please contact Live Nation s proxy solicitor, MacKenzie Partners, Inc., at (800) 322-2885 (toll free) or (212) 929-5500 (collect) or via email at proxy@mackenziepartners.com.**

By Order of the Board of Directors,

Michael G. Rowles

Secretary

November 6, 2009

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JANUARY 8, 2010

To the Stockholders of Ticketmaster Entertainment, Inc.:

You are invited to attend the annual meeting of stockholders of Ticketmaster Entertainment, Inc., a Delaware corporation, which will be held at Ticketmaster Entertainment s headquarters, located at 8800 West Sunset Blvd., West Hollywood, California 90069, on January 8, 2010 at 9:00 a.m., local time, for the following purposes:

1. to approve a proposal to adopt the Agreement and Plan of Merger, dated as of February 10, 2009, as it may be amended from time to time, among Live Nation, Inc., Ticketmaster Entertainment, Inc. and, from and after its accession thereto, Merger Sub, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice;

2. to elect 11 directors to hold office until the 2010 annual meeting of stockholders and until their respective successors have been elected and qualified;

3. to ratify the appointment of Ernst & Young LLP as Ticketmaster Entertainment s independent registered public accounting firm for the 2009 fiscal year;

4. to approve the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan;

5. to approve the adjournment of the Ticketmaster Entertainment annual meeting, if necessary, to solicit additional proxies; and

6. to conduct any other business as may properly come before the Ticketmaster Entertainment annual meeting or any adjournment or postponement thereof.

Please refer to the joint proxy statement/prospectus accompanying this notice for further information with respect to the business to be transacted at the Ticketmaster Entertainment annual meeting.

The Ticketmaster Entertainment board of directors has fixed the close of business on November 25, 2009 as the record date for determination of the Ticketmaster Entertainment stockholders entitled to receive notice of, and to vote at, the Ticketmaster Entertainment annual meeting or any adjournments or postponements thereof. Only holders of record of Ticketmaster Entertainment common stock and Ticketmaster Entertainment Series A preferred stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Ticketmaster Entertainment annual meeting. Approval of the proposal to adopt the Agreement and Plan of Merger requires the affirmative vote of holders of a majority of the voting power of the outstanding shares of Ticketmaster Entertainment common stock and Ticketmaster Entertainment Series A preferred stock, voting together as a single class. Approval of the other matters to be considered at the Ticketmaster Entertainment annual meeting is not a condition to the merger. A list of the names of Ticketmaster Entertainment stockholders of record will be available at the

Ticketmaster Entertainment annual meeting and for ten days prior to the Ticketmaster Entertainment annual meeting for any purpose germane to the Ticketmaster Entertainment annual meeting between the hours of 9:00 a.m. and 5:00 p.m., local time, at Ticketmaster Entertainment s headquarters, 8800 West Sunset Blvd., West Hollywood, California 90069.

The Ticketmaster Entertainment board of directors recommends that Ticketmaster Entertainment stockholders vote FOR each of the director nominees, FOR the proposal to adopt the Agreement and Plan of Merger and FOR each of the other Ticketmaster Entertainment proposals described in the joint proxy statement/prospectus accompanying this notice.

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Your vote is important. Whether or not you expect to attend in person, you are urged to submit a proxy for your shares as promptly as possible by (1) accessing the website specified below and on your proxy card, (2) calling the toll-free number specified on your proxy card or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Ticketmaster Entertainment annual meeting. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished by the record holder.

The joint proxy statement/prospectus accompanying this notice provides a detailed description of the merger, the Agreement and Plan of Merger and the other matters to be considered at the Ticketmaster Entertainment annual meeting. You are urged to read the entire joint proxy statement/prospectus, including the annexes and other documents referred to therein. If you have any questions concerning the merger, the other Ticketmaster Entertainment annual meeting matters or the joint proxy statement/prospectus; would like additional copies of the joint proxy statement/prospectus; or need help voting your shares, please contact Ticketmaster Entertainment s proxy solicitor:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, New York 10022

(877) 687-1866 (toll free)

(212) 750-5833 (banks and brokers only)

By Order of the Board of Directors,

Chris Riley

Secretary

November 6, 2009

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QUESTIONS AND ANSWERS ABOUT THE MERGER

AND THE ANNUAL MEETINGS

The following questions and answers briefly address some commonly asked questions about the Merger (as defined below) and the annual meetings. They may not include all the information that is important to stockholders of Live Nation, Inc. and Ticketmaster Entertainment, Inc. Stockholders should read carefully this entire joint proxy statement/prospectus, including the annexes and other documents referred to in this document.

Q: What is the Merger?

A: Live Nation, Inc., which is referred to as Live Nation, and Ticketmaster Entertainment, Inc., which is referred to as Ticketmaster Entertainment, have entered into an Agreement and Plan of Merger, dated as of February 10, 2009, which (as it may be amended from time to time) is referred to as the Merger Agreement. A copy of the Merger Agreement is attached as Annex A to this joint proxy statement/prospectus. The Merger Agreement contains the terms and conditions of the proposed business combination of Live Nation and Ticketmaster Entertainment. Under the Merger Agreement, Ticketmaster Entertainment will merge with and into a wholly owned subsidiary of Live Nation, which is referred to as Merger Sub, with Merger Sub continuing as the surviving entity, in a transaction which is referred to as the Merger. After the completion of the Merger, Merger Sub will change its name to Ticketmaster Entertainment, LLC and operate Ticketmaster Entertainment s business as a wholly owned subsidiary of Live Nation.

Q: Why am I receiving these materials?

A: Live Nation and Ticketmaster Entertainment are sending these materials to their respective stockholders to help them decide how to vote their shares of Live Nation or Ticketmaster Entertainment stock, as the case may be, with respect to the proposed Merger and the other matters to be considered at the annual meetings.

The Merger cannot be completed unless Ticketmaster Entertainment stockholders adopt the Merger Agreement and Live Nation stockholders approve the issuance of Live Nation common stock in the Merger. Each of Live Nation and Ticketmaster Entertainment is holding its 2009 annual meeting of stockholders to vote on the proposals necessary to complete the Merger in addition to the other proposals described in Live Nation Annual Meeting and Ticketmaster Entertainment Annual Meeting beginning on pages 151 and 205, respectively. Information about these meetings, the Merger and the other business to be considered by stockholders is contained in this joint proxy statement/prospectus.

This document constitutes both a joint proxy statement of Live Nation and Ticketmaster Entertainment and a prospectus of Live Nation. It is a joint proxy statement because the boards of directors of both companies are soliciting proxies from their respective stockholders. It is a prospectus because Live Nation will issue shares of its common stock in exchange for shares of Ticketmaster Entertainment common stock in the Merger.

Q: What will stockholders receive in the Merger?

A: In the proposed Merger, holders of Ticketmaster Entertainment common stock will have the right to receive 1.384 shares of Live Nation common stock, which is referred to as the exchange ratio as it may be adjusted as described in the following sentence, for each share of Ticketmaster Entertainment common stock, which is referred to as the Merger consideration. The exchange ratio will be adjusted as provided in the Merger Agreement to ensure that holders of Ticketmaster Entertainment common stock immediately prior to the Merger collectively receive 50.01% of the voting power of the equity interests of the combined company, which voting equity interests are expected to consist solely of Live Nation common stock after the completion of the Merger.

The exchange ratio of 1.384 was calculated based on the voting equity interests of Live Nation and Ticketmaster Entertainment outstanding near the time of the signing of the Merger Agreement and, if the

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Merger had been completed on that date, would have resulted in the holders of Ticketmaster Entertainment common stock collectively receiving 50.01% of the voting power of the combined company. Accordingly, issuances of voting equity securities by Live Nation after the date of the Merger Agreement will have the effect of increasing the exchange ratio, and issuances of voting equity securities by Ticketmaster Entertainment after the date of the Merger Agreement will have the effect of decreasing the exchange ratio. If the exchange ratio were adjusted as of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, and based on the outstanding voting equity interests of the two companies as of such date, the 1.384 exchange ratio would have been hypothetically adjusted to 1.474. This hypothetically adjusted exchange ratio assumes that there are no shares of Ticketmaster Entertainment Series A Convertible Preferred Stock, which is referred to as the Ticketmaster Entertainment Series A preferred stock, outstanding at the time of the adjustment because the Merger Agreement provides that Ticketmaster Entertainment will take certain specified actions to ensure that there are no shares of Ticketmaster Entertainment Series A preferred stock outstanding at the time the parties complete the Merger.

Live Nation and Ticketmaster Entertainment will, at bi-weekly intervals following the mailing of this joint proxy statement/prospectus through the dates of the Live Nation annual meeting and the Ticketmaster Entertainment annual meeting, recalculate the hypothetical adjusted exchange ratio based on the voting equity securities of Live Nation and Ticketmaster Entertainment outstanding at such time. Live Nation stockholders and Ticketmaster Entertainment stockholders will be able to obtain the updated hypothetical adjusted exchange ratio by accessing Live Nation s website at: *www.livenation.com/investors* or by accessing Ticketmaster Entertainment s website at: *investors.ticketmaster.com/financials.cfm*. In addition, the final adjusted exchange ratio will be included in the materials provided to Ticketmaster Entertainment stockholders by Live Nation s exchange agent.

Live Nation stockholders will continue to own their existing shares, which will not be affected by the Merger.

Q: When do Live Nation and Ticketmaster Entertainment expect to complete the Merger?

A: Live Nation and Ticketmaster Entertainment expect to complete the Merger after all conditions to the Merger in the Merger Agreement are satisfied or waived, including after stockholder approvals are received at the respective annual meetings of Live Nation and Ticketmaster Entertainment and all required regulatory approvals are received. Live Nation and Ticketmaster Entertainment currently expect to complete the Merger in the first quarter of 2010. It is possible, however, that factors outside of either company s control could result in Live Nation and Ticketmaster Entertainment completing the Merger at a later time or not completing it at all.

Q: What am I being asked to vote on?

A: Live Nation stockholders are being asked to vote on the following proposals:

1. to approve the issuance of Live Nation common stock, par value $0.01 per share, in the Merger contemplated by the Merger Agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus (which is referred to as the share issuance proposal);

2. to amend the Live Nation certificate of incorporation to change Live Nation s name to Live Nation Entertainment, Inc. after the completion of the Merger (which is referred to as the Live Nation name change proposal);

3. to elect three directors to hold office until the 2012 annual meeting of stockholders and until their respective successors have been elected and qualified;

4. to ratify the appointment of Ernst & Young LLP as Live Nation s independent registered public accounting firm for the 2009 fiscal year;

5. to approve the amendment of the Live Nation, Inc. 2005 Stock Incentive Plan, as Amended and Restated (which is referred to as the Live Nation 2005 Stock Incentive Plan), to, among other things, increase the aggregate number of shares of Live Nation common stock that may be issued under the plan (which is referred to as the Live Nation plan amendment proposal);

6. to approve the adjournment of the Live Nation annual meeting, if necessary, to solicit additional proxies; and

7. to conduct any other business as may properly come before the Live Nation annual meeting or any adjournment or postponement thereof.

The approval of the share issuance proposal is not conditioned on the approval of the Live Nation name change proposal; however, the Live Nation name change will be effected only if the Merger has taken place and is therefore contingent on approval of the share issuance proposal.

Ticketmaster Entertainment stockholders are being asked to vote on the following proposals:

1. to adopt the Merger Agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus (which is referred to as the Merger proposal);

2. to elect 11 directors to hold office until the 2010 annual meeting of stockholders and until their respective successors have been elected and qualified;

3. to ratify the appointment of Ernst & Young LLP as Ticketmaster Entertainment s independent registered public accounting firm for the 2009 fiscal year;

4. to approve the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan (which is referred to as the Ticketmaster Entertainment incentive plan proposal);

5. to approve the adjournment of the Ticketmaster Entertainment annual meeting, if necessary, to solicit additional proxies; and

6. to conduct any other business as may properly come before the Ticketmaster Entertainment annual meeting or any adjournment or postponement thereof.

Q: Are there any other matters to be addressed at the annual meetings?

A: Neither Live Nation nor Ticketmaster Entertainment knows of any other matters to be brought before its respective annual meeting, but if other matters are brought before such meeting or at any adjournment or postponement of such meeting, the officers named in your proxy intend to take such action as, in their judgment, is in the best interest of Live Nation and its stockholders or Ticketmaster Entertainment and its stockholders, as the case may be.

Q: How do the boards of directors of Live Nation and Ticketmaster Entertainment recommend that I vote?

A: The Live Nation board of directors recommends that holders of Live Nation common stock vote **FOR** each of the director nominees, **FOR** the share issuance proposal, **FOR** the Live Nation name change proposal and **FOR** each of the other Live Nation proposals described in this joint proxy statement/prospectus.

The Ticketmaster Entertainment board of directors recommends that Ticketmaster Entertainment stockholders vote **FOR** each of the director nominees, **FOR** the Merger proposal and **FOR** each of the other Ticketmaster Entertainment proposals described in this joint proxy statement/prospectus.

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Q: What do I need to do now?

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please submit your proxy as soon as possible so that your shares will be represented at your respective company s annual meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker or other nominee.

Q: How do I vote?

A: If you are a stockholder of record of Live Nation as of November 25, 2009, which is referred to as the Live Nation record date, or a stockholder of record of Ticketmaster Entertainment as of November 25, 2009, which is referred to as the Ticketmaster Entertainment record date, you may submit a proxy before your company s annual meeting in one of the following ways:

- use the toll-free number shown on your proxy card;
- visit the website shown on your proxy card to submit a proxy via the Internet; or
- complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

You may also cast your vote in person at your company s annual meeting.

If your shares are held in street name through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote in person at the applicable annual meeting will need to obtain a proxy form from the institution that holds their shares.

If you are a Live Nation employee who holds shares of Live Nation common stock through Live Nation s 401(k) Savings Plan, the proxy that you submit in accordance with any of the methods described above will provide your voting instructions to the plan trustee. If you do not submit a proxy, the plan trustee will vote your plan shares in the same proportion as the shares for which the trustee receives voting instructions from other participants in the plan, except as may otherwise be required by law.

Q: When and where are the Live Nation and Ticketmaster Entertainment annual meetings of stockholders?

A: The annual meeting of Live Nation stockholders will be held at House of Blues Sunset Strip, 8430 Sunset Boulevard, West Hollywood, California 90069, at 9:00 a.m., local time, on January 8, 2010. Subject to space availability, all stockholders as of the Live Nation record date, or their duly appointed proxies, may attend the Live Nation annual meeting. Since seating is limited, admission to the Live Nation annual meeting will be on a first-come, first-served basis. Registration and seating will begin at 8:30 a.m., local time.

The annual meeting of Ticketmaster Entertainment stockholders will be held at Ticketmaster Entertainment s headquarters, located at 8800 West Sunset Blvd., West Hollywood, California 90069, at 9:00 a.m., local time, on January 8, 2010. Subject to space availability, all stockholders as of the Ticketmaster Entertainment record date, or their duly appointed proxies, may attend the Ticketmaster Entertainment annual meeting. Since seating is limited, admission to the Ticketmaster Entertainment annual meeting will be on a first-come, first-served basis. Registration and seating will begin at 8:30 a.m., local time.

Q: If my shares are held in street name by a broker or other nominee, will my broker or nominee vote my shares for me?

A: If your shares are held in street name in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank or broker. Please note that you may not vote shares held in street name by returning a proxy card directly to Live Nation or Ticketmaster Entertainment or by voting in person at your annual meeting unless you provide a legal proxy, which you must obtain from your bank or broker. Brokers or other nominees who hold shares in street name for a beneficial owner typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, brokers or other nominees are not allowed to exercise their voting discretion on matters that are determined to be non-routine without specific instructions from the beneficial owner. Broker non-votes are shares held by a broker or other nominee that are represented at the applicable annual meeting but with respect to which the broker or other nominee is not instructed by the beneficial owner of such shares to vote on the particular proposal and the broker or other nominee does not have discretionary voting power on such proposal.

Under current rules of the New York Stock Exchange, which is referred to as the NYSE, Live Nation believes that brokers or other nominees do not have discretionary authority to vote on the share issuance proposal, the Live Nation plan amendment proposal or the proposal to elect Live Nation directors.

Therefore, if you are a Live Nation stockholder and you do not instruct your broker or other nominee on how to vote your shares:

- your broker or other nominee may not vote your shares on the share issuance proposal, which broker non-votes will have no effect on the vote on this proposal, provided that the total votes cast on this proposal represent a majority of the shares of Live Nation common stock outstanding as of the Live Nation record date and entitled to vote at the Live Nation annual meeting;

- your broker or other nominee may not vote your shares on the Live Nation plan amendment proposal, which broker non-votes will have no effect on the vote on this proposal, provided that the total votes cast on this proposal represent a majority of the shares of Live Nation common stock outstanding as of the Live Nation record date and entitled to vote at the Live Nation annual meeting;

- your broker or other nominee may not vote your shares on the proposal to elect Live Nation directors, which broker non-votes will have no effect on the vote on this proposal, provided that the total votes cast on this proposal represent a majority of the shares of Live Nation common stock outstanding as of the Live Nation record date and entitled to vote at the Live Nation annual meeting; and

- your broker or other nominee may vote your shares on the other proposals to be considered at the Live Nation annual meeting.

Under the current rules of the NASDAQ Global Select Market, which is referred to as NASDAQ, Ticketmaster Entertainment believes that brokers or other nominees do not have discretionary authority to vote on the Merger proposal or the Ticketmaster Entertainment incentive plan proposal, or in the election of Ticketmaster Entertainment directors.

If you are a Ticketmaster Entertainment stockholder and you do not instruct your broker or other nominee on how to vote your shares:

- your broker or other nominee may not vote your shares on the Merger proposal, which broker non-vote will have the same effect as a vote **AGAINST** this proposal;

- your broker or other nominee may not vote your shares on the Ticketmaster Entertainment incentive plan proposal, which broker non-votes will have no effect on the vote on this proposal;

- your broker or other nominee may not vote your shares in the election of Ticketmaster Entertainment directors, which broker non-votes will have no effect on the outcome of the election of Ticketmaster Entertainment directors; and

- your broker or other nominee may vote your shares on the other proposals to be considered at the Ticketmaster Entertainment annual meeting.

Q: What constitutes a quorum?

A: Stockholders who hold a majority in voting power of the Live Nation common stock issued and outstanding as of the close of business on the Live Nation record date and who are entitled to vote must be present or represented by proxy in order to constitute a quorum to conduct business at the Live Nation annual meeting.

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Stockholders who hold a majority of the aggregate voting power of the Ticketmaster Entertainment common stock and Ticketmaster Entertainment Series A preferred stock issued and outstanding as of the close of business on the Ticketmaster Entertainment record date and who are entitled to vote must be present or represented by proxy in order to constitute a quorum to conduct business at the Ticketmaster Entertainment annual meeting.

Q: What vote is required to approve each proposal to be considered at the Live Nation annual meeting?

A: *To issue Live Nation common stock in the Merger*: The affirmative vote of a majority of the voting power of the Live Nation shares present in person or represented by proxy at the Live Nation annual meeting and entitled to vote thereon is required to approve the share issuance proposal, provided that the total votes cast on the proposal represent a majority of the shares of Live Nation common stock outstanding as of the Live Nation record date and entitled to vote at the Live Nation annual meeting.

To amend Live Nation s certificate of incorporation: The affirmative vote of a majority of the shares of common stock of Live Nation outstanding as of the Live Nation record date and entitled to vote thereon is required to approve the Live Nation name change proposal.

To elect Live Nation directors: Election of the Class III directors of Live Nation requires the affirmative vote of a plurality of the votes cast at the Live Nation annual meeting. Accordingly, the three director nominees receiving the highest number of votes will be elected.

To amend the Live Nation 2005 Stock Incentive Plan: The affirmative vote of a majority of the total voting power of the Live Nation shares present in person or represented by proxy at the Live Nation annual meeting and entitled to vote thereon is required to approve the Live Nation plan amendment proposal, provided that the total votes cast on the proposal represent a majority of the shares of Live Nation common stock outstanding as of the Live Nation record date and entitled to vote at the Live Nation annual meeting.

To act on all other matters: All other matters on the agenda for the Live Nation annual meeting will be decided by the affirmative vote of the holders of a majority of the shares of Live Nation common stock present in person or represented by proxy at the Live Nation annual meeting and entitled to vote thereon.

Q: What vote is required to approve each proposal to be considered at the Ticketmaster Entertainment annual meeting?

A. *To adopt the Merger Agreement:* The affirmative vote of a majority of the aggregate voting power of the shares of Ticketmaster Entertainment common stock and Ticketmaster Entertainment Series A preferred stock, voting together as a single class, outstanding as of the Ticketmaster Entertainment record date and entitled to vote at the Ticketmaster Entertainment annual meeting, is required to approve the Merger proposal. Liberty USA Holdings LLC, Ticketmaster Entertainment s largest stockholder (which is referred to as Liberty Holdings), has agreed to vote the shares of Ticketmaster Entertainment common stock held by it or its affiliates, representing, based on its amended Schedule 13D filed on February 25, 2009, approximately 29% of the outstanding shares of Ticketmaster Entertainment common stock as of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, and approximately 28.2% of the votes expected to be entitled to be cast at the Ticketmaster Entertainment annual meeting as of that date, for the approval of the Merger proposal.

To elect Ticketmaster Entertainment directors: Election of the Ticketmaster Entertainment directors requires the affirmative vote of a plurality of the votes cast at the Ticketmaster Entertainment annual meeting by the holders of shares of Ticketmaster Entertainment common stock and Ticketmaster Entertainment Series A preferred stock, voting together as a single class. Accordingly, the 11 director nominees receiving the highest number of votes will be elected. Until August 20, 2010, Liberty Media Corporation (which is referred to as Liberty Media) and its affiliates have agreed to vote all of the shares of Ticketmaster Entertainment common stock beneficially owned by them in favor of the election of the full slate of director nominees recommended to stockholders by the Ticketmaster Entertainment board of directors so long as the slate includes the director nominees that Liberty Media has the right to nominate. This voting obligation on Liberty Media s part arises under a Spinco Agreement (which agreement, as assumed by Ticketmaster Entertainment, is referred to as the Ticketmaster Entertainment Spinco Agreement), certain rights and obligations under which Ticketmaster Entertainment assumed from IAC/InterActiveCorp (which is referred to as IAC) in connection with Ticketmaster Entertainment s spin-off from IAC in August 2008. Ticketmaster Entertainment s spin-off from IAC is referred to as the Ticketmaster Entertainment spin-off. For further discussion of the Ticketmaster Entertainment Spinco Agreement, see Ticketmaster Entertainment Corporate Governance Certain Relationships and Related Person Transactions Agreements with Liberty Media Ticketmaster Entertainment Spinco Agreement beginning on page 230.

To approve the Ticketmaster Entertainment incentive plan proposal: Approval of the Ticketmaster Entertainment incentive plan proposal requires the affirmative vote of a majority of the votes cast affirmatively or negatively on the proposal by the holders of shares of Ticketmaster Entertainment common stock and Ticketmaster Entertainment Series A preferred stock, voting together as a single class. Liberty Holdings has agreed to vote the shares of Ticketmaster Entertainment common stock held by it or its affiliates, representing, based on its amended Schedule 13D filed on February 25, 2009, approximately 29.0% of the outstanding shares of Ticketmaster Entertainment common stock as of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, and approximately 28.2% of the votes expected to be entitled to be cast at the Ticketmaster Entertainment annual meeting as of that date, for the approval of the Ticketmaster Entertainment incentive plan proposal.

To act on all other matters: All other matters on the agenda for the Ticketmaster Entertainment annual meeting will be decided by the affirmative vote of a majority of the votes cast affirmatively or negatively on the proposal by the holders of shares of Ticketmaster Entertainment common stock and Ticketmaster Entertainment Series A preferred stock, voting together as a single class.

Q: What if I abstain from voting or do not vote?

A: For the purposes of the Live Nation annual meeting, an abstention, which occurs when a Live Nation stockholder attends the Live Nation annual meeting, either in person or by proxy, but abstains from voting, will have the same effect as a vote **AGAINST** each of the proposals to be considered at the Live Nation annual meeting with the exception of the proposal to elect three Class III Live Nation directors, for which an abstention will have no effect on the outcome of the election. If you are a Live Nation stockholder and you fail to vote (and do not abstain), (i) it will have no effect on the outcome of either the share issuance proposal or the Live Nation plan amendment proposal, but will make it more difficult to meet the NYSE requirement that the total votes cast on each of these proposals represents a majority of the shares of Live Nation common stock outstanding as of the Live Nation record date and entitled to vote at the Live Nation annual meeting; (ii) it will have the same effect as a vote **AGAINST** the Live Nation name change proposal; and (iii) it will have no effect on the outcome of the other proposals to be considered at the Live Nation annual meeting.

For the purposes of the Ticketmaster Entertainment annual meeting, an abstention, which occurs when a Ticketmaster Entertainment stockholder attends the Ticketmaster Entertainment annual meeting, either in person or by proxy, but abstains from voting, will have the same effect as a vote **AGAINST** the Merger proposal. For the other proposals to be considered at the Ticketmaster Entertainment annual meeting, an abstention will not be considered to be a vote cast under Ticketmaster Entertainment s bylaws or under the laws of Delaware (Ticketmaster Entertainment s state of incorporation), and will have no effect on the outcome of these proposals. If you are a Ticketmaster Entertainment stockholder and you fail to vote, it will have the same effect as a vote **AGAINST** the Merger proposal and will have no effect on the outcome of the other proposals to be considered at the Ticketmaster Entertainment annual meeting, assuming a quorum is present.

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Q: What if I hold stock of both Live Nation and Ticketmaster Entertainment?

A. If you are a stockholder of both Live Nation and Ticketmaster Entertainment, you will receive two separate packages of proxy materials. A vote as a Ticketmaster Entertainment stockholder for the Merger proposal will not constitute a vote as a Live Nation stockholder for the share issuance proposal or the Live Nation name change proposal, or vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from Live Nation or Ticketmaster Entertainment, or submit separate proxies as both a Live Nation and a Ticketmaster Entertainment stockholder by Internet or telephone.

Q: May I change my vote after I have delivered my proxy or voting instruction card?

A: Yes. You may change your vote at any time before your proxy is voted at the applicable annual meeting. You may do this in one of four ways:

- by sending a notice of revocation to the corporate secretary of Live Nation or Ticketmaster Entertainment, as applicable;
- by sending a completed proxy card bearing a later date than your original proxy card;
- by logging onto the website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card; or
- by attending your annual meeting and voting in person; however, your attendance alone will not revoke any proxy.

If you choose any of the first three methods, you must take the described action no later than 11:59 p.m., Pacific time, on the day before the date of the applicable annual meeting.

If your shares are held in an account at a broker or other nominee, you should contact your broker or other nominee to change your vote.

Q: What happens if I sell my shares after the applicable record date but before the applicable annual meeting?

A: The applicable record date for the Live Nation annual meeting or the Ticketmaster Entertainment annual meeting, as the case may be, is earlier than both the date of such meeting and the date that the Merger is expected to be completed. If you transfer your Live Nation common stock or Ticketmaster Entertainment common stock after the applicable record date but before the date of the applicable meeting, you will retain your right to vote at the applicable meeting (provided that such shares remain outstanding on the date of the applicable meeting), but if you are a Ticketmaster Entertainment stockholder you will not have the right to receive any Merger consideration for the transferred shares. In order to receive the Merger consideration, you must hold your Ticketmaster Entertainment common stock through completion of the Merger.

Q: What do I do if I receive more than one joint proxy statement/prospectus or set of voting instructions?

A: If you hold shares directly as a record holder and also in street name, or otherwise through a nominee, you may receive more than one joint proxy statement/prospectus and/or set of voting instructions relating to the applicable annual meeting. These should each be voted and/or returned separately in order to ensure that all of your shares are voted.

Q: Do I have appraisal rights?

A: No. Under Delaware law, holders of Live Nation common stock, of Ticketmaster Entertainment common stock or of Ticketmaster Entertainment Series A preferred stock will not be entitled to exercise any appraisal rights in connection with the Merger.

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Q: Should I send in my stock certificates now?

A: No. Please do not send your stock certificates with your proxy card.

If you are a holder of Ticketmaster Entertainment common stock, you will receive written instructions from BNY Mellon Shareowner Services, the exchange agent, after the Merger is completed on how to exchange your stock certificates for Live Nation common stock.

Live Nation stockholders will not be required to exchange their stock certificates in connection with the Merger. Live Nation stockholders holding stock certificates should keep their stock certificates both now and after the Merger is completed.

Q: What if I hold Live Nation or Ticketmaster Entertainment employee stock options or other stock-based awards?

A: Upon the completion of the Merger, all outstanding Ticketmaster Entertainment employee stock options and other stock-based awards will be converted into options and stock-based awards of Live Nation, and those options and awards will entitle the holder to receive Live Nation common stock. The number of shares issuable under those options and awards, and, if applicable, the exercise prices for those options and awards, will be adjusted based on the exchange ratio.

Live Nation stock options and other equity-based awards will remain outstanding and generally will not be affected by the Merger.

Q: Whom should I contact if I have any questions about the proxy materials or the annual meetings?

A: If you have any questions about the Merger, need assistance in submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are a Live Nation stockholder, you should contact MacKenzie Partners, Inc., Live Nation s proxy solicitor. If you are a Ticketmaster Entertainment stockholder, you should contact Innisfree M&A Incorporated, Ticketmaster Entertainment s proxy solicitor. If your shares are held in a stock brokerage account or by a bank or other nominee, you should call your broker or other nominee for additional information.

SUMMARY

This summary highlights selected information contained in this joint proxy statement/prospectus and does not contain all of the information that may be important to you. Live Nation and Ticketmaster Entertainment urge you to read carefully this entire joint proxy statement/prospectus, including the annexes. Additional, important information is also contained in the documents incorporated by reference into this joint proxy statement/prospectus; see Where You Can Find More Information beginning on page 353. Unless stated otherwise, all references in this joint proxy statement/prospectus to Live Nation are to Live Nation, Inc., all references to Ticketmaster Entertainment are to Ticketmaster Entertainment, Inc., all references to Liberty Media are to Liberty Media Corporation, all references to Liberty Holdings are to Liberty Holdings USA, LLC, all references to the Merger Agreement are to the Agreement and Plan of Merger, dated as of February 10, 2009, as it may be amended from time to time, by and among Live Nation, Ticketmaster Entertainment and, from and after its accession thereto, Merger Sub, a copy of which is attached as Annex A to this joint proxy statement/prospectus, and all references to the Merger are to the merger of Ticketmaster Entertainment with and into Merger Sub, a newly formed, wholly owned subsidiary of Live Nation.

The Parties

Live Nation

Live Nation believes that it is the largest producer of live music concerts in the world, based on total attendance at Live Nation events as compared to events of other promoters, annually producing over 22,000 concerts for 1,600 artists in 33 countries. In 2008, Live Nation sold over 50 million concert tickets and drove over 70 million unique visitors to *www.livenation.com*. Globally, Live Nation owns, operates, has booking rights for and/or has an equity interest in 159 venues, including *House of Blues*® music venues and prestigious locations such as *The Fillmore* in San Francisco, the Hollywood Palladium, the Heineken Music Hall in Amsterdam and the O_2 Dublin.

For the year ended December 31, 2008, Live Nation had revenues of $4.2 billion and a net loss of $237.8 million, which included a charge related to the impairment of goodwill of $269.9 million.

Live Nation is a holding company and was incorporated in the State of Delaware as CCE Spinco, Inc. on August 2, 2005. Live Nation s principal offices are located at 9348 Civic Center Drive, Beverly Hills, California, 90210, and its telephone number is (310) 867-7000. Live Nation s principal website is *www.livenation.com*. Live Nation common stock is listed on the NYSE, trading under the symbol LYV.

Ticketmaster Entertainment

Ticketmaster Entertainment connects the world to live entertainment as the world s leading live entertainment ticketing and marketing company based on the number of tickets sold. Ticketmaster Entertainment operates in 20 global markets, providing ticket sales, ticket resale services, marketing and distribution through *www.ticketmaster.com*, one of the largest e-commerce sites on the Internet, approximately 7,100 retail outlets and 17 worldwide call centers. Established in 1976, Ticketmaster Entertainment serves more than 10,000 clients worldwide across multiple event categories, providing exclusive ticketing services for leading arenas, stadiums, professional sports franchises and leagues, college sports teams, performing arts venues, museums and theaters. In 2008, Ticketmaster Entertainment sold more than 141 million tickets valued at over $8.9 billion on behalf of its clients. In addition, Ticketmaster Entertainment owns a controlling interest in Front Line Management Group, Inc., which is referred to as Front Line, a leading artist management company.

For the year ended December 31, 2008, Ticketmaster Entertainment had revenues of $1.5 billion and a net loss of $1.0 billion, which included a charge related to the impairment of goodwill of $1.1 billion.

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Ticketmaster Entertainment is a holding company and was incorporated in the State of Delaware as PerfectMarket, Inc. on September 20, 1995. Ticketmaster Entertainment s principal offices are located at 8800 West Sunset Blvd., West Hollywood, California 90069, and its telephone number is (310) 360-3300. Ticketmaster Entertainment s principal website is *www.ticketmaster.com*. Ticketmaster Entertainment common stock is listed on NASDAQ, trading under the symbol TKTM.

Merger Sub

Prior to the completion of the Merger, Live Nation will form Merger Sub as a Delaware limited liability company and an indirect, wholly owned subsidiary of Live Nation. At the completion of the Merger, Ticketmaster Entertainment will merge with and into Merger Sub with Merger Sub continuing as the surviving entity, and Merger Sub will change its name to Ticketmaster Entertainment, LLC and continue to operate as a wholly owned subsidiary of Live Nation.

Prior to the completion of the Merger, Merger Sub will not conduct any activities other than those incidental to its formation and the matters contemplated by the Merger Agreement.

The Merger

Each of the boards of directors of Live Nation and Ticketmaster Entertainment has approved the combination of Live Nation and Ticketmaster Entertainment in what the parties intend to be a merger of equals. Live Nation and Ticketmaster Entertainment have entered into the Merger Agreement, which provides that, subject to the terms and conditions of the Merger Agreement, and in accordance with the Delaware General Corporation Law, which is referred to as the DGCL, and the Delaware Limited Liability Company Act, upon the completion of the Merger, Ticketmaster Entertainment will merge with and into Merger Sub, an indirect wholly owned subsidiary of Live Nation, with Merger Sub continuing as the surviving entity under the name Ticketmaster Entertainment, LLC and as a wholly owned subsidiary of Live Nation. Upon the completion of the Merger, each share of Ticketmaster Entertainment common stock that is issued and outstanding immediately before the completion of the Merger (other than any shares of Ticketmaster Entertainment common stock held by Live Nation, Ticketmaster Entertainment or Merger Sub which will be cancelled upon the completion of the Merger) will be converted into the right to receive shares of Live Nation common stock as determined by the exchange ratio.

The Merger Agreement provides that the exchange ratio of 1.384 set forth in the Merger Agreement is subject to adjustment to ensure that holders of Ticketmaster Entertainment common stock immediately prior to the Merger collectively receive 50.01% of the voting power of the equity interests of the combined company, which voting equity interests are expected to consist solely of Live Nation common stock after the completion of the Merger. For this purpose, equity interests means any capital stock (which includes shares, interests, participations, rights or other equivalents of corporate stock) and all warrants, options or other rights to acquire capital stock (but excluding any debt security that is convertible into or exchangeable for capital stock). The exchange ratio of 1.384 was calculated based on the voting equity interests of Live Nation and Ticketmaster Entertainment outstanding near the time of the signing of the Merger Agreement and, if the Merger had been completed on that date, would have resulted in the holders of Ticketmaster Entertainment common stock collectively receiving 50.01% of the voting power of the combined company. Accordingly, issuances of voting equity securities by Live Nation after the date of the Merger Agreement will have the effect of increasing the exchange ratio, and issuances of voting equity securities by Ticketmaster Entertainment after the date of the Merger Agreement will have the effect of decreasing the exchange ratio. If the exchange ratio were adjusted as of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, and based on the outstanding voting equity interests of the two companies as of such date, the 1.384 exchange ratio would have been hypothetically adjusted to 1.474. For information on how to obtain a more current calculation of the hypothetical adjusted exchange ratio, see Questions and Answers About the Merger and the Annual Meetings beginning on page 1.

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It is currently estimated that Live Nation will issue or reserve for issuance approximately 100 million shares of Live Nation common stock in connection with the Merger, including common stock issuable pursuant to outstanding Ticketmaster Entertainment options and other equity-based awards, although Live Nation may issue or reserve for issuance up to 120 million shares of Live Nation common stock pursuant to this joint proxy statement/prospectus. No fractional shares of Live Nation common stock will be issued in connection with the Merger, and holders of Ticketmaster Entertainment common stock will be entitled to receive cash in lieu thereof. Live Nation stockholders will continue to own their existing shares, which will not be affected by the Merger.

For further discussion of the terms of the Merger, see The Merger Agreement Terms of the Merger beginning on page 126.

Treatment of Stock Options and Other Equity Awards

Ticketmaster Entertainment

Upon the completion of the Merger, all outstanding Ticketmaster Entertainment employee stock options, Ticketmaster Entertainment restricted stock, Ticketmaster Entertainment restricted stock units and Ticketmaster Entertainment director share units, which together are referred to as Ticketmaster Entertainment equity awards, will be converted into corresponding stock options or stock-based awards of Live Nation that will relate to Live Nation common stock instead of Ticketmaster Entertainment common stock, to the extent that they would otherwise be settled for Ticketmaster Entertainment common stock. The number of shares issuable pursuant to Ticketmaster Entertainment equity awards that are converted into corresponding Live Nation awards and, in the case of stock options, the exercise prices of such converted awards, will be adjusted based on the exchange ratio, and such converted awards will be subject to the same vesting and other conditions applicable to the underlying Ticketmaster Entertainment equity awards.

For further discussion of the treatment of Ticketmaster Entertainment equity awards generally, see The Merger Agreement Treatment of Ticketmaster Entertainment Stock Options and Other Equity Awards beginning on page 127. For further discussion of the treatment of Ticketmaster Entertainment equity awards held by certain directors and executive officers of Ticketmaster Entertainment, see The Merger Interests of Ticketmaster Entertainment Directors and Executive Officers in the Merger beginning on page 111.

Live Nation

The Merger Agreement does not provide for the modification, accelerated vesting or termination of any Live Nation stock options, Live Nation restricted common stock or other outstanding equity awards of Live Nation, which together are referred to as Live Nation equity awards. Except as otherwise provided under individual employment and equity award grant agreements, Live Nation equity awards will remain outstanding and generally will not be affected by the Merger.

For further discussion of the treatment of Live Nation equity awards held by certain directors and executive officers of Live Nation, see The Merger Interests of Live Nation Directors, Executive Officers and Certain Key Employees in the Merger beginning on page 105.

Directors and Executive Officers After the Completion of the Merger

As provided in the Merger Agreement, upon the completion of the Merger, the board of directors of the combined company will initially be made up of 14 directors, with seven individuals designated by Live Nation and seven individuals designated by Ticketmaster Entertainment. Of the seven individuals to be designated by Live Nation, five such individuals must meet the independence standards of the NYSE with respect to Live Nation. Live Nation expects to designate Michael Rapino, Live Nation s President and Chief Executive Officer and a member of the Live Nation board of directors, to the initial board of directors of the combined company.

Of the seven individuals to be designated by Ticketmaster Entertainment (including up to two directors designated by Liberty Media as provided in the Liberty Stockholder Agreement, who are referred to as Liberty directors) at least three such individuals (including at least one Liberty director) must meet the independence standards of the NYSE with respect to Live Nation. Ticketmaster Entertainment expects to designate Barry Diller, the current chairman of the Ticketmaster Entertainment board of directors, and Irving Azoff, the current Chief Executive Officer of Ticketmaster Entertainment, to the initial board of directors of the combined company. The Merger Agreement provides that the chairman of the Ticketmaster Entertainment board of directors, currently Mr. Diller, will be the chairman of the initial board of directors of the combined company.

The board of directors of the combined company will be divided into three separate classes. The members of the first class will consist of three Ticketmaster Entertainment designees (including one Liberty director assuming Liberty Media designates two directors) and two Live Nation designees and will have terms expiring at the first annual meeting of the combined company s stockholders after the completion of the Merger. The members of the second class will consist of two Ticketmaster Entertainment designees and three Live Nation designees and will have terms expiring at the second annual meeting of the combined company s stockholders after the completion of the Merger. The members of the third class will consist of two Ticketmaster Entertainment designees (including one Liberty director assuming Liberty Media designates two directors) and two Live Nation designees and will have terms expiring at the third annual meeting of the combined company s stockholders after the completion of the Merger.

Upon the completion of the Merger, each committee of the board of directors of the combined company will consist of four directors, two of whom will be designated by the Live Nation directors and two of whom will be designated by the Ticketmaster Entertainment directors, provided that (assuming Liberty Media is eligible to and has designated Liberty directors) one of the two Ticketmaster Entertainment directors serving on each of the Audit Committee and the Compensation Committee will be a Liberty director, subject to such director meeting applicable independence and other requirements for such service.

Upon the completion of the Merger, Live Nation s President and Chief Executive Officer, currently Mr. Rapino, is expected to serve as the President and Chief Executive Officer of the combined company, and the Chief Executive Officer of Ticketmaster Entertainment, currently Mr. Azoff, is expected to serve as the Executive Chairman of the combined company, which is an executive office to be established in the Live Nation bylaws at the time of the Merger, and is not a board position, although Mr. Azoff is also expected to be designated by Ticketmaster Entertainment as a director of the combined company.

For further discussion of the directors and executive officers of Live Nation after completion of the Merger, see The Merger Board of Directors and Executive Officers of Live Nation After the Completion of the Merger; Amendments to Live Nation s Bylaws beginning on page 103.

Recommendations of the Live Nation Board of Directors

The Live Nation board of directors recommends that holders of Live Nation common stock vote **FOR** each of the director nominees, **FOR** the share issuance proposal, **FOR** the Live Nation name change proposal and **FOR** each of the other Live Nation proposals described in this joint proxy statement/prospectus.

For further discussion of Live Nation s reasons for the Merger and the recommendations of the Live Nation board of directors, see The Merger Background of the Merger, The Merger Live Nation s Reasons for the Merger and The Merger Recommendations of the Live Nation Board of Directors with Respect to the Merger beginning on pages 58, 63 and 67, respectively.

Recommendation of the Ticketmaster Entertainment Board of Directors

The Ticketmaster Entertainment board of directors recommends that holders of Ticketmaster Entertainment stock vote **FOR** each of the director nominees, **FOR** the Merger proposal and **FOR** each of the other Ticketmaster Entertainment proposals described in this joint proxy statement/prospectus.

For further discussion of Ticketmaster Entertainment s reasons for the Merger and the recommendation of the Ticketmaster Entertainment board of directors, see The Merger Background of the Merger, The Merger Ticketmaster Entertainment s Reasons for the Merger and The Merger Recommendations of the Ticketmaster Entertainment Board of Directors with Respect to the Merger beginning on pages 58, 67 and 71, respectively.

Opinions of Financial Advisors

Live Nation s Financial Advisors

The Live Nation board of directors considered the analyses of Goldman, Sachs & Co., which is referred to as Goldman Sachs, and Deutsche Bank Securities Inc., which is referred to as Deutsche Bank. Goldman Sachs rendered an opinion that, as of February 10, 2009 and based upon and subject to the factors and assumptions set forth in its opinion, the exchange ratio pursuant to the Merger Agreement, subject to adjustment as provided in the Merger Agreement, was fair, from a financial point of view, to Live Nation. Deutsche Bank rendered an opinion that, as of February 9, 2009 and based upon and subject to the factors and assumptions set forth in its opinion, the exchange ratio was fair, from a financial point of view, to Live Nation. The full text of the written Goldman Sachs and Deutsche Bank opinions, each of which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the respective opinion, are attached as Annexes E and F, respectively, to this joint proxy statement/prospectus. You are urged to read the opinions carefully in their entirety for a description of such assumptions, procedures, matters and limitations.

Goldman Sachs and Deutsche Bank provided their respective opinions for the use and benefit of the Live Nation board of directors in connection with its consideration of the Merger Agreement and the Merger. The Goldman Sachs and Deutsche Bank opinions were not intended to be and do not constitute a recommendation to any Live Nation stockholder as to how that stockholder should vote or act with respect to the share issuance proposal described in this joint proxy statement/prospectus or any other matter. Goldman Sachs and Deutsche Bank were not requested to opine as to, and their opinions did not in any manner address, Live Nation s underlying business decision to proceed with or effect the Merger. The summaries of the Goldman Sachs and Deutsche Bank opinions in this joint proxy statement/prospectus are qualified in their entireties by reference to the full text of the respective opinions.

For further discussion of Goldman Sachs and Deutsche Bank s opinions, see The Merger Opinions of Live Nation s Financial Advisors beginning on page 76. See also Annexes E and F to this joint proxy statement/prospectus.

Ticketmaster Entertainment s Financial Advisor

The Ticketmaster Entertainment board of directors considered the analyses of Allen & Company LLC, which is referred to as Allen & Co. On February 8, 2009, Allen & Co. delivered its oral opinion to the Ticketmaster Entertainment board of directors, which was subsequently confirmed in writing on February 10, 2009, to the effect that, as of the date of its opinion and based upon and subject to the qualifications, limitations and assumptions set forth therein, the Merger consideration to be received by the holders of Ticketmaster Entertainment common stock in the Merger was fair, from a financial point of view, to the holders of Ticketmaster Entertainment common stock.

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The summary of Allen & Co. s written opinion is qualified in its entirety by reference to the full text of Allen & Co. s written opinion, dated February 10, 2009, attached as Annex G to this joint proxy statement/prospectus. You are urged to, and should, read Allen & Co. s written opinion carefully and in its entirety for a description of the assumption and the review undertaken. Allen & Co. s written opinion addresses only the fairness, from a financial point of view, of the Merger consideration to be received by the holders of Ticketmaster Entertainment common stock, as of the date of Allen & Co. s written opinion, and does not constitute a recommendation to any Ticketmaster Entertainment stockholder as to how such stockholder should vote or act on any matter relating to the Merger.

For further discussion of Allen & Co. s opinion, see The Merger Opinion of Ticketmaster Entertainment s Financial Advisor beginning on page 94. See also Annex G to this joint proxy statement/prospectus.

Interests of Directors and Executive Officers in the Merger

You should be aware that certain directors and executive officers of Live Nation have interests in the Merger that are different from, or in addition to, the interests of stockholders generally. These interests relate to (i) the appointment of Michael Rapino, currently President and Chief Executive Officer of Live Nation, as President and Chief Executive Officer of the combined company after the Merger (including entry into an amendment to Mr. Rapino s employment agreement that currently provides for certain compensation (for the amount of benefits, including salary and bonus amounts, accelerated vesting and severance benefits, provided for under Mr. Rapino s employment agreement, see The Merger Interests of Live Nation Directors, Executive Officers and Certain Key Employees in the Merger Executive Officers and Certain Key Employees President and Chief Executive Officer beginning on page 106)), (ii) the appointment of seven designees of Live Nation (who are expected to include Mr. Rapino and may include other current Live Nation directors) as directors of the combined company after the Merger and (iii) existing employment agreements between Live Nation and certain officers that provide for certain benefits upon and after the completion of the Merger, including accelerated vesting of certain equity awards and/or certain severance benefits upon qualifying terminations that could occur in connection with the Merger (for the amount of benefits, including accelerated vesting and severance benefits, provided for under certain employment agreements, see The Merger Interests of Live Nation Directors, Executive Officers and Certain Key Employees in the Merger Executive Officers and Certain Key Employees beginning on page 106).

If the Merger had closed on October 28, 2009, the most recent practicable date before the printing of this joint proxy statement/prospectus, the aggregate value of benefits that officers and directors of Live Nation as a group would have received in the transaction which regular stockholders would not, including compensatory equity awards vesting on an accelerated basis and cash bonuses payable, in each case, upon closing of the Merger, would have been approximately $6.4 million. For purposes of the preceding sentence, the value of accelerated equity awards vesting upon closing of the Merger has been determined by multiplying the closing price of a share of Live Nation common stock on October 28, 2009 ($6.78) by the number of shares subject to equity awards vesting on an accelerated basis and, in the case of stock options, reducing such amount by the applicable exercise price. In addition, upon closing of the Merger, Mr. Rapino will receive an increase in annual salary of $0.5 million, an increase in annual bonus opportunity of up to $1.0 million and a grant of 350,000 restricted common shares of the combined company with a current value of approximately $2.4 million (determined by multiplying the closing price of a share of Live Nation common stock on October 28, 2009 ($6.78) by the number of restricted shares granted). For further discussion and quantification of interests of Live Nation directors and executive officers in the Merger, see The Merger Interests of Live Nation Directors, Executive Officers and Certain Key Employees in the Merger beginning on page 105.

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You should also be aware that certain directors and executive officers of Ticketmaster Entertainment have interests in the Merger that are different from, or in addition to, the interests of stockholders generally. These interests include (i) the appointment of Irving Azoff, currently Chief Executive Officer of Ticketmaster Entertainment, as Executive Chairman of the combined company after the Merger, (ii) the appointment of seven designees of Ticketmaster Entertainment (who are expected to include Mr. Azoff and Mr. Diller and may include other current Ticketmaster Entertainment directors) as directors of the combined company after the Merger, (iii) existing employment agreements between Ticketmaster Entertainment and certain officers, including Mr. Azoff, that provide for severance benefits upon qualifying terminations that could occur in connection with the Merger (for the amount of severance benefits provided for under such employment agreements, see The Merger Interests of Ticketmaster Entertainment Directors and Executive Officers in the Merger Executive Officers beginning on page 106), (iv) in the case of Mr. Azoff, the acceleration of vesting of a stock option with respect to 2,000,000 shares of Ticketmaster Entertainment common stock (see The Merger Interests of Ticketmaster Entertainment Directors and Executive Officers in the Merger Executive Officers Irving L. Azoff 2009 Employment Agreement beginning on page 112) and (v) the right to continued indemnification and insurance coverage for directors and executive officers of Ticketmaster Entertainment pursuant to the terms of the Merger Agreement.

If the Merger had closed on October 28, 2009, the most recent practicable date before the printing of this joint proxy statement/prospectus, the aggregate value of benefits that officers and directors of Ticketmaster Entertainment as a group would have received in the transaction which regular stockholders would not, including cash bonuses payable, would have been approximately $2.0 million. In addition, upon closing of the Merger, Mr. Azoff will receive an additional annual bonus opportunity of up to $2.0 million, will become entitled to the right to a make-whole payment equal to the difference, on a specified future date, between $15.0 million and the market value of 1,000,000 previously granted shares of restricted Ticketmaster Entertainment common stock, and will commence vesting with respect to 397,399 previously granted Ticketmaster Entertainment restricted stock units with a current value of approximately $4.0 million (determined by multiplying the closing price of a share of Live Nation common stock on October 28, 2009 ($6.78) by 585,766 (the product of the 397,399 times the hypothetical exchange ratio of 1.474)). For further discussion of interests of Ticketmaster Entertainment directors and executive officers in the Merger, see The Merger Interests of Ticketmaster Entertainment Directors and Executive Officers in the Merger beginning on page 111.

Material U.S. Federal Income Tax Consequences of the Merger

The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to as the Code. It is a condition to the completion of the Merger that Live Nation and Ticketmaster Entertainment receive written opinions from their respective counsel, dated as of the closing date of the Merger, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the registration statement of which this joint proxy statement/prospectus is a part, each of Live Nation and Ticketmaster Entertainment has received a legal opinion to the same effect. Accordingly, holders of Ticketmaster Entertainment common stock generally will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of their Ticketmaster Entertainment common stock for Live Nation common stock pursuant to the Merger, except with respect to cash received in lieu of fractional shares of Live Nation common stock.

For further discussion of the material U.S. federal income tax consequences of the Merger, see Material U.S. Federal Income Tax Consequences beginning on page 123.

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Holders of Ticketmaster Entertainment common stock should consult their tax advisors to determine the tax consequences to them (including the application and effect of any state, local or non-U.S. income and other tax laws) of the Merger.

Accounting Treatment of the Merger

Although management of Live Nation and Ticketmaster Entertainment consider the Merger to be a merger of equals, the Merger will be accounted for as a business combination under the acquisition method of accounting in accordance with U.S. generally accepted accounting principles, which are referred to as GAAP, and Live Nation is the deemed accounting acquirer and Ticketmaster Entertainment is the deemed accounting acquiree. For further discussion of the accounting treatment of the Merger, see The Merger Accounting Treatment beginning on page 118.

No Appraisal Rights

Under Section 262 of the DGCL, neither holders of Live Nation common stock nor holders of Ticketmaster Entertainment common stock or Ticketmaster Entertainment Series A preferred stock will have appraisal rights in connection with the Merger.

Regulatory Matters

The Merger is subject to the expiration or termination of the applicable waiting periods under the U.S. antitrust laws and certain foreign governments merger control regulations. The Merger Agreement requires Live Nation and Ticketmaster Entertainment to satisfy any conditions or divestiture requirements imposed upon them by regulatory authorities, unless the conditions or divestitures would reasonably be expected to materially impair the business operations of the combined company after completion of the Merger. Subject to the terms and conditions of the Merger Agreement, each party agreed to use its reasonable best efforts to prepare and file as promptly as practicable all documentation to effect all necessary applications, notices, filings and other documents and to obtain, as promptly as practicable, the required regulatory approvals in order to complete the Merger or any of the other transactions contemplated by the Merger Agreement. The required regulatory approvals may not be obtained before stockholders vote on the Merger. For further discussion of regulatory matters relating to the Merger, see The Merger Regulatory Approvals Required for the Merger beginning on page 120.

Conditions to Completion of the Merger

The parties expect to complete the Merger after all of the conditions to the Merger in the Merger Agreement are satisfied or waived, including after Live Nation and Ticketmaster Entertainment receive stockholder approvals at their respective annual meetings and receive all required regulatory approvals. The parties currently expect to complete the Merger in the first quarter of 2010. It is possible, however, that factors outside of each company s control could require them to complete the Merger at a later time or not to complete it at all.

The obligations of Live Nation and Ticketmaster Entertainment to complete the Merger are each subject to the satisfaction of the following conditions:

- approval by Ticketmaster Entertainment stockholders of the Merger proposal;
- approval by Live Nation stockholders of the share issuance proposal;
- termination or expiration of any waiting period (and any extension thereof) applicable to the Merger under the Hart-Scott-Rodino Act, which is referred to as the HSR Act;
- receipt of other required regulatory approvals;

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other than with respect to foreign antitrust matters, absence of any injunctions or other legal restraints, or action taken by any government entity, preventing the completion of the Merger or that would reasonably be expected to impose any restriction upon the combined company that would reasonably be expected to have a material adverse effect on the combined company after the completion of the Merger;

effectiveness of this joint proxy statement/prospectus and the absence of a stop order or proceedings threatened or initiated by the Securities and Exchange Commission, which is referred to as the SEC, for that purpose;

authorization of the listing of the shares of Live Nation common stock to be issued in the Merger on the NYSE, subject to official notice of issuance;

receipt of all consents of lenders party to the Ticketmaster Entertainment credit facility necessary to allow the facility to remain in effect after the completion of the Merger with no default or event of default under the facility resulting from the Merger (on May 12, 2009, Ticketmaster Entertainment entered into an amendment to the Ticketmaster Entertainment credit facility, which, subject to certain conditions, will become effective at the completion of the Merger and, among other things, will permit the Ticketmaster Entertainment credit facility to remain outstanding following the Merger. For further discussion of the amendment to the Ticketmaster Entertainment credit facility, see The Merger Consents and Amendments Under Ticketmaster Entertainment Credit Facility beginning on page 117);

receipt by Ticketmaster Entertainment of an unqualified tax opinion (within the meaning of the tax sharing agreement by and among IAC, Ticketmaster Entertainment and certain other parties) with respect to the transactions contemplated by the Merger Agreement, dated as of the closing date of the Merger, and IAC s written acknowledgement that such opinion is in form and substance satisfactory to IAC;

the truth and correctness of the other party s representations and warranties in the Merger Agreement (in some instances without giving effect to any materiality qualifications);

the prior performance by the other party, in all material respects, of all of its material obligations under the Merger Agreement;

receipt of a certificate executed by an executive officer of the other party as to the satisfaction of the conditions described in the preceding two bullets;

the absence of any event or development that has had or would reasonably be excepted to have, individually or in the aggregate, a material adverse effect on the other party; and

receipt of a legal opinion from that party s counsel, dated as of the closing date of the Merger, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code.

The Merger Agreement provides that any or all of these conditions may be waived, in whole or in part, by Live Nation or Ticketmaster Entertainment, to the extent legally allowed; provided that neither party may waive the tax opinion condition described in the last bullet above following the approval of the Merger by such party s stockholders, unless further stockholder approval is obtained with appropriate disclosure. Neither Ticketmaster Entertainment nor Live Nation currently expects to waive any material condition to the completion of the Merger. For further discussion of the conditions to the Merger, see The Merger Agreement Conditions to Completion of the Merger beginning on page 129.

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No Solicitation of Other Offers

In the Merger Agreement, each of Live Nation and Ticketmaster Entertainment has agreed that it will not directly or indirectly:

- solicit, initiate or knowingly encourage, induce or facilitate an alternative acquisition proposal with respect to it or any inquiry that may reasonably be expected to lead to such an alternative acquisition proposal (as described below under the section entitled The Merger Agreement No Solicitations beginning on page 135);
- participate in any discussions or negotiations regarding, or furnish any information with respect to, or cooperate in any way with respect to an alternative acquisition proposal with respect to it or any inquiry that may reasonably be expected to lead to such an alternative acquisition proposal;
- enter into any letter of intent, memorandum of understanding, agreement or arrangement constituting or related to, or that would reasonably be expected to lead to, an alternative acquisition proposal with respect to it, or cause it to abandon or delay the Merger or otherwise interfere with or be inconsistent with the Merger; or
- take any action to make the provisions of any fair price, moratorium, control share acquisition or similar anti-takeover statute or regulation, or any restrictive provision of any applicable anti-takeover provision in its certificate of incorporation or bylaws, inapplicable to any alternative transaction.

The Merger Agreement does not, however, prohibit either party from considering a *bona fide* written alternative acquisition proposal from a third party prior to the receipt of stockholder approval if specified conditions are met. For further discussion of the prohibition on solicitation of acquisition proposals from third parties, see The Merger Agreement No Solicitations beginning on page 135.

Termination of the Merger Agreement

Generally, the Merger Agreement may be terminated and the Merger may be abandoned at any time prior to the completion of the Merger (except as specified below, including after the required Live Nation stockholder approval or Ticketmaster Entertainment stockholder approval is obtained):

- by mutual written consent of Live Nation and Ticketmaster Entertainment; or
- by either party, if:
  - the Merger has not been completed on or before 12:01 a.m., Eastern standard time, on February 10, 2010; provided that each party has the right, in its discretion, to extend such termination date to May 10, 2010 if the only unsatisfied conditions to the completion of the Merger are those involving expiration or termination of the applicable waiting period under U.S. antitrust laws, receipt of certain consents or absence of legal restraints;
  - other than with respect to foreign antitrust matters, a governmental entity issues a final and non-appealable order, decree or ruling or takes any other action (including the failure to have taken an action) having the effect of permanently restraining, enjoining or otherwise prohibiting the Merger;

- the required approval by the stockholders of Live Nation or Ticketmaster Entertainment has not been obtained at the respective stockholders meeting (or at any adjournment or postponement thereof);

- the consents of lenders party to the Ticketmaster Entertainment credit facility necessary to allow the facility to remain in effect after the completion of the Merger with no default or event of default under the facility resulting from the Merger have not been obtained by June 10, 2009 (on May 12,

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2009, Ticketmaster Entertainment entered into an amendment to the Ticketmaster Entertainment credit facility, which, subject to certain conditions, will become effective at the completion of the Merger and, among other things, will permit the Ticketmaster Entertainment credit facility to remain outstanding following the Merger. For further discussion of the amendment to the Ticketmaster Entertainment credit facility, see The Merger Consents and Amendments Under Ticketmaster Entertainment Credit Facility beginning on page 117);

- the other party has breached any of its agreements or representations in the Merger Agreement, in a way that the conditions to such non-breaching party s obligation to complete the Merger would not then be satisfied and such breach is either incurable or not cured by the earlier of 30 days after written notice of such breach is received by the breaching party or the termination date as described in the first bullet above; or

- prior to obtaining the requisite stockholder approval, the board of directors of the other party changes its recommendation that its stockholders vote in favor of the Merger.

For further discussion of termination of the Merger Agreement, see The Merger Agreement Termination of the Merger Agreement beginning on page 141.

Termination Fees and Expenses

The Merger Agreement contains a reciprocal termination fee of $15 million, plus reasonable fees and expenses, payable under the circumstances described below:

to the terminating party by the other party if the termination is due to, or deemed to be due to, the board of directors of the other party making a recommendation change or the other party failing to substantially comply with its obligations relating to soliciting the requisite stockholder approval.

by Live Nation to Ticketmaster Entertainment or Ticketmaster Entertainment to Live Nation, as applicable, in a situation that satisfies each of the following conditions (with such termination fee payable by the party that entered into or completed the alternative acquisition proposal described below):

- Live Nation or Ticketmaster Entertainment or their respective stockholders receive an alternative acquisition proposal prior to such party s stockholder meeting for the purpose of obtaining the required stockholder approval;

- thereafter, the Merger Agreement is terminated due to either (i) the Merger not being completed on or before February 10, 2010 (only to the extent that the party receiving the alternative acquisition proposal has not held a meeting to obtain the requisite stockholder approval) or (ii) the party receiving the alternative acquisition proposal failing to receive the requisite stockholder approval at a duly convened meeting of its stockholders; and

- within 12 months following termination of the Merger Agreement, the party receiving the alternative acquisition proposal enters into or completes an alternative acquisition proposal with respect to at least 40% of such party s stock or assets.

by Live Nation to Ticketmaster Entertainment or Ticketmaster Entertainment to Live Nation, as applicable, in a situation that satisfies each of the following conditions (with such termination fee payable by the party that entered into or completed the alternative acquisition proposal described below):

- Live Nation or Ticketmaster Entertainment or their respective stockholders receive an alternative acquisition proposal prior to termination of the Merger Agreement;

- thereafter, the Merger Agreement is terminated due to a breach of, or failure by the party receiving the alternative acquisition proposal to perform, its covenants, agreements or representations and warranties contained in the Merger Agreement (other than the circumstance in which the party receiving an alternative acquisition proposal failing to substantially comply with its obligations relating to soliciting its requisite stockholder approval); and

- within 12 months following termination of the Merger Agreement, the party receiving the alternative acquisition proposal enters into or completes an alternative acquisition proposal with respect to at least 40% of such party s stock or assets.

This termination fee could discourage other companies from seeking to acquire or enter into a business combination transaction with either Live Nation or Ticketmaster Entertainment. For further discussion of termination fees and expenses, see The Merger Agreement Effect of Termination; Termination Fees and Expenses beginning on page 142.

Agreements Related to the Merger

In connection with the execution of the Merger Agreement, Liberty Holdings and Live Nation entered into a Voting Agreement, which is referred to as the Liberty Voting Agreement, pursuant to which, among other things, Liberty Holdings has agreed to vote shares of Ticketmaster Entertainment common stock owned by it or its affiliates as of the record date for any Ticketmaster Entertainment stockholder meeting in favor of the Merger proposal and the Ticketmaster Entertainment incentive plan proposal and any shares of Live Nation common stock held by it or its affiliates as of the record date for any Live Nation stockholder meeting in favor of the share issuance proposal. As of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, Liberty Holdings, based on its amended Schedule 13D filed on February 25, 2009, was the record and beneficial owner of 16,643,957 shares of Ticketmaster Entertainment common stock, representing approximately 29.0% of the shares of Ticketmaster Entertainment common stock outstanding as of that date. For further discussion of the Liberty Voting Agreement, see Agreements Related to the Merger Liberty Voting Agreement beginning on page 145.

Also in connection with the execution of the Merger Agreement, Liberty Media, Liberty Holdings, Live Nation and Ticketmaster Entertainment entered into the Liberty Stockholder Agreement granting Liberty Media certain board designation and registration rights, including the right to nominate up to two directors for election to the board of directors of the combined company so long as Liberty Media continues to meet specified stock ownership requirements. For further discussion of the Liberty Stockholder Agreement, see Agreements Related to the Merger Liberty Stockholder Agreement beginning on page 146.

Matters to Be Considered at the Annual Meetings

Live Nation

Live Nation stockholders will be asked to vote on the following proposals:

- to approve the share issuance proposal;

- to approve the Live Nation name change proposal;

- to elect three directors to hold office until the 2012 annual meeting of stockholders and until their respective successors have been elected and qualified;

- to ratify the appointment of Ernst & Young LLP as Live Nation s independent registered public accounting firm for the 2009 fiscal year;

- to approve the Live Nation plan amendment proposal;

- to approve the adjournment of the Live Nation annual meeting, if necessary, to solicit additional proxies; and
- to conduct any other business as may properly come before the Live Nation annual meeting or any adjournment or postponement thereof.

Approval of the share issuance proposal is required for the completion of the Merger. The approval of the share issuance proposal is not conditioned on the approval of the Live Nation name change proposal or any other Live Nation proposal; however, the Live Nation name change will be effected only if the Merger has taken place and is therefore contingent on approval of the share issuance proposal.

The Live Nation board of directors recommends that Live Nation stockholders vote **FOR** all of the proposals set forth above. For further discussion of the Live Nation annual meeting, see Live Nation Annual Meeting beginning on page 151.

Ticketmaster Entertainment

Ticketmaster Entertainment stockholders will be asked to vote on the following proposals:

- to approve the Merger proposal;
- to elect 11 directors to hold office until the 2010 annual meeting of stockholders and until their respective successors have been elected and qualified;
- to ratify the appointment of Ernst & Young LLP as Ticketmaster Entertainment s independent registered public accounting firm for the 2009 fiscal year;
- to approve the Ticketmaster Entertainment incentive plan proposal;
- to approve the adjournment of the Ticketmaster Entertainment annual meeting, if necessary, to solicit additional proxies; and
- to conduct any other business as may properly come before the Ticketmaster Entertainment annual meeting or any adjournment or postponement thereof.

Only the approval of the Merger proposal is required for the completion of the Merger.

The Ticketmaster Entertainment board of directors recommends that Ticketmaster Entertainment stockholders vote **FOR** all of the proposals set forth above. For further discussion of the Ticketmaster Entertainment annual meeting, see Ticketmaster Entertainment Annual Meeting beginning on page 205.

Voting by Live Nation and Ticketmaster Entertainment Directors and Executive Officers and Liberty Media

As of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, directors and executive officers of Live Nation and their affiliates owned and were entitled to vote 9,128,220 shares of Live Nation common stock, or approximately 10.8% of the shares of Live Nation common stock outstanding on that date. As of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, directors and executive officers of Ticketmaster Entertainment and their affiliates owned and were entitled to vote 2,781,712 shares of Ticketmaster Entertainment common stock and 1,750,000 shares of Ticketmaster Entertainment Series A preferred stock, or approximately 4.8% of the shares of Ticketmaster Entertainment common stock outstanding on that date and 100% of the shares of Ticketmaster Entertainment Series A preferred stock outstanding on that date. Such Ticketmaster Entertainment shares represent collectively approximately 7.7% of the votes expected to be entitled to be cast at the Ticketmaster Entertainment annual meeting based on the number of Ticketmaster Entertainment shares outstanding as of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus. In

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addition, as of October 28, 2009, the most recent practicable date before the date of this joint proxy statement/prospectus, Liberty Holdings, based on its amended Schedule 13D filed on February 25, 2009, was entitled to vote 16,643,957 shares of Ticketmaster Entertainment common stock, or approximately 29.0% of the shares of Ticketmaster Entertainment common stock outstanding on that date, and approximately 28.2% of the votes expected to be entitled to be cast at the Ticketmaster Entertainment annual meeting based on the number of Ticketmaster Entertainment shares outstanding as of that date.

Pursuant to the Ticketmaster Entertainment Spinco Agreement, until August 20, 2010, Liberty Media and its affiliates have agreed to vote all of the shares of Ticketmaster Entertainment common stock beneficially owned by them in favor of the election of the full slate of director nominees recommended to stockholders by the Ticketmaster Entertainment board of directors so long as the slate includes the director nominees that Liberty Media has the right to nominate.

Rights of Ticketmaster Entertainment Stockholders Will Change as a Result of the Merger

Ticketmaster Entertainment stockholders receiving Merger consideration will have different rights once they become Live Nation stockholders, due to differences between the governing documents of Live Nation and Ticketmaster Entertainment. These differences are described in detail under Comparison of Rights of Live Nation Stockholders and Ticketmaster Entertainment Stockholders beginning on page 341.

Litigation Relating to the Merger

Ticketmaster Entertainment and each of its directors have been named as defendants in two lawsuits filed in the Superior Court of California, Los Angeles County, which is referred to as the Court, challenging the Merger: *McBride v. Ticketmaster Entertainment, Inc.*, No. BC407677, and *Police and Fire Retirement System of the City of Detroit v. Ticketmaster Entertainment, Inc.*, No. BC408228. These actions were consolidated under the caption *In re Ticketmaster Entertainment Shareholder Litigation*, Lead Case No. BC407677, by a court order dated March 30, 2009. The plaintiffs filed an amended complaint in the consolidated action on July 2, 2009 and a second amended complaint on September 10, 2009 which superseded the earlier complaints. The second amended consolidated complaint generally alleges that Ticketmaster Entertainment and its directors breached their fiduciary duties by entering into the Merger Agreement without regard to the fairness of the Merger Agreement to the Ticketmaster Entertainment stockholders and by failing to obtain adequate consideration for shares of Ticketmaster Entertainment common stock. The second amended consolidated complaint also alleges that the preliminary joint proxy statement/prospectus of Live Nation and Ticketmaster Entertainment, which is a part of Amendment No. 1 to the Registration Statement of Live Nation that was filed with the SEC on July 1, 2009, contains material omissions and misstatements. Live Nation and Ticketmaster Entertainment s financial advisor, Allen & Co., are also named as defendants in the consolidated action and are charged with aiding and abetting the Ticketmaster Entertainment directors alleged breaches of fiduciary duty. Among other things, the second amended consolidated complaint seeks an injunction barring the completion of the Merger until an adequate proxy statement is filed and Ticketmaster Entertainment and its directors have completed a proper process for selling Ticketmaster Entertainment or evaluating its strategic alternatives, rescission of the Merger Agreement, compensatory damages, and attorneys fees and expenses. Plaintiffs have filed a motion for leave to file a third amended complaint that is presently pending with the Court. Ticketmaster Entertainment and Live Nation believe the litigation is without merit and intend to defend it vigorously.

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SELECTED HISTORICAL FINANCIAL DATA OF LIVE NATION

The following table sets forth certain of Live Nation s consolidated or combined financial data as of and for each of the periods indicated. The financial information for each of the three years ended December 31, 2008, 2007 and 2006 and as of December 31, 2008 and 2007 is derived from Live Nation s audited consolidated financial statements, which are incorporated by reference into this joint proxy statement/prospectus, as updated by Live Nation s Current Report on Form 8-K filed with the SEC on May 28, 2009. The financial information for the years ended December 31, 2005 and 2004 and as of December 31, 2006, 2005 and 2004 is derived from Live Nation s historical consolidated or combined financial statements, which are not included or incorporated by reference into this joint proxy statement/prospectus. The consolidated financial information as of and for the six-month periods ended June 30, 2008 and 2009 is derived from Live Nation s unaudited consolidated financial statements incorporated by reference into this joint proxy statement/prospectus. In Live Nation s opinion, such unaudited consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of its financial position and results of operations for such periods. Interim results for the six months ended June 30, 2009 are not necessarily indicative of, and are not projections for, the results to be expected for the full year ending December 31, 2009. For more information regarding Live Nation, see Where You Can Find More Information beginning on page 353.

The selected historical financial data below should be read in conjunction with the consolidated or combined financial statements and their accompanying notes that are incorporated by reference into this document.

	Year Ended December 31, (1) (2)					Six Months Ended June 30,	
(in thousands, except per share data)	**2008**	**2007**	**2006**	**2005**	**2004**	**2009**	**2008**
Results of Operations Data:							
Revenue	$ 4,166,838	$ 3,755,470	$ 3,294,471	$ 2,571,883	$ 2,461,363	$ 1,562,273	$ 1,662,424
Operating expenses:							
Direct operating expenses	3,324,672	3,003,610	2,678,869	2,026,881	1,936,527	1,218,723	1,294,027
Selling, general and administrative expenses	655,351	592,983	468,970	440,595	398,143	308,275	321,066
Depreciation and amortization	147,467	116,834	123,628	59,577	58,745	80,298	67,271
Goodwill impairment	269,902						
Loss (gain) on sale of operating assets	1,108	(20,654)	(9,987)	4,993	6,409	(986)	449
Corporate expenses	52,498	45,854	33,863	50,715	31,386	25,094	22,115
Acquisition transaction expenses						18,735	
Operating income (loss)	(284,160)	16,843	(872)	(10,878)	30,153	(87,866)	(42,504)
Interest expense	70,670	65,006	37,194	5,961	3,090	33,264	34,087
Interest expense with Clear Channel Communications				46,437	42,355		
Interest income	(10,192)	(13,476)	(11,025)	(1,461)	(2,499)	(1,671)	(5,428)
Equity in (earnings) losses of non-consolidated affiliates	(2,264)	5,058	(1,716)	3,437	(1,106)	(1,483)	1,108
Other expense (income) net	(28)	(147)	(489)	222	1,417	609	(1,115)
Loss from continuing operations before income taxes	(342,346)	(39,598)	(24,836)	(65,474)	(13,104)	(118,585)	(71,156)
Income tax expense (benefit):							
Current	(24,057)	5,625	8,268	(53,543)	(68,032)	12,672	(5,552)
Deferred	8,132	7,649	10,334	87,776	54,411	(1,292)	5,662
Income (loss) from continuing operations	(326,421)	(52,872)	(43,438)	(99,707)	517	(129,965)	(71,266)
Income (loss) from discontinued operations, net of taxes	88,596	45,552	24,205	(25,676)	19,043		28,906
Net income (loss)	(237,825)	(7,320)	(19,233)	(125,383)	19,560	(129,965)	(42,360)
Net income (loss) attributable to minority interests	1,587	7,869	12,209	5,236	3,300	(60)	(4,467)
Net income (loss) attributable to Live Nation, Inc.	$ (239,412)	$ (15,189)	$ (31,442)	$ (130,619)	$ 16,260	$ (129,905)	$ (37,893)
Basic and diluted income (loss) per common share attributable to common stockholders:							
Loss from continuing operations attributable to Live Nation, Inc.	$ (4.30)	$ (0.89)	$ (0.85)	$ (1.57)		$ (1.59)	$ (0.89)
Income (loss) from discontinued operations	$ 1.16	$ 0.67	$ 0.37	$ (0.39)		$	$ 0.39

Net loss attributable to Live Nation, Inc.	$ (3.14)	$ (0.22)	$ (0.48)	$ (1.96)		$ (1.59)	$ (0.50)
Cash dividends per share							

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	As of December 31, (1) (2)					As of June 30,	
(in thousands)	**2008**	**2007**	**2006**	**2005**	**2004**	**2009**	**2008**
Balance Sheet Data:							
Total assets	$ 2,476,723	$ 2,749,820	$ 2,225,002	$ 1,776,584	$ 1,478,706	$ 3,136,584	$ 3,357,437
Long-term debt, net of discount (including current maturities)	$ 824,120	$ 753,017	$ 639,146	$ 366,841	$ 650,675	$ 791,463	$ 728,394
Redeemable preferred stock	$ 40,000	$ 40,000	$ 40,000	$ 40,000	$	$ 40,000	$ 40,000
Live Nation, Inc. business/stockholders equity	$ 681,921	$ 934,372	$ 638,662	$ 636,700	$ 156,976	$ 574,701	$ 922,993

(1) Acquisitions and dispositions significantly impact the comparability of the historical consolidated financial data reflected in this schedule of Selected Historical Financial Data.

(2) Prior to Live Nation s December 2005 separation from Clear Channel Communications, Inc., which is referred to as Clear Channel, the combined financial statements include amounts that comprise businesses included in the consolidated financial statements and accounting records of Clear Channel, using the historical bases of assets and liabilities of the entertainment business. As a result of the separation, Live Nation recognized the par value and additional paid-in capital in connection with the issuance of Live Nation common stock in exchange for the net assets contributed at that time.

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SELECTED HISTORICAL FINANCIAL DATA OF TICKETMASTER ENTERTAINMENT

The following table sets forth certain of Ticketmaster Entertainment s consolidated financial data as of and for each of the periods indicated. The financial information for the years ended December 31, 2006, 2007 and 2008, and as of December 31, 2007 and 2008, is derived from Ticketmaster Entertainment s audited consolidated financial statements which are included elsewhere in this joint proxy statement/prospectus. The financial information for the year ended December 31, 2005 and as of December 31, 2006 is derived from Ticketmaster Entertainment s audited consolidated financial statements and the notes thereto. The financial information for the year ended December 31, 2004 and as of December 31, 2004 and 2005 is derived from Ticketmaster Entertainment s unaudited consolidated financial statements and the notes thereto. The consolidated financial information as of and for the six-month periods ended June 30, 2008 and 2009 is derived from Ticketmaster Entertainment s unaudited consolidated financial statements included elsewhere in this joint proxy statement/prospectus. In Ticketmaster Entertainment s opinion, such unaudited consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of Ticketmaster Entertainment s financial position and results of operations for such periods. Interim results for the six months ended June 30, 2009 are not necessarily indicative of, and are not projections for, the results to be expected for the full year ending December 31, 2009.

The selected historical financial data below should be read in conjunction with the consolidated financial statements and their accompanying notes that are included elsewhere in this document.

	Year Ended December 31,					Six Months Ended June 30,	
(in thousands, except per share data)	**2008 (2)**	**2007 (2)**	**2006 (2)**	**2005 (2)**	**2004 (2)**	**2009 (2)**	**2008 (2)**
Consolidated Statement of Operations Data:							
Revenue	$ 1,454,525	$ 1,240,477	$ 1,062,672	$ 928,704	$ 747,838	$ 728,872	$ 731,350
Operating (loss) income	(954,143)	216,316	224,891	166,015	112,404	40,322	86,967
Net (loss) income attributable to Ticketmaster Entertainment, Inc.	(1,005,499)	169,351	176,701	117,699	69,023	14,126	55,719
Net (loss) earnings per share available to common stockholders:							
Basic (1)	$ (17.84)	$ 3.01	$ 3.15	$ 2.10	$ 1.23	$ 0.25	$ 0.99
Diluted (1)	$ (17.84)	$ 3.01	$ 3.15	$ 2.10	$ 1.23	$ 0.24	$ 0.99
Shares used in computing earnings per share:							
Basic (1)	56,353	56,171	56,171	56,171	56,171	57,330	56,171
Diluted (1)	56,353	56,171	56,171	56,171	56,171	59,341	56,171
Consolidated Balance Sheet Data (end of period):							
Working capital	$ 163,117	$ 269,917	$ 59,642	$ 96,477	$ 63,222	$ 189,593	$ 185,361
Total assets	1,706,567	2,306,534	1,815,711	1,772,430	1,593,879	1,866,645	2,734,035
Long-term debt	865,000					865,000	
Redeemable preferred stock	9,888					13,009	
Redeemable noncontrolling interests	42,483	7,812	669		3,485	45,736	7,331
Noncontrolling interests	28,172					25,015	
Total equity	193,631	N/A	N/A	N/A	N/A	214,063	N/A
Total invested equity (3)	N/A	1,739,177	1,357,837	1,353,045	1,270,899	N/A	2,052,615

(1) For the years ended December 31, 2007, 2006, 2005 and 2004, and the period ended June 30, 2008, Ticketmaster Entertainment computed primary and diluted earnings per share using the number of shares of Ticketmaster Entertainment common stock outstanding immediately following the Ticketmaster Entertainment spin-off, as if such shares were outstanding for the entire period.

(2) In December 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 160, *Noncontrolling Interests in Financial Statements An Amendment of Accounting Research Bulletin No. 151*, which is referred to as SFAS No. 160, which changes the accounting and reporting for minority interests. Ticketmaster Entertainment adopted SFAS No. 160 on January 1, 2009. SFAS No. 160 is applied prospectively, except for the presentation and disclosure requirements, which are applied retrospectively for all periods presented. As a result of the adoption, Ticketmaster Entertainment has reclassified its presentation of historical financial data for certain noncontrolling interests from liabilities to a component of equity.

(3) Total invested equity includes invested capital and receivables from IAC prior to the Ticketmaster Entertainment spin-off.

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SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The following summary unaudited pro forma condensed combined financial information is designed to show how the Merger might have affected historical financial statements if the Merger had been completed at an earlier time and was prepared based on the historical financial results reported by Live Nation and Ticketmaster Entertainment. The following should be read in connection with Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 316 and the audited and unaudited consolidated financial statements of Live Nation, which are incorporated by reference into this joint proxy statement/prospectus (see Where You Can Find More Information beginning on page 353), and of Ticketmaster Entertainment, which are included elsewhere in this joint proxy statement/prospectus.

Although management of Live Nation and Ticketmaster Entertainment consider the Merger to be a merger of equals, the Merger will be accounted for as a business combination under the acquisition method of accounting and Live Nation is the deemed accounting acquirer and Ticketmaster Entertainment is the deemed accounting acquiree. The unaudited pro forma condensed combined financial statements were prepared in accordance with the regulations of the SEC. The pro forma adjustments reflecting the completion of the Merger are based upon the acquisition method of accounting in accordance with Statement of Financial Accounting Standards No. 141(R), *Business Combinations*, which is referred to as SFAS 141(R), and upon the assumptions set forth in the notes to the unaudited pro forma condensed combined financial statements. The unaudited pro forma condensed combined balance sheet as of June 30, 2009 combines the historical consolidated balance sheets of Live Nation and Ticketmaster Entertainment and gives effect to the Merger as if it had been completed on June 30, 2009. The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2009 and for the year ended December 31, 2008 combine the historical consolidated statements of operations of Live Nation and Ticketmaster Entertainment for their respective six months ended June 30, 2009 and year ended December 31, 2008 and give effect to the Merger as if it had been completed on January 1, 2008. The historical consolidated financial statement information has been adjusted to give pro forma effect to events that are (i) directly attributable to the Merger, (ii) factually supportable and (iii) with respect to the statements of operations, expected to have a continuing impact on the combined results. Additionally, the historical consolidated financial information has been adjusted to give pro forma effect to the Ticketmaster Entertainment spin-off as if it had occurred on January 1, 2008.

The unaudited pro forma condensed combined financial data is presented for illustrative purposes only and is not necessarily indicative of the financial condition or results of operations of future periods or the financial condition or results of operations that actually would have been realized had the entities been a single company during the periods presented or the results that the combined company will experience after the Merger is completed. The unaudited pro forma condensed combined financial statements do not give effect to the potential impact of current financial conditions, regulatory matters or any anticipated synergies, operating efficiencies or cost savings that may be associated with the Merger. These financial statements also do not include any integration costs, dissynergies or estimated future transaction costs, except for fixed contractual transaction costs, that the companies may incur related to the Merger as part of combining the operations of the companies. In addition, as explained in more detail in the accompanying notes to the unaudited pro forma condensed combined financial information (see Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 316), the preliminary acquisition-date fair value of the identifiable assets acquired, liabilities assumed and Ticketmaster Entertainment noncontrolling interests reflected in the unaudited pro forma condensed combined financial information is subject to adjustment and may vary significantly from the actual amounts that will be recorded upon completion of the Merger.

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(in thousands, except per share data)	Year Ended December 31, 2008	Six Months Ended June 30, 2009
Pro Forma Results of Operations Data:		
Revenue	$ 5,538,286	$ 2,273,056
Operating loss	(1,263,423)	(26,504)
Loss from continuing operations before income taxes	(1,391,866)	(87,900)
Net loss from continuing operations attributable to Live Nation and Ticketmaster Entertainment	(1,377,309)	(99,638)
Net loss from continuing operations per common share attributable to common stockholders:		
Basic and diluted	$ (8.64)	$ (0.60)
Weighted average common shares outstanding:		
Basic and diluted	159,354	166,180

(in thousands)	As of June 30, 2009
Pro Forma Balance Sheet Data:	
Cash and cash equivalents	$ 1,085,902
Total assets	5,627,552
Total current liabilities	2,231,726
Long-term debt, net of discount	1,570,996
Total Live Nation and Ticketmaster Entertainment stockholders equity	1,275,856
Total stockholders equity	1,362,654

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COMPARATIVE PER SHARE DATA (UNAUDITED)

The following table shows per share data regarding net income (loss) from continuing operations, book value and cash dividends for Live Nation and Ticketmaster Entertainment on a historical and pro forma combined basis. The pro forma book value information was computed as if the Merger had been completed on June 30, 2009. The pro forma net income (loss) from continuing operations information was computed as if the Merger had been completed on January 1, 2008. The Ticketmaster Entertainment pro forma equivalent information was calculated by multiplying the corresponding pro forma combined data by a hypothetical adjusted exchange ratio of 1.475 based on the outstanding voting equity interests of the two companies as of June 30, 2009, which exchange ratio will vary from the final adjusted exchange ratio at the time of the closing of the Merger. This information shows how each share of Ticketmaster Entertainment common stock would have participated in the combined company s net income (loss) from continuing operations and book value if the Merger had been completed on the relevant dates. These amounts do not necessarily reflect future per share amounts of net income (loss) from continuing operations and book value of the combined company.

The following unaudited comparative per share data are derived from the historical consolidated financial statements of each of Live Nation and Ticketmaster Entertainment. The information below should be read in conjunction with the audited and unaudited consolidated financial statements and accompanying notes of Live Nation, which are incorporated by reference into this joint proxy statement/prospectus (see Where You Can Find More Information beginning on page 353), and of Ticketmaster Entertainment, which are included elsewhere in this joint proxy statement/prospectus. You are urged to also read Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 316.

	As of and for the Year Ended December 31, 2008	As of and for the Six Months Ended June 30, 2009
Live Nation Historical Data		
Net income (loss) from continuing operations per common share attributable to common stockholders basic and diluted	$ (4.30)	$ (1.59)
Book value per share(1)	8.74	6.87
Cash dividends		
Ticketmaster Entertainment Historical Data		
Net income (loss) from continuing operations per common share attributable to common stockholders:		
Basic	$ (17.84)	$ 0.25
Diluted	(17.84)	0.24
Book value per share(1)	2.89	3.30
Cash dividends		
Combined Company Pro Forma Data		
Net income (loss) from continuing operations per common share attributable to common stockholders basic and diluted	$ (8.64)	$ (0.60)
Book value per share(1)	N/A	7.58
Cash dividends		
Ticketmaster Entertainment Pro Forma Equivalent Data(2)		
Net income (loss) from continuing operations per common share attributable to common stockholders basic and diluted	$ (12.74)	$ (0.89)
Book value per share(1)	N/A	11.18
Cash dividends		

(1) Computed using book value attributable to Live Nation and/or Ticketmaster Entertainment, as applicable, excluding book value attributable to minority interests, divided by the number of shares of common stock outstanding at the stated balance sheet date.

(2) Ticketmaster Entertainment pro forma equivalent amounts are calculated by multiplying pro forma combined per share amounts by a hypothetical adjusted exchange ratio of 1.475 calculated as of June 30, 2009.

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MARKET PRICES, DIVIDENDS AND OTHER DISTRIBUTIONS

Stock Prices

The table below sets forth, for the calendar quarters indicated, the high and low sales prices per share of Live Nation common stock, which trades on the NYSE under the symbol LYV, and Ticketmaster Entertainment common stock, which trades on NASDAQ under the symbol TKTM. Ticketmaster Entertainment common stock did not begin trading on NASDAQ until August 12, 2008; the Ticketmaster Entertainment spin-off occurred on August 20, 2008. Consequently, there is no stock price information for Ticketmaster Entertainment common stock prior to August 12, 2008.

	Live Nation Common Stock		Ticketmaster Entertainment Common Stock	
	High	Low	High	Low
2007				
First Quarter	$ 25.63	$ 21.07	N/A	N/A
Second Quarter	$ 24.09	$ 18.75	N/A	N/A
Third Quarter	$ 23.27	$ 16.85	N/A	N/A
Fourth Quarter	$ 24.03	$ 12.50	N/A	N/A
2008				
First Quarter	$ 15.04	$ 9.26	N/A	N/A
Second Quarter	$ 16.15	$ 10.23	N/A	N/A
Third Quarter	$ 18.75	$ 9.60	$ 27.00	$ 9.52
Fourth Quarter	$ 16.75	$ 2.73	$ 13.33	$ 3.33
2009				
First Quarter	$ 6.55	$ 2.47	$ 7.22	$ 3.42
Second Quarter	$ 6.07	$ 2.55	$ 8.23	$ 3.60
Third Quarter	$ 8.88	$ 3.98	$ 12.90	$ 5.49
Fourth Quarter(1)	$ 8.84	$ 6.59	$ 12.81	$ 9.54

(1) Through October 30, 2009.

On February 9, 2009, the last trading day before the public announcement of the signing of the Merger Agreement, the last sale price per share of Live Nation common stock was $5.29 on the NYSE, and the last sale price per share of Ticketmaster Entertainment common stock was $6.57 on NASDAQ. On February 3, 2009, the last trading day before various news outlets began reporting on a possible transaction involving Live Nation and Ticketmaster Entertainment, the last sale price per share of Live Nation common stock was $4.99 on the NYSE, and the last sale price per share of Ticketmaster Entertainment common stock was $6.14 on NASDAQ. On October 28, 2009, the latest practicable date before the date of this joint proxy statement/prospectus, the last sale price per share of Live Nation common stock was $6.78 on the NYSE, and the last sale price per share of Ticketmaster Entertainment common stock was $9.84 on NASDAQ.

Dividends and Other Distributions

Live Nation has never paid any dividends on its common stock. It currently intends to retain earnings, if any, for use in its business and does not anticipate paying any cash dividends in the foreseeable future. The designations of the redeemable preferred stock of Live Nation Holdco #2, Inc., an indirect subsidiary of Live Nation, and the terms of Live Nation s senior secured credit facility restrict Live Nation s ability to pay dividends.

Ticketmaster Entertainment has never paid any dividends on its common stock. It currently intends to retain earnings, if any, for use in its business and does not anticipate paying any cash dividends in the foreseeable

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future. Future dividend policy will depend on Ticketmaster Entertainment s earnings, capital requirements, financial condition and other factors considered relevant by the Ticketmaster Entertainment board of directors (subject to restrictions in the documents governing Ticketmaster Entertainment s indebtedness).

The board of directors of the combined company will determine the new dividend policy, but it is expected that no dividends will be paid in the foreseeable future.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking information about Live Nation, Ticketmaster Entertainment and the combined company that is intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this joint proxy statement/prospectus or may be incorporated into this joint proxy statement/prospectus by reference to other documents and may include statements for the period after the completion of the Merger. Representatives of Live Nation and Ticketmaster Entertainment may also make forward-looking statements. Forward-looking statements are statements that are not historical facts. Words such as expect, believe, will, may, anticipate, plan, estimate, intend, should, can, similar expressions are intended to identify forward-looking statements. These statements include statements about the expected benefits of the Merger, information about the combined company s objectives, plans and expectations, the likelihood of satisfaction of certain conditions to the completion of the Merger and whether and when the Merger will be completed. Forward-looking statements are not guarantees of performance. These statements are based upon the current beliefs and expectations of the management of each of Live Nation and Ticketmaster Entertainment and are subject to risks and uncertainties, including the risks described in this joint proxy statement/prospectus under the section Risk Factors and those that are incorporated by reference into this joint proxy statement/prospectus, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements.

In light of these risks, uncertainties, assumptions and factors, the results anticipated by the forward-looking statements discussed in this joint proxy statement/prospectus or made by representatives of Live Nation or Ticketmaster Entertainment may not occur. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof or, in the case of statements incorporated by reference, on the date of the document incorporated by reference, or, in the case of statements made by representatives of Live Nation or Ticketmaster Entertainment, on the date those statements are made. All subsequent written and oral forward-looking statements concerning the Merger or the combined company or other matters addressed in this joint proxy statement/prospectus and attributable to Live Nation or Ticketmaster Entertainment or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, neither Live Nation nor Ticketmaster Entertainment undertakes any obligation to update or publish revised forward-looking statements to reflect events or circumstances after the date hereof or the date of the forward-looking statements or to reflect the occurrence of unanticipated events.

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RISK FACTORS

In addition to the other information included and incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in Cautionary Statement Regarding Forward-Looking Statements above, you should carefully consider the following risk factors before deciding whether to vote to approve the share issuance proposal, in the case of Live Nation stockholders, or the Merger proposal, in the case of Ticketmaster Entertainment stockholders.

In addition to the risk factors set forth below, you should read and consider other risk factors specific to Live Nation s business that will also affect the combined company after the Merger. These risk factors are described in Part I, Item IA of Live Nation s Annual Report on Form 10-K for the year ended December 31, 2008, which has been filed by Live Nation with the SEC, as such risks may be updated or supplemented in Live Nation s Current Report on Form 8-K filed with the SEC on May 28, 2009 and subsequently filed Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, both of which are incorporated by reference into this joint proxy statement/prospectus. If any of the risks described below or in the periodic reports incorporated by reference into this joint proxy statement/prospectus actually materialize, the businesses, financial condition, results of operations, prospects or stock prices of Live Nation, Ticketmaster Entertainment or the combined company could be materially adversely affected. See Where You Can Find More Information beginning on page 353. Risk factors specific to Ticketmaster Entertainment s business are included under the headings Risks Relating to the Ticketmaster Entertainment Spin-Off, Risks Relating to Ticketmaster Entertainment s Business (and, Following the Completion of the Merger, the Combined Company) and Risks Relating to Ticketmaster Entertainment s Business Prior to the Completion of the Merger below.

Risks Relating to the Pending Merger

The announcement and pendency of the Merger could have an adverse effect on Live Nation s or Ticketmaster Entertainment s stock price, business, financial condition, results of operations or business prospects.

The announcement and pendency of the Merger could disrupt Live Nation s and/or Ticketmaster Entertainment s businesses in the following ways, among others:

- employees may experience uncertainty regarding their future roles with the combined company, which might adversely affect Live Nation s and/or Ticketmaster Entertainment s ability to retain, recruit and motivate key personnel;

- the attention of Live Nation and/or Ticketmaster Entertainment management may be directed toward the completion of the Merger and transaction-related considerations and may be diverted from the day-to-day business operations of their respective companies, and matters related to the Merger may require commitments of time and resources that could otherwise have been devoted to other opportunities that might have been beneficial to Live Nation or Ticketmaster Entertainment; and

- venue operators, promoters, artists and other third parties with business relationships with Live Nation or Ticketmaster Entertainment may seek to terminate and/or renegotiate their relationships with Live Nation or Ticketmaster Entertainment as a result of the Merger, whether pursuant to the terms of their existing agreements with Live Nation and/or Ticketmaster Entertainment or otherwise.

Any of these matters could adversely affect the stock prices of, or harm the financial condition, results of operations or business prospects of, Live Nation and/or Ticketmaster Entertainment.

The exchange ratio is subject to adjustment prior to the completion of the Merger in order to ensure that Ticketmaster Entertainment stockholders immediately prior to the Merger receive 50.01% of the voting power of all Live Nation equity interests immediately after the completion of the Merger. The price of Live Nation common stock and Ticketmaster Entertainment common stock will fluctuate during the pendency of the Merger.

The exchange ratio has been fixed initially at 1.384 shares of Live Nation common stock for each share of Ticketmaster Entertainment common stock. This exchange ratio will not be adjusted for changes in the market price of either Live Nation common stock or Ticketmaster Entertainment common stock, but it will be adjusted prior to the completion of the Merger in order to ensure that the holders of Ticketmaster Entertainment common stock immediately prior to the completion of the Merger receive 50.01% of the voting power of the equity interests of the combined company outstanding immediately after the completion of the Merger, which voting equity interests are expected to consist solely of Live Nation common stock. For informational purposes only, a hypothetical adjusted exchange ratio as of the most recent practicable date before the date of this joint proxy statement/prospectus has been provided in this joint proxy statement/prospectus and Live Nation stockholders and Ticketmaster Entertainment stockholders may obtain an updated hypothetical adjusted exchange ratio, which will be based on the voting equity securities of Live Nation and Ticketmaster Entertainment outstanding as of a more recent date, by accessing Live Nation s website at: *www.livenation.com/investors* or by accessing Ticketmaster Entertainment s website at: *investors.ticketmaster.com/financials.cfm*. The final adjusted exchange ratio will vary from the exchange ratio of 1.384 as of the date of the announcement of the Merger Agreement and the hypothetical exchange ratio (i) as of the last practicable date before the date of this joint proxy statement/prospectus and (ii) the dates of the Live Nation annual meeting and the Ticketmaster Entertainment annual meeting.

Although Live Nation and Ticketmaster Entertainment currently expect to complete the Merger in the first quarter of 2010, completion of the Merger is subject to the satisfaction or waiver of all conditions to the Merger set forth in the Merger Agreement, including receipt of stockholder approvals at the respective annual meetings of Live Nation and Ticketmaster Entertainment and receipt of all required regulatory approvals. For further discussion of the conditions to completion of the Merger, see The Merger Agreement Conditions to Completion of the Merger beginning on page 129. Because many of these conditions relate to matters outside of either company s control, the amount of time between the annual stockholders meetings and the completion of the Merger cannot be established at this time.

Changes in the price of Live Nation common stock or Ticketmaster Entertainment common stock prior to the completion of the Merger will affect the value of the Merger consideration received by Ticketmaster Entertainment stockholders and the value of shares of Live Nation common stock before and after the Merger. The value of the Merger consideration will vary from the date of the announcement of the Merger Agreement, the date that this joint proxy statement/prospectus was mailed to Live Nation and Ticketmaster Entertainment stockholders, the date of the Live Nation annual meeting, the date of the Ticketmaster Entertainment annual meeting and the date the Merger is completed and thereafter. Accordingly, at the time of the Live Nation annual meeting or the Ticketmaster Entertainment annual meeting, as the case may be, Live Nation stockholders or Ticketmaster Entertainment stockholders, as the case may be, will not know or be able to calculate the market value of the Merger consideration the Ticketmaster Entertainment stockholders would receive upon completion of the Merger.

The price of each of Live Nation common stock and Ticketmaster Entertainment common stock is subject to the general price fluctuations in the market for publicly traded equity securities. Stock price changes may result from a variety of factors, including, among others, general market and economic conditions, changes in Live Nation s and Ticketmaster Entertainment s respective businesses, operations and prospects, and regulatory considerations. Many of these factors are beyond Live Nation s and Ticketmaster Entertainment s control. Neither company is permitted to terminate the Merger Agreement, or resolicit the vote of Ticketmaster Entertainment stockholders on the Merger proposal or resolicit the vote of Live Nation stockholders on the share issuance proposal solely because of changes in the market prices of either company s stock. There will be no

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adjustment to the Merger consideration for changes in the market price of either Live Nation common stock or Ticketmaster Entertainment common stock. You should obtain current market quotations for Live Nation common stock and Ticketmaster Entertainment common stock.

Some of the directors and executive officers of Live Nation and Ticketmaster Entertainment have interests in seeing the Merger completed that are different from, or in addition to, those of the other Live Nation and Ticketmaster Entertainment stockholders. Therefore, some of the directors and executive officers of Live Nation may have a conflict of interest in recommending that Live Nation stockholders vote to approve the share issuance proposal and some of the directors and executive officers of Ticketmaster Entertainment may have a conflict of interest in recommending that Ticketmaster Entertainment stockholders vote to approve the Merger proposal.

Some of the directors and executive officers of Live Nation and Ticketmaster Entertainment have arrangements that provide them with interests in the Merger that are different from, or in addition to, those of the stockholders of Live Nation and Ticketmaster Entertainment. These interests include, among others, ownership interests in the combined company, continued service as a director or an executive officer of the combined company, payments and equity grants, and the accelerated vesting of certain equity awards and/or certain severance benefits, in connection with the Merger. These interests, among others, may influence the directors and executive officers of Live Nation to support or approve the share issuance proposal and/or the directors and executive officers of Ticketmaster Entertainment to support or approve the Merger proposal.

The Merger Agreement contains provisions that could discourage a potential acquirer that might be willing to acquire or merge with Ticketmaster Entertainment or Live Nation.

The Merger Agreement contains no shop provisions that restrict Live Nation s and Ticketmaster Entertainment s ability to, among other things:

- solicit, initiate or knowingly encourage, induce or facilitate an alternative acquisition proposal (as described below under the section entitled The Merger Agreement No Solicitations beginning on page 135) with respect to it or any inquiry or proposal that may reasonably be expected to lead to such an alternative acquisition proposal;

- participate in any discussions or negotiations regarding, or furnish any information with respect to, or cooperate in any way with respect to, an alternative acquisition proposal with respect to it or any inquiry or proposal that may reasonably be expected to lead to such an alternative acquisition proposal;

- enter into any letter of intent, memorandum of understanding or arrangement constituting or related to, or that would reasonably be expected to lead to, an alternative acquisition proposal with respect to it, or cause it to abandon or delay the Merger or otherwise interfere with or be inconsistent with the Merger;

- take any action to make the provisions of any fair price, moratorium, control share acquisition or similar anti-takeover statute or regulation, or any restrictive provision of any applicable anti-takeover provision in its certificate of incorporation or bylaws inapplicable to any alternative transaction; or

- resolve, propose or agree to do any of the above.

The Merger Agreement also contains force the vote provisions that require Live Nation and Ticketmaster Entertainment to submit the share issuance proposal and the Merger proposal to their respective stockholders regardless of their receipt of a superior alternative proposal. There are only limited exceptions to Live Nation s or Ticketmaster Entertainment s agreement that their respective boards of directors will not withdraw or adversely modify their recommendation regarding the Merger, and neither the Live Nation board of directors nor the Ticketmaster Entertainment board of directors is permitted to terminate the Merger Agreement in response to a superior alternative proposal or if they determine, in response to a material development or unanticipated change in circumstances, that a failure to do so would be inconsistent with their fiduciary duties.

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In addition, in the event that the Merger Agreement is terminated due to the Live Nation board of directors or the Ticketmaster Entertainment board of directors adversely modifying its recommendation regarding the Merger or failing to hold a meeting of its respective stockholders to vote to obtain the respective approvals necessary for the completion of the Merger (as the case may be), the other party will be entitled to collect a termination fee of $15 million from that party as well as the reimbursement of certain reasonable, out-of-pocket transaction expenses. Further, if a third party makes an alternative acquisition proposal for either Live Nation or Ticketmaster Entertainment under certain circumstances, the Merger Agreement is terminated for certain reasons specified in the Merger Agreement and the third party enters into an agreement with Live Nation or Ticketmaster Entertainment (as the case may be) to consummate an alternative acquisition proposal involving 40% or more of its assets or stock within a year after termination, that party will be required to pay the other party a termination fee of $15 million in addition to reimbursing the other party for certain reasonable, out-of-pocket transaction expenses.

These provisions could discourage other potential acquirers of either company even if those parties might be willing to offer a greater amount of consideration than that proposed to be paid in the Merger, or may result in a potential competing acquirer proposing to pay a lower per share price than it may otherwise have proposed to pay because of the added expense of the termination fee.

Failure to complete the Merger may negatively impact Live Nation s and Ticketmaster Entertainment s respective businesses, financial results, financial condition and stock prices.

The Merger is subject to a number of closing conditions and there can be no assurance that the conditions to the completion of the Merger will be satisfied. If the Merger is not completed, Live Nation and Ticketmaster Entertainment will be subject to several risks, including:

- the current market prices of the companies common stock may reflect a market assumption that the Merger will occur and a failure to complete the Merger could result in a negative perception of either or both companies by equity investors and a resulting decline in the respective market prices of the common stock of that company;

- Live Nation or Ticketmaster Entertainment, as the case may be, may be required to pay a termination fee of $15 million to the other party, in addition to the reimbursement of certain reasonable, out-of-pocket transaction expenses, if the Merger Agreement is terminated under certain circumstances;

- Live Nation and Ticketmaster Entertainment are expected to incur substantial transaction costs in connection with the Merger; and

- neither Live Nation nor Ticketmaster Entertainment would realize any of the anticipated benefits of having completed the Merger.

If the Merger is not completed, these risks may materialize and materially adversely affect either or both companies respective businesses, financial results, financial condition and stock prices.

Risks Related to the Combined Company if the Merger Is Completed

If the Merger is completed, Live Nation and Ticketmaster Entertainment will operate as a combined company in a market environment that is difficult to predict and involves significant risks, many of which will be beyond the control of the combined company. In determining whether you should vote to approve the share issuance proposal, in the case of Live Nation stockholders, or the Merger proposal, in the case of Ticketmaster Entertainment stockholders, you should carefully read and consider the following risk factors. If any of the events, contingencies, circumstances or conditions described in the following risks actually occur, the combined company s business, financial condition or results of operations could be adversely affected.

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The combined company may not fully realize the anticipated synergies and related benefits of the Merger or do so within the anticipated timeframe.

Currently, Live Nation and Ticketmaster Entertainment operate as two independent companies. Achieving the anticipated benefits of the Merger will depend in large part upon how successfully the two companies are able to integrate their businesses in an efficient and effective manner. Due to legal restrictions, Live Nation and Ticketmaster Entertainment have been able to conduct only limited planning regarding the integration of the two companies after the completion of the Merger and have not yet determined the exact nature of how the businesses and operations of the two companies will be combined thereafter. The actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized in whole or in part. The companies may not be able to accomplish the integration process smoothly, successfully or on a timely basis. The companies may have to address potential differences in business backgrounds, corporate cultures and management philosophies to accomplish successful integration. Employee uncertainty during the integration process may also disrupt the business of the combined company. Regulatory agencies may impose terms and conditions on their approvals that would adversely impact the ability of the combined company to realize the synergies that are projected to occur in connection with the Merger. In addition, the combined company s plan to operate under separate credit facilities following the completion of the Merger may also limit the combined company s ability to realize the full benefits of synergies, cost savings, growth and operational efficiencies that may be otherwise obtained through the Merger. Any inability of management to successfully and timely integrate the operations of the two companies could have an adverse effect on the business, results of operations and the stock price of the combined company. Even if Live Nation and Ticketmaster Entertainment are able to integrate their business operations successfully, there can be no assurance that this integration will result in the realization of the full benefits of synergies, cost savings, growth and operational efficiencies that may be possible from this integration, or that these benefits will be achieved within a reasonable period of time.

The trading price of shares of Live Nation common stock after the Merger may be affected by factors different from those affecting the price of shares of Live Nation common stock before the Merger.

If the Merger is completed, holders of Ticketmaster Entertainment common stock will become holders of a majority of the outstanding shares of Live Nation common stock. The results of operations of Live Nation, as well as the trading price of Live Nation common stock, after the Merger may be affected by factors different from those currently affecting Live Nation s or Ticketmaster Entertainment s results of operations and the trading price of Live Nation common stock. These factors include:

- a greater number of shares outstanding;
- different stockholders;
- different businesses; and
- different assets and capitalizations.

Accordingly, the historical trading prices and financial results of Live Nation and Ticketmaster Entertainment may not be indicative of these matters for the combined company after the Merger. For a discussion of the business of Live Nation and of certain factors to consider in connection with that business, see the documents incorporated by reference by Live Nation into this joint proxy statement/prospectus referred to under Where You Can Find More Information beginning on page 353. For a discussion of the business of Ticketmaster Entertainment and of certain factors to consider in connection with that business, see Information About Ticketmaster Entertainment s Business beginning on page 240.

The Merger is subject to the receipt of consents, approvals and non-objections from antitrust regulators, which may impose conditions on, jeopardize or delay the completion of the Merger, result in additional expenditures of money and resources or reduce the anticipated benefits of the Merger; alternatively, antitrust regulators may preclude the completion of the Merger altogether.

The completion of the Merger is conditioned upon filings with, and the receipt of required consents, orders, approvals, non-objections or clearances from antitrust regulators, including the Antitrust Division of the U.S.

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Department of Justice under the HSR Act. Live Nation and Ticketmaster Entertainment intend to pursue, and have agreed to use reasonable best efforts to obtain from all governmental authorities, including antitrust regulators, these consents, orders, approvals, non-objections and clearances in accordance with the Merger Agreement. There can be no assurance, however, that these consents, orders, approvals, non-objections and clearances will be obtained or, if they are obtained, that they will not impose conditions on, or require divestitures relating to, the divisions, operations or assets of Live Nation or Ticketmaster Entertainment. These conditions or divestitures may jeopardize or delay the completion of the Merger, result in additional expenditures of money and resources or reduce the anticipated benefits of the Merger, including depleting or eliminating the value of the synergies anticipated to be achieved in the Merger. See The Merger Regulatory Approvals Required for the Merger beginning on page 120. The Merger Agreement requires Live Nation and Ticketmaster Entertainment to satisfy any conditions imposed upon them unless the conditions individually or in the aggregate would reasonably be expected to materially impair the business operations of the combined company. In this regard, Live Nation and Ticketmaster Entertainment have agreed that the failure to realize financial benefits and synergies anticipated to be received in the Merger would not, by itself, materially impair the business operations of the combined company.

The combined company will have substantial indebtedness after the completion of the Merger and is expected to operate under two separate financing structures, each of which may limit its financial flexibility.

After the completion of the Merger, the combined company is expected to have approximately $1.6 billion in total debt outstanding and $1.4 billion of stockholders equity. This amount of indebtedness may limit the combined company s flexibility as a result of its debt service requirements, and may limit the combined company s ability to access additional capital and make capital expenditures and other investments in its business, to withstand economic downturns and interest rate increases, to plan for or react to changes in its business and its industry and to comply with financial and other restrictive covenants in its indebtedness.

The combined company is expected to operate under two separate financing structures, including two separate credit facilities, each with its own restrictive covenants. Live Nation Worldwide, Inc., Live Nation s principal operating company, will continue to be the principal borrower under the Live Nation credit facility, which will continue to apply to substantially all of its subsidiaries. Ticketmaster Entertainment, which will not be a subsidiary of Live Nation Worldwide, Inc., will continue to be the principal borrower under the Ticketmaster Entertainment credit facility, the covenants of which will apply to all of its subsidiaries. This will limit the combined company s ability to enter into intercompany business and financial transactions and therefore may prevent the combined company from fully realizing the potential benefits of the Merger.

The amendment to the Ticketmaster Entertainment credit facility to permit the Merger would also increase the interest spreads under each of the Term Loan A, Term Loan B and revolving credit facility by 1.25% following the effectiveness of the amendment immediately prior to the completion of the Merger (for a description of interest rates payable under the Ticketmaster Entertainment credit facility following the effectiveness of the amendment, see Unaudited Pro Forma Condensed Combined Financial Statements Notes to Unaudited Pro Forma Condensed Combined Financial Statements Note 2: Pro Forma Adjustments footnote (u) beginning on page 332). The amendment to the Ticketmaster Entertainment credit facility would also make the restricted payments covenant more restrictive, and would provide that, in the event there is a default under certain debt of Live Nation, Ticketmaster Entertainment will be prohibited from providing capital to Live Nation, either through dividends or other distributions or in the form of investments.

Additionally, the combined company s ability to comply with the financial and other covenants contained in its debt instruments may be affected by changes in economic or business conditions or other events beyond its control. If the combined company does not comply with these covenants and restrictions, it may be required to take actions such as reducing or delaying capital expenditures, selling assets, restructuring or refinancing all or part of its existing debt, or seeking additional equity capital.

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If the Merger is completed, the terms of Live Nation Worldwide s agreement with CTS will cause Live Nation Worldwide to incur ongoing costs and could reduce operational efficiencies that the combined company might otherwise obtain through the Merger.

Live Nation Worldwide, Inc., which is referred to as Live Nation Worldwide, and CTS Eventim AG, which is referred to as CTS, are parties to an agreement, which is referred to as the CTS agreement, pursuant to which CTS licenses intellectual property to Live Nation Worldwide that is core to Live Nation s current ticketing platform. Under the terms of the CTS agreement, Live Nation Worldwide will be required to take actions and incur expenses, and may be limited in actions it can take, which could limit the ability of Live Nation and Ticketmaster Entertainment to fully integrate their ticketing platforms successfully and realize the full operational efficiencies that the combined company might otherwise obtain through the Merger. For events in North America, CTS will be generally entitled to receive, during the 10-year term of the agreement, a per ticket license fee upon the sale of certain tickets that Live Nation Worldwide or any of substantially all of its subsidiaries, which are collectively referred to as the Live Nation Worldwide entities, have the right to distribute. This per ticket fee for events in North America will be payable to CTS regardless of whether the combined company chooses to use the CTS ticketing platform, Ticketmaster Entertainment s ticketing platform or another ticketing platform for the sale of tickets that the Live Nation Worldwide entities have the right to distribute. In addition, for events in certain European countries outside of the United Kingdom, Live Nation Worldwide generally will be required, during a 10-year term, to exclusively book on the CTS ticketing platform all tickets that the Live Nation Worldwide entities have the right to distribute (or, to the extent other ticketing platforms are used, Live Nation Worldwide will generally be required to pay to CTS the same fee that would have been payable had the CTS platform been used). For events in the United Kingdom, Live Nation Worldwide will be required, provided that CTS first satisfies a significant threshold commitment, to offer for sale on the CTS UK website and pay a corresponding fee for a portion of the tickets that the Live Nation Worldwide entities have the right to distribute for events promoted by the Live Nation Worldwide entities for a 10-year term commencing on January 1, 2010. Finally, the Live Nation Worldwide entities may be precluded from offering ticketing services to third parties in certain European countries during the term of the CTS agreement. In addition, should the Merger be completed, for a period of two years thereafter, CTS will have the right to terminate the CTS agreement upon six month s advance notice.

The Merger could cause the Ticketmaster Entertainment spin-off to become a taxable transaction, which would result in material indemnification obligations on the part of Ticketmaster Entertainment (and as a result, the combined company).

Current U.S. federal income tax law creates a presumption that the Ticketmaster Entertainment spin-off would be taxable to IAC (but not its stockholders) if the Ticketmaster Entertainment spin-off is part of a plan or series of related transactions pursuant to which one or more persons acquire directly or indirectly stock representing a 50% or greater interest, by vote or value, in IAC or Ticketmaster Entertainment. Because the Merger would occur before the second anniversary of the Ticketmaster Entertainment spin-off, the acquisition by Live Nation of Ticketmaster Entertainment common stock in the Merger is presumed to occur pursuant to a plan or series of related transactions unless it is established that the acquisition is not pursuant to a plan or series of transactions that includes the Ticketmaster Entertainment spin-off. U.S. Treasury regulations currently in effect generally provide that whether an acquisition and a spin-off are part of a plan is determined based on all of the facts and circumstances, including, but not limited to, specific factors described in the Treasury regulations. In addition, the Treasury regulations provide several safe harbors for acquisitions that are not considered to be part of a plan.

The tax sharing agreement that IAC, Ticketmaster Entertainment and certain other parties entered into in connection with the Ticketmaster Entertainment spin-off requires Ticketmaster Entertainment to indemnify IAC and the other parties for any taxes resulting from the Ticketmaster Entertainment spin-off (and any related interest, penalties, legal and professional fees and certain other amounts) to the extent these amounts result, among other things, from an acquisition of equity securities of Ticketmaster Entertainment. In addition, the tax sharing agreement prohibits Ticketmaster Entertainment from entering into or consummating certain

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transactions, such as the Merger, for a period of 25 months following the Ticketmaster Entertainment spin-off, unless it obtains IAC s prior written consent or provides IAC with an Internal Revenue Service, which is referred to as the IRS, private letter ruling or an unqualified opinion of tax counsel to the effect that such actions will not affect the tax-free nature of the Ticketmaster Entertainment spin-off, in each case satisfactory to IAC in its sole discretion.

Before entering into the Merger Agreement, Ticketmaster Entertainment provided IAC with such an unqualified opinion of tax counsel and IAC confirmed that the opinion was satisfactory to IAC. Moreover, the closing of the Merger is conditioned on Ticketmaster Entertainment having received another such unqualified opinion of tax counsel, dated as of the closing date of the Merger, and IAC s written acknowledgement that the opinion is in form and substance satisfactory to IAC. These opinions are based on, among other things, a number of assumptions as well as the accuracy of the representations that Ticketmaster Entertainment, Live Nation and other persons make to tax counsel. If any of these representations are, or become, inaccurate or incomplete, the opinions may be invalid. Live Nation and Ticketmaster Entertainment are not seeking a ruling from the IRS regarding the U.S. federal income tax consequences of the Merger, and an opinion of counsel is not binding on the IRS or any court. Accordingly, there can be no assurance that the IRS will not disagree with or challenge any of the conclusions in the opinions of counsel.

If the IRS were to take the position that the Merger caused the Ticketmaster Entertainment spin-off to be taxable to IAC and that position were sustained, IAC would incur material tax liabilities for which Ticketmaster Entertainment (and as a result, the combined company) would have an indemnification obligation under the tax sharing agreement. The tax liabilities of IAC for which Ticketmaster Entertainment (and, as a result, the combined company) would be responsible include taxes imposed with respect to income or gain recognized by IAC by reason of the failure of the Ticketmaster Entertainment spin-off or any of the related restructuring steps to qualify as tax-free transactions, together with any applicable interest, penalties and related losses. In the event the Ticketmaster Entertainment spin-off failed to qualify as a tax-free transaction, the taxable gain recognized by IAC with respect to such spin-off would be based on the excess of (i) the aggregate fair market value of the Ticketmaster Entertainment stock on the date of the Ticketmaster Entertainment spin-off over (ii) IAC s tax basis in such stock, which basis Ticketmaster Entertainment believes was minimal. Although the issue is not free from doubt, the IRS could assert that the fair market value of the Ticketmaster Entertainment stock on the date of the Ticketmaster Entertainment spin-off was equal to the product of the number of shares of Ticketmaster Entertainment common stock outstanding immediately following the Ticketmaster Entertainment spin-off and the average of the high and low trading prices of Ticketmaster Entertainment stock on the day following the Ticketmaster Entertainment spin-off.

The issuance of shares of Live Nation common stock to Ticketmaster Entertainment stockholders in the Merger will substantially dilute the ownership of current Live Nation stockholders, and certain other factors may affect the relative percentage ownership of individual Live Nation and Ticketmaster Entertainment stockholders in the combined company.

If the Merger is completed, it is currently estimated that Live Nation will issue or reserve for issuance approximately 100 million shares of Live Nation common stock in connection with the Merger, including common stock issuable pursuant to outstanding Ticketmaster Entertainment options and other equity-based awards, although Live Nation may issue or reserve for issuance up to 120 million shares of Live Nation common stock pursuant to this joint proxy statement/prospectus. Pursuant to the terms of the Merger Agreement, Ticketmaster Entertainment stockholders immediately prior to the Merger will own, in the aggregate, 50.01% of the voting power of the equity interests of the combined company immediately after the completion of the Merger, which voting equity interests are expected to consist solely of Live Nation common stock. Accordingly, the issuance of shares of Live Nation common stock to Ticketmaster Entertainment stockholders in the Merger will reduce the relative voting power of each share of Live Nation common stock outstanding prior to the Merger and the aggregate relative voting power of all Live Nation stockholders immediately prior to the Merger.

The exchange ratio will be adjusted prior to the completion of the Merger to preserve the percentage ownership of the combined company described above, and therefore, any issuances of voting securities by Live Nation prior to the completion of the Merger, including issuances under Live Nation s employee incentive plans,

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will dilute the relative ownership interest of each Live Nation stockholder in the combined company as compared to the ownership interest of individual Ticketmaster Entertainment stockholders in the combined company. Similarly, any issuances of voting securities by Ticketmaster Entertainment prior to the completion of the Merger, including issuances under Ticketmaster Entertainment s employee incentive plans, will dilute the relative ownership interest of each Ticketmaster Entertainment stockholder in the combined company as compared to the ownership interest of individual Live Nation stockholders in the combined company. In addition, the relative ownership interests of Live Nation stockholders and Ticketmaster Entertainment stockholders in the combined company may be affected by convertible securities, which are not taken into consideration in the calculation of the exchange ratio.

The Merger will result in changes to the Live Nation board of directors and management that may affect the combined company s strategy.

If the parties complete the Merger, the composition of the Live Nation board of directors and management team will change in accordance with the Merger Agreement with the Live Nation board of directors consisting of 14 members with seven members being designated by each of Live Nation and Ticketmaster Entertainment. In addition, Liberty Holdings is expected to become the combined company s largest stockholder, and Liberty Media will be entitled to certain board designation rights that may be transferred to another stockholder under certain circumstances. Following completion of the Merger, the combined company will have a chairman of the board of directors that is different than the current chairman of the board of directors of Live Nation. This new composition of the board of directors and management may affect the business strategy and operating decisions of the combined company upon the completion of the Merger.

The loss of key personnel could have a material adverse effect on the combined company s financial condition, results of operations and growth prospects.

The success of the Merger will depend in part on the combined company s ability to retain key Live Nation and Ticketmaster Entertainment employees who continue employment with the combined company after the Merger. It is possible that these employees might decide not to remain with the combined company after the Merger is completed. If these key employees terminate their employment, the combined company s sales, marketing or development activities might be adversely affected, management s attention might be diverted from successfully integrating Ticketmaster Entertainment s operations to recruiting suitable replacements and the combined company s financial condition, results of operation and growth prospects could be adversely affected. In addition, the combined company might not be able to locate suitable replacements for any such key employees who leave the combined company or offer employment to potential replacements on reasonable terms.

The continued turbulence in the U.S. and global economies and the financial markets may lead to a decrease in discretionary consumer spending and could adversely impact the combined company s business and results of operations.

Recent global market and economic conditions have been unprecedented and challenging with tighter credit conditions and recession in most major economies continuing into 2009. Continued concerns about the systemic impact of potential long-term and widespread recession, energy costs, geopolitical issues, the availability and cost of credit and the global housing and mortgage markets have contributed to increased market volatility and diminished expectations for western and emerging economies. Added concerns fueled by the U.S. government conservatorship of the Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association, the declared bankruptcy of Lehman Brothers Holdings Inc., the U.S. government financial assistance to various financial institutions and other federal government interventions in the U.S. financial system led to increased market uncertainty and instability in both U.S. and international capital and credit markets. These conditions, combined with volatile oil prices, declining business and consumer confidence and increased unemployment, have contributed to volatility of unprecedented levels.

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As a result of these market conditions, the cost and availability of credit have been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases, cease to provide credit to businesses and consumers. This turbulence in the U.S. and international markets and economies may lead to reduced consumer confidence and a decrease in spending in the entertainment industry, which may be particularly vulnerable to deterioration in economic conditions. The combined company s business depends significantly on discretionary consumer and corporate spending. Economic conditions affecting disposable consumer income such as employment, fuel prices, interest and tax rates and inflation may significantly impact the operating results of the combined company. Business conditions, as well as various industry conditions, including corporate marketing and promotional spending and interest levels, can also significantly impact the combined company s operating results. Any material decline in the amount of discretionary or corporate spending could hurt the combined company s revenues, results of operations, business and financial condition. Continued turbulence in the U.S. and international markets and economies and prolonged declines in consumer and corporate spending may adversely affect the combined company s liquidity and financial condition, and the liquidity and financial condition of its clients and customers, including its ability to refinance maturing liabilities and access the capital markets to meet liquidity needs. There can be no assurances that government responses to the disruptions in the financial markets will restore consumer confidence, stabilize the markets or increase liquidity and the availability of credit.

The success of the combined company will depend, in significant part, on factors affecting the live entertainment industry and consumer demand and spending for entertainment, sporting and leisure events. Factors adversely affecting such events could have a material adverse effect on the combined company s business, financial condition and results of operations.

In addition to the global economic crisis referenced above, consumer trends, work stoppages, natural disaster and terrorism could cause consumer demand and spending for music, sporting and other entertainment and leisure events to decline significantly, and may have a material adverse effect on the combined company s business, financial condition and results of operations.

The success of the combined company will also depend upon relationships with third parties and pre-existing clients of Live Nation and Ticketmaster Entertainment, which relationships may be affected by consumer preferences or public attitudes about the Merger. Any adverse changes in these relationships could adversely affect the combined company s business, financial condition and results of operations.

The combined company s success will be dependent on the ability to maintain and renew relationships with pre-existing partners, venue operators, promoters, artists and other clients of both Live Nation and Ticketmaster Entertainment and to establish new client relationships. There can be no assurance that the business of the combined company will continue to be able to maintain these pre-existing client contracts and other business relationships, or enter into or maintain new client contracts and other business relationships, on acceptable terms, if at all. CTS may seek to terminate the CTS agreement should the Merger be completed, or Live Nation may be required under its agreement with CTS to take actions or incur expenses following the completion of the Merger, which, if so required, could have an adverse effect on the business, financial condition and results of operations of the combined company. In addition, at least one significant Ticketmaster Entertainment client, Anschutz Entertainment Group, has indicated its belief that any transaction involving Live Nation and Ticketmaster Entertainment would permit it to unilaterally terminate the ticketing agreement under which Ticketmaster Entertainment and its subsidiaries provide primary ticketing services to it. Revenues from this ticketing agreement represented less than 10% of Ticketmaster Entertainment s consolidated revenues for the fiscal year ended December 31, 2008. There can be no assurance that the combined company will be able to maintain important client relationships such as this after the completion of the Merger. The failure to do so could have a material adverse effect on the business, financial condition and results of operations of the combined company.

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Future results of the combined company may differ materially from the unaudited pro forma financial statements presented in this joint proxy statement/prospectus and the financial forecasts provided to Live Nation s and Ticketmaster Entertainment s financial advisors in connection with discussions concerning the Merger.

The future results of the combined company may be materially different from those shown in the unaudited pro forma financial statements presented in this joint proxy statement/prospectus which show only a combination of the historical results of Live Nation and Ticketmaster Entertainment and the financial forecasts provided to Live Nation s and Ticketmaster Entertainment s financial advisors in connection with discussions concerning the Merger. Live Nation expects to incur significant costs associated with the completion of the Merger and combining the operations of the two companies, the exact magnitude of which is not yet known. Furthermore, these costs may decrease the capital that the combined company could use for revenue-generating investments in the future.

Currently pending or future litigation or governmental proceedings could result in material adverse consequences, including injunctions, judgments or settlements.

Live Nation and Ticketmaster Entertainment are and from time to time become involved in lawsuits, regulatory inquiries and governmental and other legal proceedings arising out of the ordinary course of their businesses. Many of these matters raise difficult and complicated factual and legal issues and are subject to uncertainties and complexities. The timing of the final resolutions to these types of matters is often uncertain. Additionally, the possible outcomes or resolutions to these matters could include adverse judgments or settlements, either of which could require substantial payments, adversely affecting the combined company s results of operations and liquidity.

A consolidated lawsuit is pending against Ticketmaster Entertainment, the members of the Ticketmaster Entertainment board of directors and Live Nation challenging the Merger, and an adverse judgment in that lawsuit may prevent the Merger from becoming effective or from becoming effective within the expected timeframe.

Ticketmaster Entertainment, the members of the Ticketmaster Entertainment board of directors and Live Nation have each been named as defendants in a consolidated lawsuit brought by Ticketmaster Entertainment stockholders challenging the Merger, seeking to rescind the Merger Agreement, and seeking an injunction preventing the completion of the Merger. If the plaintiffs are successful in obtaining an injunction prohibiting the parties from completing the Merger on the agreed upon terms, the injunction may prevent the completion of the Merger in the expected timeframe (if at all). For more information about litigation related to the Merger, see Litigation Relating to the Merger beginning on page 122.

The shares of Live Nation common stock to be received by Ticketmaster Entertainment stockholders as a result of the Merger will have different rights from the shares of Ticketmaster Entertainment common stock.

Upon completion of the Merger, Ticketmaster Entertainment stockholders will become Live Nation stockholders, and their rights as stockholders will be governed by Live Nation s certificate of incorporation and bylaws. The rights associated with Ticketmaster Entertainment common stock are different from the rights associated with Live Nation common stock. For a discussion of these different rights, see Comparison of Rights of Live Nation Stockholders and Ticketmaster Entertainment Stockholders beginning on page 341.

Risks Relating to the Ticketmaster Entertainment Spin-Off

If the Ticketmaster Entertainment spin-off, or one or more of the other IAC spin-offs, were to fail to qualify as a transaction that is generally tax-free for U.S. federal income tax purposes, Ticketmaster Entertainment (and, following the completion of the Merger, the combined company) may be subject to significant tax liabilities.

In connection with IAC s spin-off of each of Ticketmaster Entertainment and certain other former businesses of IAC, each of which is referred to as a Spinco, IAC received a private letter ruling from the IRS regarding the qualification of these spin-offs as transactions that are generally tax-free for U.S. federal income tax purposes. IAC s spin-off of each of the Spincos are referred to collectively as the IAC spin-offs. IAC also received an opinion of counsel regarding certain aspects of the transaction that were not covered by the private letter ruling. Notwithstanding the IRS private letter ruling and opinion of counsel, the IRS could determine that one or more of the IAC spin-offs should be treated as a taxable distribution if it determines that any of the representations, statements or assumptions or undertakings that were included in the request for the IRS private letter ruling are false or have been violated or if it disagrees with the conclusions in the opinion of counsel that are not covered by the IRS ruling. In addition, if any of the representations, statements or assumptions upon which the opinion of counsel was based were or become inaccurate, the opinion may be invalid.

If any of the IAC spin-offs were to fail to qualify as a transaction that is generally tax-free for U.S. federal income tax purposes, then IAC would incur material income tax liabilities for which Ticketmaster Entertainment (and, following the completion of the Merger, the combined company) could be liable. Under applicable federal income tax rules, Ticketmaster Entertainment is severally liable for any federal income taxes imposed on IAC with respect to taxable periods during which Ticketmaster Entertainment was a member of IAC s consolidated federal income tax return group, including the period in which the IAC spin-offs were consummated. Under the Tax Sharing Agreement that Ticketmaster Entertainment entered into with IAC and the other Spincos, Ticketmaster Entertainment generally is required to indemnify IAC and the other Spincos for any taxes resulting from the Ticketmaster Entertainment spin-off to the extent such amounts resulted from (i) any act or failure to act by Ticketmaster Entertainment described in the covenants in the Tax Sharing Agreement, (ii) any acquisition of equity securities or assets of Ticketmaster Entertainment, or (iii) any breach by Ticketmaster Entertainment of any representation or covenant contained in the separation documents or in the documents relating to the IRS private letter ruling and/or tax opinions. Corresponding indemnification provisions also apply to the other Spincos. Ticketmaster Entertainment is entitled to indemnification from IAC, among other things, if, Ticketmaster Entertainment is liable for, or otherwise required to make a payment in respect of, a Ticketmaster Entertainment spin-off tax liability for which Ticketmaster Entertainment is not responsible under the Tax Sharing Agreement and, if applicable, is unable to collect from the Spinco responsible for such liability under the Tax Sharing Agreement. Ticketmaster Entertainment s ability to collect under these indemnity provisions would depend on the financial position of the indemnifying party.

Certain transactions in IAC, Ticketmaster Entertainment, or other Spinco equity securities could cause one or more of the IAC spin-offs to be taxable to IAC and may give rise to indemnification obligations of Ticketmaster Entertainment under the Tax Sharing Agreement.

Current U.S. federal income tax law creates a presumption that any of the IAC spin-offs would be taxable to IAC if it is part of a plan or series of related transactions pursuant to which one or more persons acquire directly or indirectly stock representing a 50% or greater interest (by vote or value) in IAC or a Spinco (including Ticketmaster Entertainment). Acquisitions that occur during the four-year period that begins two years before the date of a spin-off are presumed to occur pursuant to a plan or series of related transactions, unless it is established that the acquisition is not pursuant to a plan or series of transactions that includes the spin-off.

These rules limit Ticketmaster Entertainment s ability during the two-year period following the Ticketmaster Entertainment spin-off to enter into certain transactions that might be advantageous to Ticketmaster Entertainment and its stockholders, particularly issuing equity securities to satisfy financing needs, repurchasing equity securities, and, under certain circumstances, acquiring businesses or assets with equity securities or agreeing to be acquired. Under the Tax Sharing Agreement, there are restrictions on Ticketmaster Entertainment s ability to take such actions for a period of 25 months from the day after the date of the Ticketmaster Entertainment spin-off. Entering into the Merger Agreement did not violate these restrictions because, prior to entering into the agreement, Ticketmaster Entertainment provided IAC with an unqualified opinion of tax counsel contemplated by the Tax Sharing Agreement and IAC confirmed that the opinion was satisfactory to IAC. For a further discussion, see Risks Related to the Combined Company if the Merger Is Completed The Merger could cause the Ticketmaster Entertainment spin-off to become a taxable transaction, which would result in material indemnification obligations on the part of Ticketmaster Entertainment (and as a result, the combined company) beginning on page 39.

In addition to actions of IAC and the Spincos (including Ticketmaster Entertainment), certain transactions that are outside their control and therefore not subject to the restrictive covenants contained in the Tax Sharing Agreement, such as a sale or disposition of the stock of IAC or the stock of a Spinco by certain persons that own five percent or more of any class of stock of IAC or a Spinco could have a similar effect on the tax-free status of a spin-off as transactions to which IAC or a Spinco is a party. As of the date of the Ticketmaster Entertainment spin-off, Liberty Media and certain of its affiliates, in the aggregate, owned IAC stock representing approximately 61.6% by vote and 29.9% by value and, immediately subsequent to the Ticketmaster Entertainment spin-off, owned stock of each Spinco representing approximately 29.9% by vote and value. Accordingly, in evaluating Ticketmaster Entertainment s ability to engage in certain transactions involving its equity securities, Ticketmaster Entertainment will need to take into account the activities of Liberty Media and its affiliates.

As a result of these rules, even if each IAC spin-off otherwise qualifies as a transaction that is generally tax-free for U.S. federal income tax purposes, transactions involving Spinco or IAC equity securities (including transactions by certain significant stockholders) could cause IAC to recognize taxable gain with respect to the stock of the Spinco as described above. Although the restrictive covenants and indemnification provisions contained in the Tax Sharing Agreement are intended to minimize the likelihood that such an event will occur, one or more of the IAC spin-offs may become taxable to IAC as a result of transactions in IAC or Spinco equity securities. As discussed previously, Ticketmaster Entertainment could be liable for such taxes under the Tax Sharing Agreement or under applicable federal income tax rules.

In connection with the Merger Agreement, Ticketmaster Entertainment has received an unqualified opinion of tax counsel that the transaction as contemplated in the Merger Agreement will not have an adverse tax effect on the Ticketmaster Entertainment spin-off. Moreover, the closing of the Merger is conditioned on Ticketmaster Entertainment having received another such unqualified opinion of tax counsel, dated as of the closing date of the Merger, and IAC s written acknowledgement that the opinion is in form and substance satisfactory to IAC. However, the IRS may disagree with the conclusions in these opinions of counsel and determine that the Merger causes the Ticketmaster Entertainment spin-off to be taxable to IAC. Were this to occur and that position were sustained, Ticketmaster Entertainment would be required to make material indemnification payments to IAC. For a further discussion regarding these potential indemnification obligations, see Risks Related to the Combined Company if the Merger Is Completed The Merger could cause the Ticketmaster Entertainment spin-off to become a taxable transaction, which would result in material indemnification obligations on the part of Ticketmaster Entertainment (and as a result, the combined company) beginning on page 39.

The spin-off agreements were not the result of arm s length negotiations.

The agreements that Ticketmaster Entertainment entered into with IAC and the other Spincos in connection with the IAC spin-offs, including the Separation and Distribution Agreement, Tax Sharing Agreement, Employee Matters Agreement and Transition Services Agreement, were established by IAC, in consultation with the Spincos, with the intention of maximizing the value to current IAC's shareholders. Accordingly, the terms for Ticketmaster Entertainment (and, following the completion of the Merger, the combined company) may not be as favorable as would have resulted from negotiations among unrelated third parties.

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Risks Relating to Ticketmaster Entertainment s Business (and, Following the Completion of the Merger, the Combined Company)

Live Entertainment Industry and General Economic Trends Ticketmaster Entertainment s success depends, in significant part, on entertainment, sporting and leisure events and factors adversely affecting such events could have a material adverse effect on business, financial condition and results of operations.

Through its Ticketing segment, Ticketmaster Entertainment sells tickets to live entertainment, sporting and leisure events at arenas, stadiums, theaters and other facilities. Through its Artist Services segment, Ticketmaster Entertainment provides artist management services to nearly 200 clients, and derives significant revenues from touring and live concerts by these clients. Accordingly, Ticketmaster Entertainment s business, financial condition and results of operations are directly affected by the popularity, frequency and location of such events. Ticket sales are sensitive to fluctuations in the number and pricing of entertainment, sporting and leisure events and activities offered by promoters, teams and facilities, and adverse trends in the entertainment; sporting and leisure event industries could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations. The Ticketing segment relies on third parties to create and perform live entertainment, sporting and leisure events and to price tickets to such events. Accordingly, Ticketmaster Entertainment s success depends, in part, upon the ability of these third parties to correctly anticipate public demand for particular events and the prices that the public is willing to pay to attend such events, as well as the availability of popular artists, entertainers and teams. Similarly, the Artist Services segment could be adversely affected if the artists it represents do not tour or perform as frequently as anticipated, or if such tours or performances are not as widely attended by fans as anticipated due to changing tastes, general economic conditions or otherwise.

In addition, general economic conditions, consumer trends, work stoppages, natural disasters and terrorism could have a material adverse effect on Ticketmaster Entertainment s business, financial condition and results of operations. Entertainment-related expenditures are particularly sensitive to business and personal discretionary spending levels, which tend to decline during general economic downturns. Recent market conditions have been extremely volatile and unemployment rates have risen in recent months. As a result of these macroeconomic factors, it is reasonably possible that a continued worsening of Ticketmaster Entertainment's results or domestic and global economic conditions could change certain estimates and assumptions that are significant to the underlying amounts included in Ticketmaster Entertainment's Consolidated Financial Statements and the notes thereto included in its Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2008 and in this joint proxy statement/prospectus. A protracted global recession could have a significant negative impact on Ticketmaster Entertainment s business, financial condition and results of operations. Similarly, public heath issues or a health epidemic could result in the cancellation of live entertainment events or in lower attendance and ticket sales if fans choose to not attend events they would otherwise attend out of heath concerns. Recently, human cases of swine flu virus infection have been identified in the United States and internationally. If public health issues such as the swine flu were to result in the cancellation of live entertainment events or diminished ticket sales, Ticketmaster Entertainment s business, financial condition and results of operations could be negatively impacted.

Third Party Relationships Ticketmaster Entertainment depends on relationships with clients and any adverse changes in these relationships could adversely affect its business, financial condition and results of operations.

Ticketmaster Entertainment s success is dependent, in significant part, on the ability of Ticketmaster Entertainment s businesses to maintain and renew relationships with existing clients and to establish new client relationships. Ticketmaster Entertainment anticipates that for the foreseeable future, the substantial majority of its revenues from the Ticketing segment will be derived from online and offline sales of tickets. Ticketmaster Entertainment also expects that revenues from primary ticketing services, which consist primarily of per ticket convenience charges and per order order processing fees, will continue to comprise the substantial majority of its consolidated revenues for the Ticketing segment.

Securing the right to sell tickets depends, in substantial part, on the ability of Ticketmaster Entertainment s businesses to enter into, maintain and renew client contracts on favorable terms. In light of the fact that the Merger ultimately may not be completed, it is important to note that revenue attributable to Ticketmaster Entertainment s largest client, Live Nation (including its subsidiary, House of Blues), represented approximately 13% of Ticketmaster Entertainment s total revenue in 2008. This client relationship consisted of four agreements, two with Live Nation (a worldwide agreement (other than England, Scotland and Wales) that expired without renewal on December 31, 2008, and an agreement covering England, Scotland and Wales that expires on December 31, 2009) and two with House of Blues (a U.S. agreement that expires on December 31, 2009, and a Canadian agreement that expires on March 1, 2010). Revenue attributable to the worldwide agreement and the agreement covering England, Scotland and Wales represented approximately 9% and 2%, respectively, of Ticketmaster Entertainment s total revenues in 2008. The worldwide agreement expired on December 31, 2008, and Ticketmaster Entertainment anticipates that none of the other agreements will be renewed. Live Nation launched its own ticketing business in 2009 to ticket Live Nation events and has publicly announced that it intends to use its ticketing system to distribute tickets for third-party live events. In addition, as is typical of the artist management industry, certain of Ticketmaster Entertainment s arrangements with clients of the Artist Services segment are terminable at will by either party. The loss of key artists could negatively impact Ticketmaster Entertainment s business.

While fees from management services represent slightly less than half the revenue of Ticketmaster Entertainment s Artist Service segment, and no individual client represents more than 10% of revenue from management services, the loss of a number of key artists could negatively impact Ticketmaster Entertainment s business. In addition, as the relationship between a manager and artist is highly personalized, the loss of a manager may also result in a loss in the artist represented by the manager, which could negatively impact Ticketmaster Entertainment s business.

Ticketmaster Entertainment cannot provide assurances that its businesses will be able to maintain other existing client contracts, or enter into or maintain new client contracts, on acceptable terms, if at all, and the failure to do so could have a material adverse effect on its business, financial condition and results of operations. As explained above and in the below risk factor, the ticketing business is highly competitive. A number of competing national, regional, and local ticketing service providers are aggressively seeking to secure ticketing contracts from existing and potential Ticketmaster Entertainment clients. In addition, facilities, promoters and other potential clients are increasingly electing to self-ticket and/or distribute a growing number of tickets through client direct or other new channels, which could adversely impact the ability of Ticketmaster Entertainment s businesses to secure renewals and new client contracts. The non-renewal or termination of an agreement with a major client or multiple agreements with a combination of smaller clients could have a material adverse effect on Ticketmaster Entertainment s business, financial condition and results of operations.

Another important component of Ticketmaster Entertainment s success is the ability of Ticketmaster Entertainment s businesses to maintain existing and build new relationships with third party distribution channels and service providers, including providers of credit card processing and delivery services, as well as advertisers, among other parties. Any adverse changes in these relationships, including the inability of these parties to fulfill their obligations to Ticketmaster Entertainment s businesses for any reason, could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations.

Competition The ticketing and artist services industries are highly competitive and competitors may win business away from Ticketmaster Entertainment, which could adversely affect Ticketmaster Entertainment s financial performance.

The ticketing industry is highly competitive. Ticketmaster Entertainment faces significant competition from other national, regional and local primary ticketing service providers to secure new and retain existing clients on a continuous basis. Additionally, Ticketmaster Entertainment faces significant and increasing challenges from companies that sell self-ticketing systems and from clients who are increasingly choosing to self-ticket, through

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the integration of self-ticketing systems into their existing operations or the acquisition of primary ticket services providers and by increasing sales through facility box offices and season, subscription or group sales. Ticketmaster Entertainment also faces competition in the resale of tickets from online auction websites and resale marketplaces and from other ticket resellers with online distribution capabilities. The intense competition that Ticketmaster Entertainment faces in the ticketing industry could cause the volume of its ticketing services business to decline. There can be no assurance that Ticketmaster Entertainment will be able to compete successfully in the future with existing or potential competitors or that competition will not have an adverse effect on its business and financial condition. Moreover, as Ticketmaster Entertainment expands into new lines of businesses (including in connection with the Merger), Ticketmaster Entertainment may face direct competition, in the live music industry, with its prospective or current primary ticketing clients, who primarily include live event content providers (such as owners or operators of live event venues, promoters of concerts and sports teams, among others). This direct competition with Ticketmaster Entertainment s prospective or current primary ticketing clients could result in a decline in the number of clients Ticketmaster Entertainment has and a decline in the volume of its ticketing services business, which could adversely affect its business and financial condition.

The artist services industry is also a highly competitive industry. There are numerous other music management companies and individual managers in the United States alone. Ticketmaster Entertainment competes with these companies and individuals to discover new and emerging artists and to represent established acts. In addition, certain of Ticketmaster Entertainment s arrangements with clients of Ticketmaster Entertainment s Artist Services business are terminable at will by either party, leading to competition to retain those artists as clients. Competition is intense and may contribute to a decline in the volume of Ticketmaster Entertainment s Artist Services business, which could adversely affect Ticketmaster Entertainment s business and financial condition.

Covenants in Ticketmaster Entertainment s debt agreements restrict Ticketmaster Entertainment s business in many ways and if Ticketmaster Entertainment does not effectively manage its business to comply with these covenants, its financial condition and results of operations could be adversely affected.

Ticketmaster Entertainment s senior secured credit facilities and/or the indenture governing the Ticketmaster Entertainment 10.75% senior notes due 2016, which are referred to as the Ticketmaster Entertainment Senior Notes, contain various covenants that limit Ticketmaster Entertainment s ability and/or Ticketmaster Entertainment s restricted subsidiaries ability to, among other things:

- incur or assume liens or additional debt or provide guarantees in respect of obligations of other persons;
- issue redeemable stock and preferred stock;
- pay dividends or distributions or redeem or repurchase capital stock;
- prepay, redeem or repurchase debt;
- make loans and investments;
- enter into agreements that restrict distributions from Ticketmaster Entertainment s subsidiaries;
- sell assets and capital stock of Ticketmaster Entertainment s subsidiaries;
- enter into certain transactions with affiliates; and

consolidate or merge with or into, or sell substantially all of Ticketmaster Entertainment s assets to, another person, subject to the exception for the Merger as described in The Merger Consents and Amendments Under Ticketmaster Entertainment Credit Facility beginning on page 117.

In addition, Ticketmaster Entertainment s senior secured credit facilities require it to maintain specified financial ratios. Ticketmaster Entertainment s ability to meet those financial ratios can be affected by events

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beyond Ticketmaster Entertainment s control, and Ticketmaster Entertainment may be unable to meet those tests. Among other things, certain adjustments required in connection with the Merger as a result of Ticketmaster Entertainment's status as the deemed accounting acquired company may make it more difficult for Ticketmaster Entertainment to comply with these financial ratios. In addition, a failure on Ticketmaster Entertainment s part to maintain effective internal controls to measure compliance with these covenants could affect its ability to take corrective actions on a timely basis, and could result in its being in breach. A breach of any of these covenants could result in a default under Ticketmaster Entertainment s senior secured credit facilities and/or Ticketmaster Entertainment s other indebtedness. Upon the occurrence of an event of default under Ticketmaster Entertainment s senior secured credit facilities, the lenders could elect to declare all amounts outstanding under the senior secured credit facilities to be immediately due and payable. If Ticketmaster Entertainment were unable to repay those amounts, the lenders could proceed against the collateral granted to them to secure that indebtedness, which constitutes a significant portion of Ticketmaster Entertainment s assets. If the lenders under Ticketmaster Entertainment s senior secured credit facilities accelerate the repayment of borrowings, Ticketmaster Entertainment may not have sufficient assets to repay its senior secured credit facilities and its other indebtedness.

Ticketmaster Entertainment s borrowings under its senior secured credit facilities are, and are expected to continue to be, at variable rates of interest and expose it to interest rate risk. If interest rates increase, Ticketmaster Entertainment s debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and Ticketmaster Entertainment s net income would decrease.

International Presence and Expansion Ticketmaster Entertainment s businesses operate in international markets in which Ticketmaster Entertainment has limited experience. Ticketmaster Entertainment s businesses may not be able to successfully expand into new, or further into existing, international markets.

Ticketmaster Entertainment provides services in various jurisdictions abroad through a number of brands and businesses that it owns and operates, as well as through joint ventures, and expects to continue to expand its international presence. Ticketmaster Entertainment faces, and expects to continue to face, additional risks in the case of its existing and future international operations, including:

- political instability and unfavorable economic conditions in the markets in which Ticketmaster Entertainment currently has international operations or into which its brands and businesses may expand;

- more restrictive or otherwise unfavorable government regulation of the live entertainment and ticketing industries, including the regulation of the provision of primary ticketing and ticket resale services, as well as promotional, marketing and other related services, which could result in increased compliance costs and/or otherwise restrict the manner in which Ticketmaster Entertainment s businesses provide services and the amount of related fees charged for such services;

- limitations on the enforcement of intellectual property rights, which would preclude Ticketmaster Entertainment from building the brand recognition upon which it has come to rely in many jurisdictions;

- limitations on the ability of foreign subsidiaries to repatriate profits or otherwise remit earnings to Ticketmaster Entertainment;

- adverse tax consequences;

- limitations on technology infrastructure, which could limit Ticketmaster Entertainment s ability to migrate international operations to the Ticketmaster System, which would result in increased costs;

- lower levels of Internet usage, credit card usage and consumer spending in comparison to those in the United States; and

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difficulties in managing operations and adapting to consumer desires due to distance, language and cultural differences, including issues associated with (i) business practices and customs that are common in certain foreign countries but might be prohibited by United States law and Ticketmaster Entertainment s internal policies and procedures, and (ii) management and operational systems and infrastructures, including internal financial control and reporting systems and functions, staffing and managing foreign operations, which Ticketmaster Entertainment might not be able to do effectively, or if so, on a cost-effective basis.

Ticketmaster Entertainment s ability to expand its international operations into new jurisdictions, or further into existing, jurisdictions will depend, in significant part, on its ability to identify potential acquisition candidates, joint venture or other partners, and enter into arrangements with these parties on favorable terms, as well as Ticketmaster Entertainment s ability to make continued investments to maintain and grow existing international operations. If the revenues generated by international operations are insufficient to offset expenses incurred in connection with the maintenance and growth of these operations, Ticketmaster Entertainment s business, financial condition and results of operations could be materially and adversely affected. In addition, in an effort to make international operations in one or more given jurisdictions profitable over the long term, significant additional investments that are not profitable over the short term could be required over a prolonged period.

In addition, the ticketing industry in many jurisdictions abroad is more fragmented and local than it is in the United States. Ticketmaster Entertainment s success in these markets will depend on the ability of Ticketmaster Entertainment s businesses to create economies of scale by consolidating within each market geographically, which would most likely occur over a prolonged period, during which significant investments in technology and infrastructure would be required. In the case of expansion through organic growth, Ticketmaster Entertainment could face substantial barriers to entry in new markets, and barriers impeding expansion within existing markets, due primarily to the risks and concerns discussed above, among others.

Foreign Currency Risks Ticketmaster Entertainment faces risks and uncertainties related to foreign currency exchange rate fluctuations.

To the extent that costs and prices for services are established in local currencies and adjusted to U.S. dollars based on then-current exchange rates, Ticketmaster Entertainment will be exposed to foreign exchange rate fluctuations. After accounting for such fluctuations, Ticketmaster Entertainment may be required to record significant gains or losses, the amount of which will vary based on then current exchange rates, which could cause its results to differ materially from expectations. As Ticketmaster Entertainment continues to expand its international presence, its exposure to exchange rate fluctuations will increase, which may have a negative impact on its financial results.

Changing Customer Requirements and Industry Standards Ticketmaster Entertainment s businesses may not be able to adapt quickly enough to changing customer requirements and industry standards.

The e-commerce industry is characterized by evolving industry standards, frequent new service and product introductions and enhancements and changing customer demands. Ticketmaster Entertainment s businesses may not be able to adapt quickly enough and/or in a cost-effective manner to changes in industry standards and customer requirements and preferences, and their failure to do so could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations. In addition, the continued widespread adoption of new Internet or telecommunications technologies and devices or other technological changes could require Ticketmaster Entertainment s businesses to modify or adapt their respective services or infrastructures. The failure of Ticketmaster Entertainment s businesses to modify or adapt their respective services or infrastructures in response to these trends could render their existing websites, services and proprietary technologies obsolete, which could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations.

In addition, Ticketmaster Entertainment is currently in the process of migrating its international brands and businesses to the Ticketmaster System in an attempt to provide consistent and state-of-the-art services across its businesses and to reduce the cost and expense of maintaining multiple systems, which Ticketmaster Entertainment may not be able to complete in a timely or cost-effective manner. Delays or difficulties in implementing the Ticketmaster System, as well as any new or enhanced systems, may limit Ticketmaster Entertainment s ability to achieve the desired results in a timely manner. Also, Ticketmaster Entertainment may be unable to devote financial resources to new technologies and systems in the future, which could adversely affect its business, financial condition and results of operations.

Compliance with Laws, Rules and Regulations Ticketmaster Entertainment s failure to comply with existing laws, rules and regulations as well as changing laws, rules and regulations and other legal uncertainties, could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations.

Since Ticketmaster Entertainment s businesses sell tickets and provide related services to consumers through a number of different online and offline channels, they are subject to a wide variety of statutes, rules, regulations, policies and procedures in various jurisdictions in the United States and abroad, which are subject to change at any time. For example, Ticketmaster Entertainment s businesses conduct marketing activities via the telephone and/or through online marketing channels, which activities are governed by numerous federal and state regulations, such as the Telemarketing Sales Rule, state telemarketing laws and the CAN-SPAM Act, among others. Ticketmaster Entertainment s businesses are also subject to laws, rules and regulations applicable to providers of primary ticketing and ticket resale services, which in some cases regulate the amount of transaction and other fees that they may be charged in connection with primary ticketing sales and/or the ticket prices that may be charged in the case of ticket resale services. New legislation of this nature is introduced from time to time in various (and is pending in certain) jurisdictions in which Ticketmaster Entertainment s businesses sell tickets and provide services. For example, several U.S. states and cities, Canadian provinces, the United Kingdom and European countries prohibit the resale of tickets at prices greater than the original face price (in the case of certain jurisdictions, without the consent of the venue) and/or prohibit the resale of tickets to certain types of events. Ticketmaster Entertainment s various businesses have recently been named as defendants in several purported class action lawsuits and other actions and investigations alleging violations of these types of laws. The failure of Ticketmaster Entertainment s businesses to comply with these laws and regulations could result in fines and/or proceedings against Ticketmaster Entertainment by governmental agencies and/or consumers, which if material, could adversely affect its business, financial condition and results of operations. In addition, the promulgation of new laws, rules and regulations that restrict or otherwise unfavorably impact the ability or manner in which Ticketmaster Entertainment s businesses provide primary ticketing and ticket resale services would require Ticketmaster Entertainment s businesses to change certain aspects of their business, operations and client relationships to ensure compliance, which could decrease demand for services, reduce revenues, increase costs and/or subject Ticketmaster Entertainment to additional liabilities.

In addition, the application of various domestic and international sales, use, value-added and other tax laws, rules and regulations to Ticketmaster Entertainment s historical and new products and services is subject to interpretation by applicable taxing authorities. While Ticketmaster Entertainment believes that it is compliant with current tax provisions, taxing authorities may take a contrary position and such positions may adversely affect its business, financial condition and results of operations. From time to time, federal, state and local authorities and/or consumers commence investigations, inquiries or litigation with respect to compliance by Ticketmaster Entertainment and its businesses with applicable consumer protection, advertising, unfair business practice, antitrust (and similar or related laws) and other laws. Ticketmaster Entertainment s businesses have historically cooperated with authorities in connection with these investigations and have satisfactorily resolved each such material investigation, inquiry or litigation. Recently, several states and Canadian provinces have commenced investigations or inquiries regarding the relationship between Ticketmaster Entertainment and TicketsNow. Ticketmaster Entertainment has incurred significant legal expenses in connection with the defense of governmental investigations and litigation in the past and will be required to incur additional expenses in the future regarding such investigations and litigation. In the case of antitrust (and similar or related) matters, any adverse outcome could limit or prevent Ticketmaster Entertainment s businesses from engaging in the ticketing business generally (or in a particular market thereof) or subject them to potential damage assessments, all of which could have a material adverse effect on Ticketmaster Entertainment s business, financial condition and results of operations. See Information About Ticketmaster Entertainment s Business Legal Proceedings beginning on page 248 for a description of certain current legal proceedings involving Ticketmaster Entertainment.

Maintenance of Systems and Infrastructure Ticketmaster Entertainment s success depends, in part, on the integrity of Ticketmaster Entertainment s systems and infrastructures. System interruption and the lack of integration and redundancy in these systems and infrastructures may have an adverse impact on Ticketmaster Entertainment s business, financial conditions and results of operations.

Ticketmaster Entertainment s success depends, in part, on Ticketmaster Entertainment s ability to maintain the integrity of Ticketmaster Entertainment s systems and infrastructure, including websites, information and related systems, call centers and distribution and fulfillment facilities. System interruption and the lack of integration and redundancy in Ticketmaster Entertainment s information systems and infrastructures may adversely affect Ticketmaster Entertainment s ability to operate websites, process and fulfill transactions, respond to customer inquiries and generally maintain cost-efficient operations. Ticketmaster Entertainment may experience occasional system interruptions that make some or all systems or data unavailable or prevent its businesses from efficiently providing services or fulfilling orders. Ticketmaster Entertainment also relies on affiliate and third-party computer systems, broadband and other communications systems and service providers in connection with the provision of services generally, as well as to facilitate, process and fulfill transactions. Any interruptions, outages or delays in its systems and infrastructures, its businesses, its affiliates and/or third parties, or deterioration in the performance of these systems and infrastructures, could impair the ability of Ticketmaster Entertainment s businesses to provide services, fulfill orders and/or process transactions. Fire, flood, power loss, telecommunications failure, hurricanes, tornadoes, earthquakes, acts of war or terrorism, acts of God and similar events or disruptions may damage or interrupt computer, broadband or other communications systems and infrastructures at any time. Any of these events could cause system interruption, delays and loss of critical data, and could prevent Ticketmaster Entertainment s businesses from providing services, fulfilling orders and/or processing transactions. While Ticketmaster Entertainment s businesses have backup systems for certain aspects of their operations, disaster recovery planning by its nature cannot be sufficient for all eventualities. In addition, Ticketmaster Entertainment may not have adequate insurance coverage to compensate for losses from a major interruption. If any of these adverse events were to occur, it could adversely affect Ticketmaster Entertainment s business, financial conditions and results of operations.

In addition, any penetration of network security or other misappropriation or misuse of personal consumer information could cause interruptions in the operations of Ticketmaster Entertainment s businesses and subject Ticketmaster Entertainment to increased costs, litigation and other liabilities. Network security issues could lead to claims against Ticketmaster Entertainment for other misuse of personal information, such as for unauthorized purposes or identity theft, which could result in litigation and financial liabilities, as well as administrative action from governmental authorities. Security breaches could also significantly damage Ticketmaster Entertainment s reputation with consumers and third parties with whom Ticketmaster Entertainment does business. It is possible that advances in computer capabilities, new discoveries, undetected fraud, inadvertent violations of company policies or procedures or other developments could result in a compromise of information or a breach of the technology and security processes that are used to protect consumer transaction data. As a result, current security measures may not prevent any or all security breaches. Ticketmaster Entertainment may be required to expend significant capital and other resources to protect against and remedy any potential or existing security breaches and their consequences. Ticketmaster Entertainment also faces risks associated with security breaches affecting third parties with which it is affiliated or otherwise conducts business online. Consumers are generally concerned with security and privacy of the Internet, and any publicized security problems affecting Ticketmaster Entertainment s businesses and/or those of third parties may discourage consumers from doing business with Ticketmaster Entertainment, which could have an adverse effect on Ticketmaster Entertainment s business, financial condition and results of operations.

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Privacy The processing, storage, use and disclosure of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements or differing views of personal privacy rights.

In the processing of consumer transactions, Ticketmaster Entertainment s businesses receive, transmit and store a large volume of personally identifiable information and other user data. The sharing, use, disclosure and protection of this information are governed by the privacy and data security policies maintained by Ticketmaster Entertainment and its businesses. Moreover, there are federal, state and international laws regarding privacy and the storing, sharing, use, disclosure and protection of personally identifiable information and user data. Specifically, personally identifiable information is increasingly subject to legislation and regulations in numerous jurisdictions around the world, the intent of which is to protect the privacy of personal information that is collected, processed and transmitted in or from the governing jurisdiction. Ticketmaster Entertainment could be adversely affected if legislation or regulations are expanded to require changes in business practices or privacy policies, or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect its business, financial condition and results of operations.

Ticketmaster Entertainment s businesses may also become exposed to potential liabilities as a result of differing views on the privacy of consumer and other user data collected by these businesses. Ticketmaster Entertainment s failure, and/or the failure by the various third party vendors and service providers with which Ticketmaster Entertainment does business, to comply with applicable privacy policies or federal, state or similar international laws and regulations or any compromise of security that results in the unauthorized release of personally identifiable information or other user data could damage the reputation of these businesses, discourage potential users from trying Ticketmaster Entertainment s products and services and/or result in fines and/or proceedings by governmental agencies and/or consumers, one or all of which could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations.

Intellectual Property Ticketmaster Entertainment may fail to adequately protect its intellectual property rights or may be accused of infringing intellectual property rights of third parties.

Ticketmaster Entertainment may fail to adequately protect its intellectual property rights or may be accused of infringing intellectual property rights of third parties. Ticketmaster Entertainment regards its intellectual property rights, including patents, service marks, trademarks and domain names, copyrights, trade secrets and similar intellectual property (as applicable) as critical to its success. Ticketmaster Entertainment s businesses also rely heavily upon software codes, informational databases and other components that make up their products and services.

Ticketmaster Entertainment relies on a combination of laws and contractual restrictions with employees, customers, suppliers, affiliates and others to establish and protect these proprietary rights. Despite these precautions, it may be possible for a third party to copy or otherwise obtain and use trade secret or copyrighted intellectual property without authorization which, if discovered, might require legal action to correct. In addition, third parties may independently and lawfully develop substantially similar intellectual properties.

Ticketmaster Entertainment has generally registered and continues to apply to register, or secure by contract when appropriate, its trademarks and service marks as they are developed and used, and reserves and registers domain names as it deems appropriate. Ticketmaster Entertainment generally considers the protection of its trademarks to be important for purposes of brand maintenance and reputation. While Ticketmaster Entertainment vigorously protects its trademarks, service marks and domain names, effective trademark protection may not be available or may not be sought in every country in which products and services are made available, and contractual disputes may affect the use of marks governed by private contract. Similarly, not every variation of a domain name may be available or be registered, even if available. The failure of Ticketmaster Entertainment to protect its intellectual property rights in a meaningful manner or challenges to related contractual rights could result in erosion of brand names and limit its ability to control marketing on or through the Internet using its various domain names or otherwise, which could adversely affect its business, financial condition and results of operations.

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Some of Ticketmaster Entertainment s businesses have been granted patents and/or have patent applications pending with the United States Patent and Trademark Office and/or various foreign patent authorities for various proprietary technologies and other inventions. Ticketmaster Entertainment considers applying for patents or for other appropriate statutory protection when it develops valuable new or improved proprietary technologies or identifies inventions, and will continue to consider the appropriateness of filing for patents to protect future proprietary technologies and inventions as circumstances may warrant. The status of any patent involves complex legal and factual questions, and the breadth of claims allowed is uncertain. Accordingly, any patent application filed may not result in a patent being issued or existing or future patents may not be adjudicated valid by a court or be afforded adequate protection against competitors with similar technology. In addition, third parties may create new products or methods that achieve similar results without infringing upon patents that Ticketmaster Entertainment owns. Likewise, the issuance of a patent to Ticketmaster Entertainment does not mean that its processes or inventions will not be found to infringe upon patents or other rights previously issued to third parties.

From time to time, Ticketmaster Entertainment is subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of the trademarks, copyrights, patents and other intellectual property rights of third parties. In addition, litigation may be necessary in the future to enforce Ticketmaster Entertainment s intellectual property rights, protect trade secrets or determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations. Patent litigation tends to be particularly protracted and expensive.

Key Employees Failure to attract and retain key employees could adversely impact Ticketmaster Entertainment s business, including prior to the completion of the Merger.

In order to be successful, Ticketmaster Entertainment must attract and retain talented executives and other key employees, including those in managerial, technical, sales, marketing, and support positions, including prior to the completion of the Merger. Ticketmaster Entertainment s businesses require individuals with relevant experience and diverse skill sets, and the market for these personnel is highly competitive. The failure to attract employees with the requisite skills and abilities to Ticketmaster Entertainment, or the loss of key employees, such as Ticketmaster Entertainment s Chief Executive Officer, Mr. Azoff, who not only has a leadership role for Ticketmaster Entertainment as a whole but also is critical to the success of its Artist Services business, could adversely impact Ticketmaster Entertainment s ability to meet key objectives, such as the timely and effective development and delivery of products and services, and could otherwise have a significant impact on Ticketmaster Entertainment s operations. For a discussion as to how the loss of key employees may affect the combined company, see Risks Related to the Combined Company if the Merger Is Completed The loss of key personnel could have a material adverse effect on the combined company s financial condition, results of operations and growth prospects, beginning on page 41.

Ticketmaster Entertainment may be unable to make the changes necessary to comply with the internal control over financial reporting requirements of Section 404 of the Sarbanes-Oxley Act of 2002.

Ticketmaster Entertainment is required to comply with Section 404 of the Sarbanes-Oxley Act of 2002 by the end of its fiscal year ending December 31, 2009 for the first time as a newly established public company, and, accordingly, its Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2008 does not include a report of management s assessment regarding internal control over financial reporting or an attestation report of its independent registered public accounting firm due to a transition period established by the SEC. If Ticketmaster Entertainment s management is unable to conclude that Ticketmaster Entertainment maintains effective internal control over financial reporting as of December 31, 2009 and future periods, or if Ticketmaster Entertainment s independent registered public accounting firm is unable to deliver an attestation report opining that Ticketmaster Entertainment maintains effective internal control over financial reporting as of December 31, 2009 and future periods, Ticketmaster Entertainment s business, financial condition and results of operations could be adversely affected.

Risks Relating to Ticketmaster Entertainment s Business Prior to the Completion of the Merger

Ticketmaster Entertainment may be unable to make the changes necessary to operate effectively as a separate public entity (prior to the completion of the Merger) and has incurred and will incur additional costs related to operating as an independent company.

As a result of the Ticketmaster Entertainment spin-off, IAC no longer has any obligation to provide financial, operational or organizational assistance to Ticketmaster Entertainment, other than limited services pursuant to a Transition Services Agreement that Ticketmaster Entertainment entered into in connection with the Ticketmaster Entertainment spin-off with IAC and the Spincos. As a separate public entity (which Ticketmaster Entertainment will remain until the completion of the Merger), Ticketmaster Entertainment is subject to, and responsible for, regulatory compliance, including periodic public filings with the SEC and compliance with NASDAQ s continued listing requirements, as well as generally applicable tax and accounting rules. The obligations of being a public company, including substantial public reporting and investor relations obligations, have required and will require additional expenditures, place new demands on Ticketmaster Entertainment s management and have required and will require the hiring of additional personnel. Ticketmaster Entertainment may need to implement additional systems that require new expenditures in order to adequately function as a public company. Ticketmaster Entertainment has endeavored to make the changes necessary to successfully operate as an independent public entity; however, this is an ongoing process that may present unanticipated challenges and costs that could have an adverse effect on Ticketmaster Entertainment.

Brand Recognition Failure to maintain brand recognition and attract and retain customers in a cost-effective manner could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations.

Maintaining and promoting the Ticketmaster and *www.ticketmaster.com* (and related international) brand names and, to a lesser extent, the *www.ticketsnow.com*, *www.ticketweb.com*, *www.museumtix.com* and *www.tmvista.com* (and related international) brand names, is critical to the ability of Ticketmaster Entertainment s businesses to attract consumers and business customers to their respective websites and other distribution channels. Ticketmaster Entertainment believes that the importance of brand recognition will increase, given the growing number of online ticketing services due to relatively low barriers to entry to providing online content and services. Accordingly, Ticketmaster Entertainment has spent, and expects to continue to spend, increasing amounts of money on, and devote greater resources to, branding and other marketing initiatives, including search engine optimization techniques and paid search engine marketing, neither of which may be successful or cost-effective. The failure of Ticketmaster Entertainment s businesses to maintain the recognition of their respective brands and to attract and retain consumers in a cost-effective manner could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations.

Acquisitions Ticketmaster Entertainment may experience operational and financial risks in connection with acquisitions. In addition, some of the businesses acquired by Ticketmaster Entertainment may incur significant losses from operations or experience impairment of carrying value.

Ticketmaster Entertainment s growth may depend upon future acquisitions and depends, in part, on Ticketmaster Entertainment s ability to successfully integrate historical acquisitions. Ticketmaster Entertainment may experience operational and financial risks in connection with acquisitions. To the extent that Ticketmaster Entertainment continues to grow through acquisitions, it will need to:

- successfully integrate the operations, as well as the accounting, financial controls, management information, technology, human resources and other administrative systems, of acquired businesses with existing operations and systems;

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- retain the clients of the acquired businesses;
- retain and integrate key personnel at acquired businesses; and
- successfully manage acquisition-related resource demands on its management, operations and financial resources and/or those of acquired businesses.

Ticketmaster Entertainment may not be successful in addressing these challenges or any others encountered in connection with recent and future acquisitions and the failure to do so could adversely affect its business, financial condition and results of operations. The anticipated benefits of one or more acquisitions may not be realized and future acquisitions could result in potentially dilutive issuances of equity securities and/or contingent liabilities. Also, the value of goodwill and other intangible assets acquired could be impacted by one or more unfavorable events or trends, which could result in impairment charges, in addition to the $1.1 billion charge recorded in the fourth quarter of 2008 related to the impairment of goodwill. The occurrence of any of these events could adversely affect Ticketmaster Entertainment s business, financial condition and results of operations.

Through certain acquisitions (all of which were completed prior to February 8, 2009), such as the acquisitions of TicketsNow, Emma Entertainment, Echo, GET ME IN! and Front Line, Ticketmaster Entertainment entered into aspects, and through future acquisitions may enter into aspects, of the ticketing and/or entertainment industries in which it had not previously participated directly. Acquisitions of this nature could adversely affect relationships with new and potential clients to the extent that clients view the interests of acquired businesses, or those of Ticketmaster Entertainment overall following the completion of any such acquisitions, as competing with or diverging from their own, which could adversely impact Ticketmaster Entertainment s relationships with its clients and its ability to attract new clients. This would adversely affect Ticketmaster Entertainment s business, financial condition and results of operations.

Future Capital Needs Ticketmaster Entertainment may have future capital needs and may not be able to obtain additional financing on acceptable terms.

In connection with the Ticketmaster Entertainment spin-off, Ticketmaster Entertainment incurred indebtedness of approximately $765 million and has since drawn down an additional $100 million from its revolving credit facility, which is referred to as the revolver. Ticketmaster Entertainment s future capital needs may include funds necessary to develop new services or to enhance its existing services, to complete acquisitions or to otherwise take advantage of business opportunities or respond to competitive pressures.

These arrangements and current market conditions may limit Ticketmaster Entertainment s ability to secure additional financing in the future on favorable terms or at all. Ticketmaster Entertainment s ability to secure additional financing and satisfy Ticketmaster Entertainment s financial obligations under indebtedness outstanding from time to time will depend upon Ticketmaster Entertainment s future operating performance, which is subject to then prevailing general economic and credit market conditions, including interest rate levels and the availability of credit generally, and financial, business and other factors, many of which are beyond Ticketmaster Entertainment s control. The prolonged continuation or worsening of current credit market conditions would have a material adverse effect on Ticketmaster Entertainment s ability to secure financing on favorable terms, if at all.

Ticketmaster Entertainment may be unable to secure additional financing or financing on favorable terms or its operating cash flow may be insufficient to satisfy its financial obligations under indebtedness outstanding from time to time (if any). Furthermore, if financing is not available when needed, or is available on unfavorable terms, Ticketmaster Entertainment may be unable to develop new services or enhance its existing services, complete acquisitions or otherwise take advantage of business opportunities or respond to competitive pressures, any of which could have a material adverse effect on its business, financial condition and results of operations. If the Merger is not completed and additional funds are raised through the issuance of equity securities,

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Ticketmaster Entertainment stockholders may experience significant dilution. Also, in the event that the Merger is not completed, it should be noted that Ticketmaster Entertainment s ability to engage in significant equity issuances is limited in order to preserve the tax-free nature of the Ticketmaster Entertainment spin-off.

Volatile Stock Price Ticketmaster Entertainment s stock price has been, and until the completion of the Merger, may continue to be, volatile.

Shares of Ticketmaster Entertainment common stock began trading on NASDAQ on August 21, 2008 upon completion of the Ticketmaster Entertainment spin-off (and for a short period prior to that were listed on a when-issued basis). Since this time, the market price of Ticketmaster Entertainment common stock has been volatile. It is likely that the market price of Ticketmaster Entertainment common stock will continue to be subject to significant fluctuations until the Merger is completed. Ticketmaster Entertainment believes that future announcements concerning it, its competitors or its principal customers, including technological innovations, new product and service introductions, governmental regulations, litigation or changes in earnings estimated by it or analysts may cause the market price of Ticketmaster Entertainment common stock to fluctuate substantially in the future. Prior to the completion of the Merger, sales of substantial amounts of outstanding Ticketmaster Entertainment common stock in the public market could materially and adversely affect the market price of Ticketmaster Entertainment common stock. Further, in recent months, the stock market has experienced extreme price fluctuations in equity securities of listed companies. These price and volume fluctuations often have been unrelated to the operating performance of those companies. These fluctuations, as well as general economic, political and market conditions, such as armed hostilities, acts of terrorism, civil disturbances, recessions, international currency fluctuations or tariffs and other trade barriers, may materially and adversely affect the market price of Ticketmaster Entertainment common stock. For further discussion regarding the effect that fluctuations in the price of Ticketmaster Entertainment common stock and/or future issuances of Ticketmaster Entertainment common stock prior to the completion of the Merger may have on the exchange ratio, see Risks Related to the Pending Merger The exchange ratio is subject to adjustment prior to the completion of the Merger in order to ensure that Ticketmaster Entertainment stockholders immediately prior to the Merger receive 50.01% of the voting power of all Live Nation equity interests immediately after the completion of the Merger. The price of Live Nation common stock and Ticketmaster Entertainment common stock will fluctuate during the pendency of the Merger, beginning on page 33.

Goodwill Impairment A significant portion of Ticketmaster Entertainment s goodwill recently became impaired and may suffer further impairment in the future in the event that the Merger is not completed. Any future impairment could negatively affect Ticketmaster Entertainment s financial results and financial condition.

In accordance with GAAP, Ticketmaster Entertainment tests goodwill and indefinite-lived intangible assets for impairment annually, or more frequently if events or changes in circumstances indicate that the assets might be impaired. If the carrying amount of Ticketmaster Entertainment s goodwill exceeds its implied fair value, an impairment loss equal to the excess is recorded. During the year ended December 31, 2008, Ticketmaster Entertainment recognized a total non-cash charge of $1.1 billion related to the impairment of goodwill of its Ticketing reporting unit. As of December 31, 2008, after giving effect to the impairment charge, Ticketmaster Entertainment had goodwill of approximately $455.8 million, which constituted approximately 27% of its total assets at that date. Due to the volatile stock market, the current economic uncertainty and other factors, if the Merger is not completed, Ticketmaster Entertainment cannot assure investors that remaining goodwill will not be further impaired in future periods. Impairment may result from, among other things, a significant and sustained decline in its stock prices and market capitalization, a significant decline in its expected cash flows, an adverse change in the business climate and slower growth rates in its industry. If the Merger is not completed and Ticketmaster Entertainment is required to record an impairment charge for its goodwill in the future, this would adversely impact its financial condition and financial results.

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THE MERGER

The following is a discussion of the Merger and the material terms of the Merger Agreement between Live Nation and Ticketmaster Entertainment. You are urged to read carefully the Merger Agreement in its entirety, a copy of which is attached as Annex A to this joint proxy statement/prospectus and incorporated by reference herein.

Background of the Merger

Throughout 2007, in anticipation of the expiration of Live Nation s then current principal ticketing agreement with Ticketmaster Entertainment at the end of 2008, Live Nation senior management began to explore a variety of commercial and strategic transactions and other business opportunities for the purpose of establishing and developing a ticketing platform to service Live Nation s own in-house ticketing needs and ultimately provide ticketing services to third parties. As part of these efforts, Live Nation senior management and the Live Nation board of directors explored and considered, to varying degrees, further negotiations with Ticketmaster Entertainment to renew the parties then current ticketing agreement on mutually acceptable terms; acquisitions and other business combination transactions involving parties identified by Live Nation senior management as potentially having sufficient technological and/or operational capabilities to satisfy Live Nation s objectives; licensing, joint venture and similar arrangements with similarly identified parties; and the organic growth and development by Live Nation of its own ticketing platform building upon Live Nation s existing technological and operational capabilities. After careful consideration and evaluation of these potential alternatives, Live Nation senior management and the Live Nation board of directors determined at the time, based on (among other things) CTS representations, that of these various alternatives an arrangement with CTS offered the best overall combination of attributes being sought by Live Nation for its ticketing solution, including relatively low initial capital investment requirements, a flexible and scalable baseline ticketing platform, proven success and credibility in the market and the ability to outsource development to adapt the system to Live Nation s business needs. At the conclusion of this evaluation Live Nation decided to enter into the CTS agreement in December of 2007 and to allow its principal, long-term ticketing agreement with Ticketmaster Entertainment to expire at the end of 2008.

On August 20, 2008, IAC completed the spin-off of all of the capital stock of Ticketmaster Entertainment to IAC stockholders, and Ticketmaster Entertainment became a standalone public company. In connection with the Ticketmaster Entertainment spin-off, Ticketmaster Entertainment succeeded to certain of IAC s rights and obligations under an existing agreement with Liberty Media, which was at that time the largest stockholder of both IAC and Ticketmaster Entertainment. This agreement, which, as assigned to and assumed by Ticketmaster Entertainment, is referred to as the Ticketmaster Entertainment Spinco Agreement, provides Liberty Media specified governance rights and contains certain standstill restrictions on Liberty Media, including limitations on Liberty Media s ability to enter into agreements with respect to its shares of Ticketmaster Entertainment common stock.

In early October 2008, the Ticketmaster Entertainment board of directors, newly constituted at the time of the Ticketmaster Entertainment spin-off, met with Ticketmaster Entertainment senior management to review Ticketmaster Entertainment s operations and business plan. The Ticketmaster Entertainment board of directors considered the challenges facing Ticketmaster Entertainment as a standalone public company under then-current economic and industry conditions and the pending expiration at the end of 2008 of its principal ticketing agreement with Live Nation, historically Ticketmaster Entertainment s largest customer. The Ticketmaster Entertainment board of directors discussed a range of opportunities for continued growth through both internal business development and potential acquisitions and joint ventures, including in the live music promotion business. In the following weeks, Ticketmaster Entertainment negotiated and, at the end of October 2008, announced, the acquisition of an additional equity interest in Front Line, resulting in Ticketmaster Entertainment owning a majority stake in Front Line. In connection with that transaction, Front Line s Chief Executive Officer, Irving Azoff, was appointed Chief Executive Officer of Ticketmaster Entertainment.

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During November and December of 2008, Ticketmaster Entertainment began to preliminarily explore a number of potential strategic transactions with other participants in the live entertainment industry. On November 19, 2008, the Ticketmaster Entertainment board of directors met to discuss, among other topics, the current competitive situation of Ticketmaster Entertainment and, in particular, the possibility of a strategic business transaction with another industry participant. To assist it with these efforts, Ticketmaster Entertainment engaged J.P. Morgan Chase Securities as its financial advisor.

In early December 2008, Mr. Azoff met with Michael Rapino, Chief Executive Officer of Live Nation, and John Hopmans, Executive Vice President, M&A and Strategic Finance of Live Nation, in the ordinary course of their existing business relationship, during which they discussed, among other things, the possibility of a business combination transaction between Ticketmaster Entertainment and Live Nation. During this period, Barry Diller, Chairman of the Board of Ticketmaster Entertainment, also had similar telephonic conversations with Randall Mays, the Chairman of the Board of Live Nation, in which a merger of equals of the two companies was discussed. At its regularly scheduled meeting on December 9, 2008, Messrs. Rapino and Mays informed the Live Nation board of directors of the substance of their respective discussions with Messrs. Azoff and Diller. Representatives of Live Nation s legal advisors and representatives of Goldman Sachs joined the meeting and led a discussion of the potential benefits of a business combination transaction between the two companies, including the combined company s anticipated cost synergies and prospective pro forma financial position, and certain other considerations with respect to such a transaction. After a lengthy discussion, the Live Nation board of directors directed Live Nation senior management to continue to explore a potential business combination transaction with Ticketmaster Entertainment, and thereafter Live Nation engaged Goldman Sachs to act as its financial advisor in connection with the potential transaction.

On December 18, 2008, Live Nation and Ticketmaster Entertainment entered into a confidentiality agreement, and each party began to conduct its due diligence investigation of the other company and its businesses.

During early to mid-January 2009, Live Nation and Ticketmaster Entertainment continued to conduct their due diligence investigations and further discussed potential transaction terms. The parties representatives evaluated a variety of possible transaction structures for a merger of equals transaction and jointly determined that merging Ticketmaster Entertainment into a subsidiary of Live Nation, with Live Nation surviving as the publicly-traded parent company, represented the most desirable structure for the potential transaction. Ticketmaster Entertainment proposed a then-undetermined exchange ratio that, upon completion of the transaction, would result in former holders of Ticketmaster Entertainment common stock holding slightly in excess of 50% of the combined company. In addition, the parties representatives discussed the framework of the basic transaction terms that would be reflected in a definitive merger agreement and the composition of the post-merger board of directors and senior management of the combined company. After evaluating the primary transaction terms the parties had negotiated and transaction-structure considerations, Live Nation agreed to calculate the exchange ratio such that upon completion of the transaction, former holders of Ticketmaster Entertainment common stock would hold slightly in excess of 50% of the combined company. During these discussions, Live Nation indicated that its willingness to enter into any transaction agreement would be conditioned on Liberty Media agreeing to vote its shares of Ticketmaster Entertainment common stock in favor of the transaction when submitted to Ticketmaster Entertainment s stockholders for approval.

Members of senior management of Ticketmaster Entertainment and Ticketmaster Entertainment s legal and financial advisors made presentations to the Ticketmaster Entertainment board of directors on January 22, 2009 regarding the discussions with Live Nation, as well as Ticketmaster Entertainment s separate discussions with another participant in the live entertainment industry regarding a potential significant joint venture transaction with that third party. Following its consideration of the potential transactions and of Ticketmaster Entertainment continuing as a standalone entity, the Ticketmaster Entertainment board of directors authorized Ticketmaster Entertainment to further pursue a merger of equals transaction with Live Nation on the terms discussed with the Ticketmaster Entertainment board of directors and determined not to pursue further discussions regarding the potential third-party joint venture transaction. The Ticketmaster Entertainment board of directors came to this conclusion primarily based on the fact that (1) discussions with the potential joint venture partner were still in the preliminary stages and, based on the progress to date, that there was no guarantee that Ticketmaster Entertainment and the other company would be able to enter into a definitive agreement, and (2) unlike the potential joint venture, the proposed merger would be a transformative transaction that would allow Ticketmaster Entertainment to become part of a diversified live entertainment company that would be well-positioned to compete in the global marketplace. The Ticketmaster Entertainment board of directors also authorized Ticketmaster Entertainment to engage Allen & Co. as an additional financial advisor to Ticketmaster Entertainment.

On January 25, 2009, Live Nation delivered an initial draft of the merger agreement to Ticketmaster Entertainment. On January 26, 2009, the Live Nation board of directors met to discuss the proposed merger, and members of Live Nation senior management and representatives of Live Nation s legal and financial advisors made presentations to the Live Nation board of directors regarding the status of their discussions with Ticketmaster Entertainment, the initial results of Live Nation s due diligence review of Ticketmaster Entertainment s businesses, financial condition and results of operations and the implications of the proposed merger under the CTS agreement. The Live Nation board of directors also discussed Live Nation senior management s initial estimate of the combined company s potential annual synergies, including an estimate of annual after-tax operating synergies of approximately $40 million and other potential synergies (and dis-synergies) that were more speculative and/or difficult to estimate. The Live Nation board of directors instructed Live Nation senior management to review and refine the financial forecasts prepared by Ticketmaster Entertainment, as more fully described under Certain Financial Forecasts Utilized by the Live Nation Board of Directors and Live Nation s Financial Advisors beginning on page 71, and to assess the advantages and disadvantages of the Ticketmaster Entertainment ticketing platform. Soon thereafter, Live Nation determined to engage Deutsche Bank as an additional financial advisor to Live Nation in connection with the proposed merger.

During the last week of January 2009, the parties continued to negotiate the terms of the proposed merger. During the course of this period, the parties and their respective counsels negotiated, among other things, the terms and scope of the parties no shop restrictions, the circumstances under which the proposed merger could be terminated, the amount of the termination fee and the circumstances under which such fee would be payable by either party, the conditions to the completion of the Merger and the parties respective covenants relating to the satisfaction of those conditions. The parties also negotiated the terms and scope of representations and warranties and interim operating and other pre-closing covenants of the parties to be set forth in a merger agreement between the parties. Representatives of Ticketmaster Entertainment also contacted representatives of Liberty Media to discuss Liberty Media s willingness to support the proposed merger, which Liberty Media indicated would be conditioned on its receiving certain post-merger governance and registration rights with respect to the combined company.

On January 30, 2009, the Live Nation board of directors held a meeting and received an update of the ongoing negotiations with Ticketmaster Entertainment by members of Live Nation senior management and representatives of Live Nation s legal and financial advisors. During this meeting, members of Live Nation senior management presented the results of their reviews of the financial forecasts prepared by Ticketmaster Entertainment and the assumptions made by Ticketmaster Entertainment in preparing such financial forecasts. Live Nation senior management explained to the Live Nation board of directors that adjustments had been made by Live Nation management to these financial forecasts in order to ensure that they represented the views of the Live Nation senior management with respect to decreased revenues attributable to secondary ticketing sales and decreased annual revenue growth rates and EBITDA margins primarily in years 2010 through 2012 in other aspects of Ticketmaster Entertainment s business consistent with Live Nation management s assessment of overall industry trends, as reflected in Live Nation s own forecasts. For further discussion of the forecasts utilized by the Live Nation board of directors and its financial advisors, see Certain Financial Forecasts Utilized by the Live Nation Board of Directors and Live Nation s Financial Advisors beginning on page 71. During this meeting, members of Live Nation senior management also presented a review of the ticketing

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platform utilized by Ticketmaster Entertainment as compared to the ticketing platform used by Live Nation. During the course of the meeting, Live Nation management discussed, among other things, its review of Ticketmaster Entertainment s capital investments in recent years in an effort to integrate the two primary components of its ticketing platform and Ticketmaster Entertainment s recently introduced ticketing innovations such as dynamic pricing, paperless ticketing, mobile phone and affiliate ticketing and a website redesign, Live Nation management s view that substantial additional investments would not be required in the near-term in order to improve the Ticketmaster Entertainment technology systems in order to remain competitive with other available ticketing platforms, and Live Nation management s belief that the platform was capable of offering greater flexibility without significant further investment.

Later that day, Ticketmaster Entertainment sent a revised draft of the merger agreement to Live Nation and gave formal written notice to Liberty Media of a potential merger transaction involving Ticketmaster Entertainment as required under the Ticketmaster Entertainment Spinco Agreement.

The Live Nation board of directors met again on February 3, 2009 to receive an update from members of Live Nation senior management and representatives of Live Nation s legal and financial advisors regarding the status of negotiations with Ticketmaster Entertainment and the terms reflected in the latest draft of the merger agreement. Also on February 3, 2009, a number of media sources, including The New York Times and The Wall Street Journal, first reported that negotiations were ongoing between Ticketmaster Entertainment and Live Nation regarding a potential business combination transaction.

The parties continued to negotiate the draft merger agreement during the first week of February 2009 including the conditions to the completion of the Merger, the circumstances under which a merger agreement between the parties could be terminated, the amount of the termination fee payable by either party in connection with any such termination, and the terms and scope of the representations and warranties and interim operating covenants in a merger agreement between the parties. Also during this period, Ticketmaster Entertainment, Live Nation and Liberty Media began to negotiate the terms of the Liberty Voting Agreement and the Liberty Stockholder Agreement.

The Ticketmaster Entertainment board of directors convened on February 6, 2009 to receive an update from Ticketmaster Entertainment management and Ticketmaster Entertainment s financial and legal advisors on the status of the negotiations with Live Nation and discussions with Liberty Media. Representatives of Ticketmaster Entertainment s senior management and Ticketmaster Entertainment s financial and legal advisors made presentations and reviewed, among other things, the matters set forth under Ticketmaster Entertainment s Reasons for the Merger beginning on page 67. The Ticketmaster Entertainment board of directors was also apprised of the status of discussions between the Ticketmaster Entertainment compensation committee and Mr. Azoff regarding proposed changes to Mr. Azoff s employment arrangements and between the Live Nation compensation committee and Mr. Rapino regarding proposed changes to his employment arrangements, in both cases, most of which would become effective only upon the completion of the proposed merger.

On February 8, 2009, the Live Nation board of directors met to discuss the proposed merger, and Live Nation s legal and financial advisors apprised the Live Nation board of directors of the revised terms of the draft merger agreement that had been negotiated with Ticketmaster Entertainment since the February 3, 2009 meeting of the Live Nation board of directors and the proposed terms of the Liberty Stockholder Agreement and of the Liberty Voting Agreement. During this meeting, members of Live Nation senior management and representatives of Live Nation s legal and financial advisors made presentations and reviewed, among other things, many of the matters set forth under Live Nation s Reasons for the Merger beginning on page 63. The Live Nation board of directors also received an update regarding the employment arrangement discussions between the Ticketmaster Entertainment compensation committee and Mr. Azoff and between the Live Nation compensation committee and Mr. Rapino. Goldman Sachs rendered its oral opinion to the Live Nation board of directors, subsequently confirmed in writing as of the date of the Merger Agreement, that the exchange ratio, subject to adjustment as provided in the Merger Agreement, was fair, from a financial point of view, to Live Nation.

Deutsche Bank rendered its oral opinion to the Live Nation board of directors, subsequently confirmed in writing as of February 9, 2009, that the exchange ratio was fair, from a financial point of view, to Live Nation. The Live Nation board of directors determined to adjourn its meeting until the following day in order to allow the members of its compensation committee to further review the terms of Mr. Azoff s proposed employment arrangements and to allow the parties to continue to negotiate the principal terms of the Liberty Voting Agreement and the Liberty Stockholder Agreement.

On February 8, 2009, the Ticketmaster Entertainment board of directors also met to consider the proposed merger. Ticketmaster Entertainment s legal advisors reviewed with the Ticketmaster Entertainment board of directors the transaction terms that had been negotiated with Live Nation since the February 6, 2009 meeting of the Ticketmaster Entertainment board of directors, including the requirement that Mr. Azoff agree to exchange prior to the proposed merger any outstanding shares of Ticketmaster Entertainment Series A preferred stock, all of which were held by Mr. Azoff, for a Ticketmaster Entertainment note. Allen & Co. rendered its oral opinion to the Ticketmaster Entertainment board of directors, subsequently confirmed in writing as of the date of the Merger Agreement, to the effect that the Merger consideration to be received by holders of Ticketmaster Entertainment common stock in the proposed merger was fair, from a financial point of view, to holders of shares of Ticketmaster Entertainment common stock. Following the discussion, the Ticketmaster Entertainment board of directors, by a unanimous vote of those directors present, determined that the Merger Agreement and the transactions contemplated thereby were advisable and in the best interests of Ticketmaster Entertainment and its stockholders and, subject to the receipt of an agreement from Mr. Azoff regarding the exchange of his Ticketmaster Entertainment Series A preferred stock, authorized Ticketmaster Entertainment to enter into the Merger Agreement and determined to recommend that Ticketmaster Entertainment stockholders adopt the Merger Agreement.

On February 9, 2009, the Live Nation board of directors met again to consider the proposed merger. Members of Live Nation senior management and the Live Nation compensation committee updated the Live Nation board of directors regarding Mr. Azoff s employment arrangements and Live Nation s legal advisors summarized recent negotiations with Liberty Media regarding the Liberty Voting Agreement and the Liberty Stockholder Agreement. Thereafter, representatives of each of Goldman Sachs and Deutsche Bank confirmed that there had been no developments that would adversely affect the ability of either of them to confirm in writing the oral opinions previously rendered to the Live Nation board of directors on February 8. Following the discussion, the Live Nation board of directors, by a unanimous vote of those directors present, determined that the Merger Agreement and the transactions contemplated thereby, including the Liberty Voting Agreement and the Liberty Stockholder Agreement, were advisable and in the best interests of Live Nation and its stockholders, authorized Live Nation to enter into each of the Merger Agreement, the Liberty Voting Agreement and the Liberty Stockholder Agreement, and determined to recommend that Live Nation stockholders approve the issuance of shares of Live Nation common stock to Ticketmaster Entertainment stockholders pursuant to the Merger Agreement.

Following the meeting of the Live Nation board of directors and continuing into the next morning, representatives of Live Nation and Ticketmaster Entertainment finalized the Merger Agreement and completed negotiations with Liberty Media s representatives of the Liberty Voting Agreement and the Liberty Stockholder Agreement. In addition, Ticketmaster Entertainment s legal advisors and Mr. Azoff s legal advisors negotiated a letter agreement regarding the exchange of Mr. Azoff s Ticketmaster Entertainment Series A preferred stock. Thereafter, on the morning of February 10, 2009, Live Nation and Ticketmaster Entertainment executed the Merger Agreement and issued a joint press release announcing the Merger.

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Live Nation s Reasons for the Merger

In reaching its decision to approve the Merger and the Merger Agreement and recommend approval of the Live Nation share issuance proposal and the Live Nation name change proposal by Live Nation stockholders, the Live Nation board of directors consulted with Live Nation management, as well as with Live Nation s legal and financial advisors, and considered a number of factors, including the following factors:

Its evaluation of the prospects of the Merger to enhance Live Nation stockholder value and to allow the combined company to capitalize on strategic advantages and other opportunities created by combining a global concert business, global ticketing operations and an artist management company, including lowering costs and developing new distribution platforms and new revenue streams (through sponsorships and increased sales and distribution opportunities), and Live Nation management s belief that the Merger would produce a vertically integrated combined company that would be positioned to address the challenges of serving artists and fans better through improved ticketing options, dynamic promotion arrangements and greater transparency with respect to ticket pricing.

Its knowledge of Live Nation s business, operations, financial condition, earnings and prospects and its and Live Nation management s knowledge of Ticketmaster Entertainment s business, operations, financial condition, earnings and prospects, taking into account the results of Live Nation s due diligence review of Ticketmaster Entertainment, which it believed would aid in the integration and operation of the combined company and as a result was considered a factor in favor of the Merger.

The prevailing macroeconomic conditions, and the economic environment of the industries in which Live Nation and Ticketmaster Entertainment operate, which it viewed as supporting the rationale for seeking a strategic transaction that should create a stronger, global live entertainment company better positioned to weather macroeconomic pressures than Live Nation on a standalone basis.

Its belief that, based upon the companies projected operating results utilized by the Live Nation board of directors, the Merger would be accretive to Live Nation s adjusted operating income and credit profile, and thereby enhance Live Nation stockholder value.

The estimates of significant annual operating synergies resulting from the combination of Live Nation s and Ticketmaster Entertainment s ticketing, marketing, data centers and back-office functions, then estimated to be $40 million, presented to the Live Nation board of directors at the time of its approval of the Merger Agreement, which were a factor in favor of the Merger, as the Live Nation stockholders, based on their substantial equity interest in the combined company following the closing of the Merger, would participate in the benefits of such estimated synergies.

Live Nation management s belief that the combined company would be positioned to increase its investment in research and development and take full advantage of Live Nation and Ticketmaster Entertainment s combined online resources, databases and promotional operations to enhance the direct connection between artists and fans, in turn reducing unsold tickets and improving attendance at events, which will benefit artists and venues and, in turn, the combined company.

The fact that the financial profile of the combined company would be more attractive than that of Live Nation as a standalone company, because of the anticipated benefits from combining Live Nation s historic growth with Ticketmaster Entertainment s stable revenue performance.

The opinions of Live Nation s financial advisors, specifically the opinion of Goldman Sachs that, as of February 10, 2009 and based upon and subject to the factors and assumptions set forth in its opinion, the exchange ratio, subject to adjustment as provided in the Merger Agreement, was fair, from a financial point of view, to Live Nation, and the opinion of Deutsche Bank that, as of February 9, 2009 and based upon and subject to the factors and assumptions set forth in its opinion, the exchange ratio was fair, from a financial point of view, to Live Nation, which opinions assisted the Live Nation board of directors in determining that the Merger is advisable and in the best interests of Live Nation and its stockholders.

The fact that Live Nation stockholders immediately prior to the Merger would hold just less than 50% of the voting power of the equity interests of the combined company immediately following the Merger, which participation was viewed as a factor in favor of the Merger because Live Nation stockholders would have the opportunity to participate in any future earnings or growth of the combined company and future appreciation in the value of the combined company s common stock following the Merger.

The exchange ratio of 1.384 shares of Live Nation common stock for each share of Ticketmaster Entertainment common stock, and the fact that the exchange ratio, although subject to adjustment, will not fluctuate based upon changes in Live Nation s or Ticketmaster Entertainment s stock price between signing and closing, which protects Live Nation stockholders from changes in Live Nation s or Ticketmaster Entertainment s stock prices that could adversely affect the exchange ratio from the point of view of Live Nation stockholders.

The fact that Liberty Holdings would be entering into the Liberty Voting Agreement pursuant to which, among other things, Liberty Holdings would agree to vote its shares of Ticketmaster Entertainment common stock in favor of the Merger proposal and to vote any of its shares of Live Nation common stock in favor of the share issuance proposal, which was viewed as a factor in favor of the Merger because the Live Nation board of directors believed that Liberty Holdings entering into this agreement would make it more likely that, once announced, the Merger would be approved by Ticketmaster Entertainment stockholders.

The fact that, in light of difficult current conditions in the private and public credit markets, the transaction structure would permit the combined company to leave in place Live Nation s senior secured credit facility (because the Merger is not considered a restricted transaction under its covenants) and Live Nation s convertible senior notes (because the Merger is not considered a fundamental change under the applicable indenture s covenants) and the Ticketmaster Entertainment Senior Notes (because the Merger is not considered a change of control under its covenants).

The use of Live Nation common stock as the sole consideration to be delivered to Ticketmaster Entertainment s stockholders in the Merger, which will allow Live Nation to proceed with the Merger without the need to secure financing commitments that may have been costly and/or challenging to secure in light of difficult current conditions in the private and public credit markets.

The strong commitment on the part of both parties to complete the Merger pursuant to their respective obligations under the terms of the Merger Agreement, including both parties reciprocal commitments to use reasonable best efforts to obtain antitrust regulatory and any other governmental approvals required to complete the Merger, which was viewed as a factor in favor of the Merger because the Live Nation board of directors believed this made it more likely, once announced, that the Merger would be completed.

The terms of the Merger Agreement, including the termination fee payable by Live Nation, which, in the view of the Live Nation board of directors, was a factor in favor of the Merger as such terms do not preclude a proposal for an alternative acquisition transaction involving Live Nation.

The fact that the same termination fee (as described in the preceding bullet) would be payable by Ticketmaster Entertainment upon termination of the Merger Agreement under similar circumstances, which was a factor in favor of the entering into the Merger Agreement because Live Nation would be entitled to receive a termination fee in such circumstances. See The Merger Agreement Effect of Termination; Termination Fees and Expenses beginning on page 142.

The fact that the Merger Agreement allows the Live Nation board of directors to change or withdraw its recommendation regarding the Merger proposal if a superior transaction proposal is received from a third party or in response to certain material developments or changes in circumstances, if in either case the Live Nation board of directors determines that a failure to change its recommendation would result in a breach of its fiduciary duties under applicable law, subject to the payment of a termination

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fee upon termination under certain circumstances and, therefore, was considered a factor in favor of entering into the Merger Agreement.

The governance arrangements contained in the Merger Agreement providing, after the completion of the Merger, (i) for representation on the initial post-Merger board of directors of the combined company of seven appointees from Live Nation, at least five of whom must be independent directors, and seven appointees from Ticketmaster Entertainment (including up to two Liberty directors as provided in the Liberty Stockholder Agreement), at least three of whom (including at least one Liberty Media designee) must be independent directors with respect to Live Nation; and (ii) that the initial post-Merger Audit, Compensation and Nominating Committees of the board of directors of the combined company would consist of two directors designated by Live Nation and two directors designated by Ticketmaster Entertainment, which governance arrangements were viewed as a factor in favor of the Merger as the combined company would gain the experience and knowledge that the Live Nation directors possess regarding Live Nation s business and the live entertainment industry.

The fact that the combined company would have a highly experienced management team with extensive industry experience in most significant facets of the live entertainment industry, and the fact that the Chief Executive Officer of Live Nation will serve as Chief Executive Officer of the combined company, which experience and leadership were considered beneficial to Live Nation and the combined company, and, therefore, were considered factors in favor of the Merger.

In addition to the factors described above, the Live Nation board of directors identified and considered a variety of risks and potentially negative factors concerning the Merger, including:

The possibility that the Merger may not be completed, or that completion may be unduly delayed, for reasons beyond the control of Live Nation and/or Ticketmaster Entertainment.

The risk that regulatory agencies may not approve the Merger or may impose terms and conditions on their approvals that would either materially impair the business operations of the combined company or adversely impact the ability of the combined company to realize the synergies that are projected to occur in connection with the Merger.

The fact that the implied value of the proposed exchange ratio, based on the closing price of Live Nation common stock on February 3, 2009 (the last trading day before various news outlets began reporting on a possible transaction involving Live Nation and Ticketmaster Entertainment), represented a 12% premium to the closing price of Ticketmaster Entertainment common stock on such date and premiums of 15% and 22% to the average implied historical exchange ratio between the shares of common stock of the two companies for the 90-day and 120-day periods ended February 3, 2009, respectively.

The fact that Ticketmaster Entertainment stockholders immediately prior to the Merger would hold 50.01% of the voting power of the equity interests of the combined company immediately following the completion of the Merger.

The fact that an analysis of the implied exchange ratios of Live Nation common stock to Ticketmaster Entertainment common stock during the period of August 12, 2008 to February 3, 2009 resulted in a range of implied exchange ratios of 0.643x to 1.624x, and an average implied exchange ratio during such period of 1.128x, which is less than the exchange ratio of 1.384x.

The potential impact of the restrictions under the Merger Agreement on Live Nation s ability to take specified actions during the period prior to the completion of the Merger (which may delay or prevent Live Nation from undertaking business opportunities that may arise pending the completion of the Merger).

The fact that each of Live Nation s and Ticketmaster Entertainment s obligations to complete the Merger is conditioned on the receipt of the requisite consents of lenders party to the Ticketmaster

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Entertainment credit facility so as to allow the facility to remain in effect after the completion of the Merger with no default or event of default thereunder resulting from the Merger.

The potential that the termination payment provisions of the Merger Agreement could have the effect of discouraging a *bona fide* alternative acquisition proposal for Live Nation.

The expected inability of Live Nation and Ticketmaster Entertainment to capture all potential operational synergies and cost savings in light of the companies plan to operate under separate credit facilities post-Merger, unless new financing for the combined company becomes available on reasonable economic terms.

The implications of the Merger under the CTS agreement, including that Live Nation s continued performance under the terms of its pre-existing agreement with CTS would limit the combined company s ability to capture all potential operational efficiencies that might otherwise be attained through the integration of the Live Nation and Ticketmaster Entertainment ticketing businesses.

The Merger Agreement s requirement that the Live Nation board of directors call and hold a meeting of Live Nation stockholders to vote upon the share issuance proposal, regardless of whether or not the Live Nation board of directors has withdrawn or adversely modified its recommendation to the Live Nation stockholders regarding the Merger in response to a superior transaction proposal or an unanticipated material development or change in circumstances.

The substantial transaction costs to be incurred in connection with the Merger, including an expected increase in the interest spreads under each of the Term Loan A, Term Loan B and revolving credit facility by 1.25% following the Merger as a result of obtaining the consents of Ticketmaster Entertainment s lenders under the Ticketmaster Entertainment credit facility (for a description of interest rates payable under the Ticketmaster Entertainment credit facility following the Merger, see Unaudited Pro Forma Condensed Combined Financial Statements Notes to Unaudited Pro Forma Condensed Combined Financial Statements Note 2: Pro Forma Adjustments footnote (u) beginning on page 332).

The potential for diversion of management and employee attention and for increased employee attrition during the substantial period prior to completion of the Merger, and the potential effects of the Merger on Live Nation s business and relations with venue operators, promoters, artists, fans and other third parties with which Live Nation maintains business relationships.

The fact that Live Nation was required to agree to amend the terms of the Rights Agreement, dated as of December 21, 2005, which is referred to as the Live Nation stockholder rights plan, between Live Nation and the Bank of New York Mellon, to permit Liberty Media and its affiliates and their permitted transferees to acquire up to a specified percentage of Live Nation s voting equity interests, which percentage was initially set at 35%, in connection with its negotiation of the Liberty Stockholder Agreement in order to secure Liberty s support for the Merger.

The risk that certain of Live Nation s directors and officers may have interests in the Merger as individuals that are in addition to, or that may be different from, the interests of Live Nation stockholders, as described under The Merger Interests of Live Nation Directors, Executive Officers and Certain Key Employees in the Merger beginning on page 105 of this joint proxy statement/prospectus.

The risks of the type and nature described under Risk Factors beginning on page 33 of this joint proxy statement/prospectus, and the matters described under Cautionary Statement Regarding Forward-Looking Statements beginning on page 32 of this joint proxy statement/prospectus.

In view of the wide variety of factors considered in connection with its evaluation of the Merger and the complexity of these matters, the Live Nation board of directors did not find it useful to and did not attempt to quantify, rank or otherwise assign relative weights to these factors.

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In addition, the Live Nation board of directors did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to its ultimate determination, but rather the Live Nation board of directors conducted an overall analysis of the factors described above, including discussions with the management team and outside legal and financial advisors. In considering the factors described above, individual members of the Live Nation board of directors may have given different weight to different factors.

Recommendations of the Live Nation Board of Directors with Respect to the Merger

The Live Nation board of directors, by a unanimous vote of all directors present, has determined that the issuance of Live Nation common stock in connection with the Merger is advisable and in the best interests of Live Nation and its stockholders, and approved the issuance of Live Nation common stock in connection with the Merger.

The Live Nation board of directors recommends that Live Nation stockholders vote **FOR** the share issuance proposal, **FOR** the Live Nation name change proposal and **FOR** the proposal to approve the adjournment of the Live Nation annual meeting, if necessary, to solicit additional proxies.

Ticketmaster Entertainment s Reasons for the Merger

In reaching its decision to approve the Merger and the Merger Agreement and recommend adoption of the Merger Agreement by Ticketmaster Entertainment stockholders, the Ticketmaster Entertainment board of directors consulted with Ticketmaster Entertainment management, as well as with Ticketmaster Entertainment s legal and financial advisors, and considered a number of factors, including the following factors:

- The fact that the combined company would be a global leader in the area of live entertainment, operating in a wide variety of areas such as ticketing, artist management, event promotion, venue ownership and artist services, which it believed would benefit Ticketmaster Entertainment and the combined company and as a result was considered a factor in favor of the Merger.

- Its knowledge of Ticketmaster Entertainment s business, operations, financial condition, earnings and prospects and of Live Nation s business, operations, financial condition, earnings and prospects, taking into account the results of Ticketmaster Entertainment s due diligence review of Live Nation, which it believed would aid in the integration and continued operations of the combined company and as a result was considered a factor in favor of the Merger.

- The prevailing macroeconomic conditions, and the economic environment of the industries in which Ticketmaster Entertainment and Live Nation operate, which it viewed as supporting the rationale for seeking a strategic transaction that should create a strong, global live entertainment company better positioned to weather macroeconomic pressures than Ticketmaster Entertainment on a standalone basis.

- Its evaluation of the prospects for Ticketmaster Entertainment continuing to operate on a standalone basis versus pursuing a strategic transaction with another party in the live entertainment industry, including:

  - the fact that the financial profile of a combined Ticketmaster Entertainment and Live Nation would be more attractive than that of Ticketmaster Entertainment as a standalone company, with a more diversified revenue base and a greater amount of free cash flows based on the free cash flow accretion/dilution analysis presented by Allen & Co. that took into account the free cash flows of each of Ticketmaster Entertainment and Live Nation as well as the synergies anticipated to occur in connection with the Merger (see Opinion of Ticketmaster Entertainment s Financial Advisor Valuation Methods and Analyses Transaction Analysis Free Cash Flow Accretion/Dilution Analysis beginning on page 102); and

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¡ the likely unavailability of an alternative business transaction more favorable to Ticketmaster Entertainment than the Merger in light of the fact that Ticketmaster Entertainment was still in the preliminary stages of discussions with the other party in the live entertainment industry who the Ticketmaster Entertainment board of directors viewed as having a strong strategic fit and that, based on the progress that had been made, there was no guarantee that Ticketmaster Entertainment and the other company would be able to enter into a definitive agreement.

Its evaluation of the Ticketmaster Entertainment operating plan prepared by Ticketmaster Entertainment management and the Ticketmaster Entertainment board of directors assessment of the attainability of the management forecasts reflected in that plan in light of deteriorating macroeconomic conditions and Ticketmaster Entertainment s actual performance relative to internal projections for prior periods, as well as the assessment of Ticketmaster Entertainment management regarding the attainability of the management forecasts prepared by Live Nation management which resulted in the Ticketmaster Entertainment board of directors adopting more conservative financial projections for Ticketmaster Entertainment and utilizing more conservative financial projections for Live Nation, and based on which Ticketmaster Entertainment s financial advisor prepared its analysis of the Merger, which, when comparing such revised financial forecasts of Ticketmaster Entertainment operating on a standalone basis against the proposed benefits of the Merger, was viewed as a factor in favor of the Merger (see Certain Financial Forecasts Utilized by the Ticketmaster Entertainment Board of Directors and Ticketmaster Entertainment s Financial Advisor and Opinion of Ticketmaster Entertainment s Financial Advisor beginning on pages 90 and 94, respectively).

The estimates of significant annual operating synergies resulting from the combination of Live Nation s and Ticketmaster Entertainment s ticketing, marketing, data centers and back-office functions, then estimated to be $40 million, presented to the Ticketmaster Entertainment board of directors at the time of its approval of the Merger Agreement, which were a factor in favor of the Merger, as the Ticketmaster Entertainment stockholders, based on their substantial equity interest in the combined company following the closing of the Merger, would participate in the benefits of such estimated synergy savings.

The fact that Ticketmaster Entertainment stockholders immediately prior to the Merger would hold 50.01% of the voting power of the equity interests of the combined company immediately following the completion of the Merger, which participation was viewed as a factor in favor of the Merger because Ticketmaster Entertainment stockholders would have the opportunity to participate in any future earnings or growth of the combined company and future appreciation in the value of the combined company s common stock following the Merger should they determine to retain the combined company s common stock payable in the Merger.

The fact that the implied value of the proposed exchange ratio, based on the closing price of Live Nation common stock on February 3, 2009 (the last trading day before various news outlets began reporting on a possible transaction involving Live Nation and Ticketmaster Entertainment), represented a premium to both the closing price of Ticketmaster Entertainment common stock on such date and to the average implied historical exchange ratio between the shares of common stock of the two companies for the 90-day period ended February 3, 2009, which premium was considered a factor in favor of the Merger.

The financial analyses and presentations of Allen & Co., and its related written opinion, dated as of February 10, 2009, to the effect that, as of that date and based upon and subject to the various considerations set forth in its opinion (attached to this joint proxy statement/prospectus as Annex G), the Merger consideration to be received by holders of Ticketmaster Entertainment common stock in the Merger was fair, from a financial point of view, to the holders of shares of Ticketmaster Entertainment common stock, which opinion assisted the Ticketmaster Entertainment board of directors in determining that the Merger is advisable and in the best interests of Ticketmaster Entertainment and its stockholders. See Certain Financial Forecasts Utilized by the Ticketmaster Entertainment Board of Directors and Ticketmaster Entertainment s Financial Advisor beginning on page 90.

The fact that, in light of difficult current conditions in the private and public credit markets, the transaction structure would permit the combined company to leave in place the Ticketmaster Entertainment Senior Notes (because the Merger is not considered a change of control under the applicable indenture s covenants) and the Live Nation senior secured credit facility (because the Merger is not considered a restricted transaction under its covenants) and Live Nation s convertible senior notes (because the Merger is not considered a fundamental change under the applicable indenture s covenants), which result was considered favorable to the terms that Ticketmaster Entertainment and Live Nation might be expected to receive under a renegotiation of the instruments.

The strong commitment on the part of both parties to complete the Merger pursuant to their respective obligations under the terms of the Merger Agreement, which was viewed as a factor in favor of the Merger because the Ticketmaster Entertainment board of directors believed this made it more likely, once announced, that the Merger would be completed.

The review by the Ticketmaster Entertainment board of directors, in consultation with Ticketmaster Entertainment s legal and financial advisors, of the structure of the Merger and the financial and other terms and conditions of the Merger Agreement, including the Merger consideration, the expectation that the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and the likelihood of completing the Merger on the anticipated schedule.

The terms of the Merger Agreement, including the termination fee payable by Ticketmaster Entertainment, which, in the view of the Ticketmaster Entertainment board of directors was a factor in favor of the Merger as such terms do not preclude a proposal for an alternative acquisition transaction involving Ticketmaster Entertainment.

The fact that the Merger Agreement allows the Ticketmaster Entertainment board of directors to change or withdraw its recommendation regarding the Merger proposal if a superior transaction proposal is received from a third party or in response to certain material developments or changes in circumstances, if in either case the Ticketmaster Entertainment board of directors determines that a failure to change its recommendation would result in a breach of its fiduciary duties under applicable law, subject to the payment of a termination fee upon termination under certain circumstances and, therefore, was considered a factor in favor of entering into the Merger Agreement.

The fact that the same termination fee (as described in the preceding bullet) would be payable by Live Nation upon termination of the Merger Agreement under similar circumstances, which was a factor in favor of the entering into the Merger Agreement because Ticketmaster Entertainment would be owed that termination fee in such circumstances. See The Merger Agreement Effect of Termination; Termination Fees and Expenses beginning on page 142.

The governance arrangements contained in the Merger Agreement providing, after the completion of the Merger, (i) for representation on the initial post-Merger board of directors of the combined company of seven appointees from Ticketmaster Entertainment (including up to two Liberty directors as provided in the Liberty Stockholder Agreement), at least three of whom (including at least one Liberty Media designee) must be independent directors with respect to Live Nation, and seven appointees from Live Nation, at least five of whom must be independent directors; and (ii) that the initial post-Merger Audit, Compensation and Nominating Committees of the board of directors of the combined company would consist of two directors designated by Ticketmaster Entertainment and two directors designated by Live Nation, which governance arrangements were viewed as a factor in favor of the Merger as the combined company would gain the experience and knowledge that the Ticketmaster Entertainment directors possessed regarding Ticketmaster Entertainment s business and the ticketing industry.

The fact that the combined company would have a highly experienced management team with extensive industry experience in most significant facets of the live entertainment industry, and the fact that the Chairman of Ticketmaster Entertainment would serve as chairman of the board of directors of the combined company and the Chief Executive Officer of Ticketmaster Entertainment would serve as Executive Chairman of the combined company, which experience and leadership were considered beneficial to Ticketmaster Entertainment and the combined company, and, therefore, were considered factors in favor of the Merger.

The fact that Liberty Holdings would be entering into the Liberty Voting Agreement pursuant to which, among other things, Liberty Holdings would agree to vote its shares of Ticketmaster Entertainment common stock in favor of the Merger proposal and the Ticketmaster Entertainment incentive plan proposal and to vote any of its shares of Live Nation common stock in favor of the share issuance proposal, provided that Liberty Holdings willingness to enter into the Liberty Voting Agreement was conditioned on receiving certain governance rights to be set forth in the Liberty Stockholders Agreement, which was viewed as a factor in favor of the Merger since the Ticketmaster Entertainment board of directors believed that Liberty Holdings entering into this agreement would make it more likely that, once announced, the Merger would be completed.

The fact that Mr. Azoff would agree to enter into a letter agreement with Ticketmaster Entertainment, providing for Ticketmaster Entertainment, prior to the completion of the Merger, to redeem the shares of Ticketmaster Entertainment Series A preferred stock held by or on behalf of Mr. Azoff in exchange for a note, which was viewed as a factor in favor of the Merger because the Ticketmaster Entertainment board of directors believed that such agreement was needed in order for Ticketmaster Entertainment to enter into the Merger Agreement.

The Ticketmaster Entertainment board of directors also considered potential risks and potentially negative factors concerning the Merger in connection with its deliberations of the proposed transaction, including:

The possibility that the Merger may not be completed, or that completion may be unduly delayed, for reasons beyond the control of Ticketmaster Entertainment and/or Live Nation.

The risk that regulatory agencies may not approve the Merger or may impose terms and conditions on their approvals that would either materially impair the business operations of the combined company or adversely impact the ability of the combined company to realize the synergies that are projected to occur in connection with the Merger.

The potential for diversion of management and employee attention and for increased employee attrition during the substantial period prior to the completion of the Merger, and the potential effect of the Merger on Ticketmaster Entertainment s business and relations with customers and suppliers.

The potential impact of the restrictions under the Merger Agreement on Ticketmaster Entertainment s ability to take specified actions during the period prior to the completion of the Merger (which may delay or prevent Ticketmaster Entertainment from undertaking business opportunities that may arise pending completion of the Merger).

The fact that the Merger Agreement requires Ticketmaster Entertainment to seek the consents of lenders party to the Ticketmaster Entertainment credit facility so as to allow the facility to remain in effect after the completion of the Merger with no default or event of default thereunder resulting from the Merger, and that each of Live Nation s and Ticketmaster Entertainment s obligations to complete the Merger are conditioned on the receipt of the requisite percentage of consents from Ticketmaster Entertainment lenders (on May 12, 2009, Ticketmaster Entertainment entered into an amendment to the Ticketmaster Entertainment credit facility, which, subject to certain conditions, will become effective at the completion of the Merger and, among other things, will permit the Ticketmaster Entertainment credit facility to remain outstanding following the Merger. For further discussion of the amendment to the Ticketmaster Entertainment credit facility, see The Merger Consents and Amendments Under Ticketmaster Entertainment Credit Facility beginning on page 117).

The expected inability of Live Nation and Ticketmaster Entertainment to capture all potential operational synergies and cost savings in light of the companies plan to operate under separate credit

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facilities post-Merger, unless new financing for the combined company becomes available on reasonable economic terms.

The substantial transaction costs to be incurred in connection with the Merger, including an expected increase in the interest rates payable under the Ticketmaster Entertainment credit facility following the Merger.

The Merger Agreement s requirement that the Ticketmaster Entertainment board of directors call and hold a meeting of Ticketmaster Entertainment stockholders to vote upon the Merger, regardless of whether or not the Ticketmaster Entertainment board of directors has withdrawn or adversely modified its recommendation to the Ticketmaster Entertainment stockholders regarding the Merger in response to a superior transaction proposal or certain material developments or changes in circumstances.

The potential that the termination payment provisions of the Merger Agreement could have the effect of discouraging a *bona fide* alternative acquisition proposal for Ticketmaster Entertainment.

The interests of Ticketmaster Entertainment executive officers and directors with respect to the Merger apart from their interests as Ticketmaster Entertainment stockholders, and the risk that these interests might influence their decision with respect to the Merger (see Interests of Ticketmaster Entertainment Directors and Executive Officers in the Merger beginning on page 111).

In view of the wide variety of factors considered in connection with its evaluation of the Merger and the complexity of these matters, the Ticketmaster Entertainment board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the Merger and the Merger Agreement and to recommend that Ticketmaster Entertainment stockholders vote for the Merger proposal. In addition, individual members of the Ticketmaster Entertainment board of directors may have given differing weights to different factors. The Ticketmaster Entertainment board of directors conducted an overall analysis of the factors described above, including through discussions with, and questioning of, Ticketmaster Entertainment management and outside legal and financial advisors regarding certain of the matters described above.

Recommendations of the Ticketmaster Entertainment Board of Directors with Respect to the Merger

The Ticketmaster Entertainment board of directors, by a unanimous vote of all directors present, determined that the Merger, the Merger Agreement and the transactions contemplated by the Merger Agreement are advisable and in the best interests of Ticketmaster Entertainment and its stockholders, and approved the Merger Agreement and the transactions contemplated by the Merger Agreement.

The Ticketmaster Entertainment board of directors recommends that Ticketmaster Entertainment stockholders vote **FOR** the Merger proposal and **FOR** the proposal to approve the adjournment of the Ticketmaster Entertainment annual meeting, if necessary, to solicit additional proxies.

Certain Financial Forecasts Utilized by the Live Nation Board of Directors and Live Nation s Financial Advisors

Live Nation Financial Forecasts

Live Nation does not, as a matter of course, publicly disclose forecasts or internal projections as to future performance, earnings or other results due to the unpredictability of the underlying assumptions and estimates. At the end of each calendar year, Live Nation management prepares a detailed financial forecast, which includes the estimated operating results for the following year and is used primarily for budgetary purposes and to establish financial targets for Live Nation s incentive plans. After this detailed financial forecast is prepared, a high level forecast for the ensuing two to four years is also prepared by Live Nation management. These unaudited financial forecasts were not prepared with a view toward public disclosure. A summary of this information is presented below.

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In connection with discussions concerning the Merger, Live Nation management prepared two sets of unaudited financial forecasts for Live Nation, which are referred to as the Live Nation base case forecast and the Live Nation conservative case forecast, respectively, regarding Live Nation s forecasted operating results for the fiscal years 2008 through 2012. Each of the Live Nation base case forecast and the Live Nation conservative case forecast presented below were provided to the Live Nation board of directors and were furnished to and used by Goldman Sachs and Deutsche Bank for purposes of their respective financial analyses. Live Nation also provided Ticketmaster Entertainment and its financial advisors with the Live Nation base case forecast, which was further modified by Ticketmaster Entertainment management based on additional financial information made available to Ticketmaster Entertainment and its financial advisors, and portions of the Live Nation conservative case forecast. Ticketmaster Entertainment s use of these forecasts is discussed in Certain Financial Forecasts Utilized by the Ticketmaster Entertainment Board of Directors and Ticketmaster Entertainment s Financial Advisor beginning on page 90. The Live Nation base case forecast was based upon the detailed 2009 forecast and high level 2010 through 2012 forecast prepared in the ordinary course by Live Nation management during the fourth quarter of 2008 and was primarily based upon Live Nation management s evaluation of Live Nation s results of operations through the first three quarters of fiscal year 2008 and known or expected budgetary requirements and other changes to Live Nation s business for 2009. In December 2008, in light of the unprecedented global market and economic conditions that had begun to surface in the second half of 2008, Live Nation management elected to reevaluate the base case forecast to better address the prospect that these conditions would continue into, and potentially throughout, 2009. Accordingly, Live Nation management revised its Live Nation base case forecast and subsequently prepared a Live Nation conservative case forecast to account for these macroeconomic events by assuming that a sustained, significant decline in consumer demand and spending for music and other entertainment and leisure events could potentially result in a 10% reduction in attendance at Live Nation promoted events, which would in turn be partially offset by certain operational adjustments and expense reductions undertaken by Live Nation, and also assuming a reduction in previously expected growth in sponsorship revenues during fiscal year 2009.

Neither the inclusion of these unaudited financial forecasts nor the inclusion of the adjusted Ticketmaster base case forecast and the adjusted Ticketmaster conservative case forecast (each as more fully described below) in this joint proxy statement/prospectus should be regarded as an indication that Live Nation or its board of directors considered, or now considers, these forecasts to be a reliable predictor of future results. You should not place undue reliance on the unaudited financial forecasts contained in this joint proxy statement/prospectus. Please read carefully Important Information About the Financial Forecasts beginning on page 74.

The following tables present the Live Nation base case forecast and Live Nation conservative case forecast, as used by the Live Nation board of directors for purposes of its consideration of the Merger and by Goldman Sachs and Deutsche Bank for purposes of their respective financial analyses:

Live Nation Base Case Forecast

	Year Ended December 31, (dollars in millions)				
	2008E	2009E	2010E	2011E	2012E
Revenue	$ 4,168	$ 4,495	$ 4,556	$ 4,692	$ 4,832
Adjusted Operating Income(1)	170	225	250	279	287
Capital Expenditures	186	50	50	50	50

(1) Adjusted Operating Income is a non-GAAP financial measure that Live Nation defines as operating income (loss) before depreciation and amortization (including impairments), loss (gain) on sale of operating assets, acquisition costs and non-cash compensation expense.

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Live Nation Conservative Case Forecast

	Year Ended December 31,				
	2008E	2009E	2010E	2011E	2012E
	(dollars in millions)				
Revenue	$ 4,168	$ 4,248	$ 4,524	$ 4,692	$ 4,832
Adjusted Operating Income(1)	170	195	225	240	249
Capital Expenditures	186	50	50	50	50

(1) Adjusted Operating Income is a non-GAAP financial measure that Live Nation defines as operating income (loss) before depreciation and amortization (including impairments), loss (gain) on sale of operating assets, acquisition costs and non-cash compensation expense.

Ticketmaster Entertainment Financial Forecasts

In connection with discussions concerning the Merger, Ticketmaster Entertainment provided to Live Nation its Ticketmaster Entertainment 2009 operating plan, which included Ticketmaster Entertainment s forecasted operating results for the fiscal years 2008 through 2012 and is referred to as the Ticketmaster Entertainment 2009 operating plan. In early February, Ticketmaster Entertainment also provided to Live Nation a more conservative forecast for the fiscal years 2009 through 2012 prepared by Ticketmaster Entertainment management, which is referred to as the Ticketmaster conservative case forecast, reflecting lower growth in the resale ticket business than that reflected in the Ticketmaster Entertainment 2009 operating plan. Live Nation management prepared an adjusted Ticketmaster base case forecast and an adjusted Ticketmaster conservative case forecast in January 2009, each of which was based upon the Ticketmaster Entertainment 2009 operating plan. For purposes of preparing the adjusted Ticketmaster base case forecast and the adjusted Ticketmaster conservative case forecast, the Ticketmaster Entertainment 2009 operating plan was adjusted downward by Live Nation management to reflect both decreased revenues attributable to secondary ticketing sales and decreased annual revenue growth rates and EBITDA margins primarily in years 2010 through 2012 in other aspects of Ticketmaster s business consistent with Live Nation management s assessment of overall industry trends, as reflected in its Live Nation base case forecast and Live Nation conservative case forecast. Because the two companies operate in related industries and because a key component of Ticketmaster Entertainment s financial forecasts is Ticketmaster Entertainment management assessment of the long-term impact of Live Nation s own ticket sales on Ticketmaster Entertainment s results of operations, Live Nation management also reviewed and revised the Ticketmaster Entertainment 2009 operating plan to ensure that the assumptions about market conditions and other economic factors reflected in the Ticketmaster Entertainment 2009 operating plan were consistent with Live Nation management s views. Although Live Nation management modified both the adjusted Ticketmaster base case forecast and the adjusted Ticketmaster conservative case forecast to account for, and incorporate, prospective disruptions in Ticketmaster Entertainment s secondary ticketing business in 2009 and 2010 attributable to the circumstances surrounding the sales of tickets to a series of Bruce Springsteen concerts in New York and New Jersey on the TicketsNow website in early February 2009, the Ticketmaster conservative case forecast was not used by Live Nation management because of Live Nation management s view that this forecast overestimated the subsequent impact of short-term disruptions in Ticketmaster Entertainment s ticketing business and because the adjusted Ticketmaster base case forecast and adjusted Ticketmaster conservative case forecast already incorporated similar reductions to the Ticketmaster Entertainment 2009 operating plan. Accordingly, the Live Nation board of directors did not consider either the Ticketmaster Entertainment 2009 operating plan or the Ticketmaster conservative case forecast prepared by Ticketmaster Entertainment in its consideration of the Merger and instead relied upon the adjusted Ticketmaster base case forecast and adjusted Ticketmaster conservative case forecast prepared by Live Nation management. Live Nation management also provided Goldman Sachs and Deutsche Bank with the adjusted Ticketmaster base case forecast and the adjusted Ticketmaster conservative case forecast for purposes of their respective financial analyses. The Ticketmaster Entertainment 2009 operating plan provided to Live Nation by Ticketmaster Entertainment is discussed under Certain Financial Forecasts Utilized by the Ticketmaster Entertainment Board of Directors and Ticketmaster Entertainment s Financial Advisor beginning on page 90.

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The principal components of the adjusted Ticketmaster base case forecast and adjusted Ticketmaster conservative case forecast, as used by the Live Nation board of directors for purposes of its consideration of the Merger and by Goldman Sachs and Deutsche Bank for purposes of their respective financial analyses, are set forth below:

Adjusted Ticketmaster Base Case Forecast

	Year Ended December 31, (dollars in millions)				
	2008E	**2009E**	**2010E**	**2011E**	**2012E**
Revenue(1)	$ 1,399	$ 1,363	$ 1,471	$ 1,671	$ 1,875
Adjusted EBITDA(2)(3)	276	279	290	318	336
Adjusted EBITDA(2)(4)	287	292	305	333	351
Capital Expenditures	51	51	53	60	67

(1) Excludes Front Line revenues.

(2) Adjusted EBITDA is defined as operating income excluding, if applicable: (a) depreciation expense, (b) non-cash compensation expense, (c) amortization and impairment of intangibles, (d) goodwill impairment, (e) pro forma adjustments for significant acquisitions and (f) one-time items.

(3) Used by Goldman Sachs in connection with its financial analysis.

(4) Used by Deutsche Bank in connection with its financial analysis.

Adjusted Ticketmaster Conservative Case Forecast

	Year Ended December 31, (dollars in millions)				
	2008E	**2009E**	**2010E**	**2011E**	**2012E**
Revenue(1)	$ 1,399	$ 1,359	$ 1,449	$ 1,628	$ 1,818
Adjusted EBITDA(2)(3)	276	275	272	284	291
Adjusted EBITDA(2)(4)	287	288	286	298	305
Capital Expenditures	51	51	53	60	67

(1) Excludes Front Line revenues.

(2) Adjusted EBITDA is defined as operating income excluding, if applicable: (a) depreciation expense, (b) non-cash compensation expense, (c) amortization and impairment of intangibles, (d) goodwill impairment, (e) pro forma adjustments for significant acquisitions and (f) one-time items.

(3) Used by Goldman Sachs in connection with its financial analysis.

(4) Used by Deutsche Bank in connection with its financial analysis.

Important Information About the Financial Forecasts

While the Live Nation base case forecast, Live Nation conservative case forecast, adjusted Ticketmaster base case forecast and adjusted Ticketmaster conservative case forecast, which are collectively referred to as the Live Nation management forecasts, were prepared in good faith, no assurance can be made regarding future events. The estimates and assumptions underlying the Live Nation management forecasts involve judgments with respect to, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions that may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, including, among others, risks and uncertainties described under Risk Factors and Cautionary Statement Regarding Forward-Looking Statements beginning on pages 33 and 32, respectively, all of which are difficult to predict and many of which are beyond the control of Live Nation and/or Ticketmaster Entertainment and will be beyond the control of the combined company. There can be no assurance that the underlying assumptions will prove to be accurate or that the projected results will be realized, and actual results likely will differ, and may differ materially, from those reflected in the Live Nation management forecasts, whether or not the Merger is completed. The Live Nation management forecasts therefore cannot be considered a reliable predictor of future operating results, and this information should not be relied on as such.

The Live Nation management forecasts summarized in this section were prepared solely for internal use by Live Nation and not with a view toward public disclosure or with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial data, published guidelines of the SEC regarding forward-looking statements or GAAP. In the view of Live Nation management, the Live Nation management forecasts were prepared on a reasonable basis based on the best information available to Live Nation management at the time of their preparation. The financial forecasts, however, are not fact and should not be relied upon as being necessarily indicative of future results, and readers of this joint proxy statement/prospectus are cautioned not to place undue reliance on this information. None of the Live Nation management forecasts reflects any impact of the Merger. In addition, the components of the Live Nation base case forecast and Live Nation conservative case forecast relating to forecasted Adjusted Operating Income are sometimes referred to as EBITDA forecasts in describing the forecasted financial information for Live Nation reviewed by, and related analyses performed by, Goldman Sachs and Deutsche Bank for purposes of their respective financial analyses. The information reviewed and analyses performed by Goldman Sachs and Deutsche Bank for purposes of their respective financial analyses are described under Opinions of Live Nation s Financial Advisors beginning on page 76.

All of the Live Nation management forecasts summarized in this section were prepared by and are the responsibility of the management of Live Nation, as indicated. Ernst & Young LLP (Live Nation s independent registered public accounting firm) has not examined, compiled or otherwise performed any procedures with respect to the prospective financial information contained in these financial forecasts and, accordingly, Ernst & Young LLP has not expressed any opinion or given any other form of assurance with respect thereto and they assume no responsibility for the prospective financial information. The Ernst & Young LLP reports either incorporated by reference or included in this joint proxy statement/prospectus relate to the historical financial information of Live Nation and Ticketmaster Entertainment, respectively. Such reports do not extend to the Live Nation management forecasts and should not be read to do so.

By including in this joint proxy statement/prospectus a summary of certain Live Nation and Ticketmaster Entertainment financial forecasts, neither Live Nation nor any of its representatives has made or makes any representation to any person regarding the ultimate performance of Live Nation or Ticketmaster Entertainment compared to the information contained in the financial forecasts. The Live Nation management forecasts summarized in this section were prepared during the periods described above and have not been updated to reflect any changes since January 2009 or the actual 2008 results of operations of Live Nation and Ticketmaster Entertainment, as set forth under Selected Historical Financial Data of Live Nation and Selected Historical Financial Data of Ticketmaster Entertainment on pages 24 and 26, respectively. Neither Live Nation, Ticketmaster Entertainment nor, after completion of the Merger, the combined company undertakes any obligation, except as required by law, to update or otherwise revise the financial forecasts or financial information to reflect circumstances existing since their preparation or to reflect the occurrence of unanticipated events, even in the event that any or all of the underlying assumptions are shown to be in error, or to reflect changes in general economic or industry conditions.

The summary of the Live Nation management forecasts is not included in this joint proxy statement/prospectus in order to induce any stockholder to vote in favor of the share issuance proposal or any of the other proposals to be voted on at the Live Nation annual meeting or the Merger proposal or any of the other proposals to be voted on at the Ticketmaster Entertainment annual meeting.

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Opinions of Live Nation s Financial Advisors

Goldman Sachs

Goldman Sachs delivered its opinion to the Live Nation board of directors that, as of February 10, 2009 and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the Merger Agreement, subject to adjustment as provided in the Merger Agreement, was fair, from a financial point of view, to Live Nation.

The full text of the written opinion of Goldman Sachs, dated February 10, 2009, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex E to this joint proxy statement/prospectus. Goldman Sachs provided its opinion for the information and assistance of the Live Nation board of directors in connection with its consideration of the Merger Agreement and the Merger. The Goldman Sachs opinion was not intended to be and does not constitute a recommendation as to how any holder of Live Nation common stock should vote with respect to the share issuance proposal described in this joint proxy statement/prospectus or any other matter.

In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

- the Merger Agreement;
- Live Nation s annual reports to its stockholders and Annual Reports on Form 10-K for the three fiscal years ended December 31, 2007;
- Live Nation s interim reports to its stockholders and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008;
- Ticketmaster Entertainment s Registration Statement on Form S-1, including the prospectus contained therein, as filed with the SEC on September 1, 2008, as amended;
- Ticketmaster Entertainment s interim reports to its stockholders and Quarterly Reports on Form 10-Q for the quarters ended June 30, 2008 and September 30, 2008;
- certain other communications from Live Nation and Ticketmaster Entertainment to their respective stockholders;
- certain publicly available research analyst reports for Live Nation and Ticketmaster Entertainment;
- certain internal financial analyses and forecasts for Ticketmaster Entertainment prepared by its management; and
- certain financial analyses and forecasts for Live Nation and Ticketmaster Entertainment prepared by the management of Live Nation and approved for Goldman Sachs use by Live Nation, which are referred to as the Live Nation management forecasts, including certain cost savings and operating synergies projected by the management of Live Nation to result from the transaction contemplated by the Merger Agreement, which are referred to as the synergies.

Goldman Sachs also held discussions with members of the senior managements of Live Nation and Ticketmaster Entertainment regarding their respective assessments of the past and current business operations, financial condition and future prospects of Ticketmaster Entertainment, and with members of the senior management of Live Nation regarding their assessment of the past and current business operations, financial condition and future prospects of Live Nation, including their views on the risks and uncertainties associated with achieving the Live Nation management forecasts in view of the economic environment as of the date of the opinion, and the strategic rationale for, and the potential benefits of, the Merger. In addition, Goldman Sachs reviewed the reported price and trading activity for the shares of Live Nation common stock and Ticketmaster Entertainment common stock, compared certain financial and stock market information for Ticketmaster

Entertainment and Live Nation with similar information for certain other companies in the entertainment industry the securities of which are publicly traded, and performed such other studies and analyses, and considered such other factors, as it considered appropriate.

For purposes of rendering the opinion described above, Goldman Sachs relied upon and assumed, without assuming any responsibility for independent verification, the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by it. In that regard, Goldman Sachs assumed with the consent of the Live Nation board of directors that the Live Nation management forecasts, including the synergies, had been reasonably prepared. In addition, Goldman Sachs did not make an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or off-balance-sheet assets and liabilities) of Live Nation, Ticketmaster Entertainment or any of their respective subsidiaries, and Goldman Sachs was not furnished with any such evaluation or appraisal. Goldman Sachs also assumed that all governmental, regulatory, or other consents and approvals necessary for the completion of the Merger will be obtained, and that in connection with obtaining such consents and approvals, no delays, limitations, conditions or restrictions will be imposed that will have any adverse effect on Live Nation or Ticketmaster Entertainment, or on the expected benefits of the Merger in any way meaningful to its analysis.

Goldman Sachs opinion does not address any legal, regulatory, tax or accounting matters nor does it address the underlying business decision of Live Nation to engage in the Merger, or the relative merits of the Merger as compared to any strategic alternatives that may be available to Live Nation. Goldman Sachs opinion addresses only the fairness from a financial point of view to Live Nation, as of the date of its opinion, of the exchange ratio pursuant to the Merger Agreement, subject to adjustment as provided in the Merger Agreement. Goldman Sachs did not express any view on, and its opinion does not address, any other term or aspect of the Merger Agreement or the Merger, including, without limitation, the fairness of the Merger to, or any consideration received in connection therewith by, the holders of any particular class or series of securities, creditors, or other constituencies of Live Nation or Ticketmaster Entertainment, nor did Goldman Sachs express any view as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Live Nation or Ticketmaster Entertainment, or any class of such persons in connection with the Merger, whether relative to the exchange ratio or otherwise. Goldman Sachs did not express any opinion as to the prices at which shares of Live Nation common stock will trade at any time. Goldman Sachs opinion was necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Goldman Sachs as of, the date of its opinion and Goldman Sachs assumed no responsibility for updating, revising or reaffirming its opinion based on circumstances, developments or events occurring after the date of its opinion. Goldman Sachs opinion was approved by a fairness committee of Goldman Sachs.

The following is a summary of the material financial analyses delivered by Goldman Sachs to the Live Nation board of directors in connection with rendering the opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Goldman Sachs, nor does the order of analyses described represent relative importance or weight given to those analyses by Goldman Sachs. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Goldman Sachs financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before February 6, 2009 and is not necessarily indicative of current market conditions.

Historical Stock Price and Exchange Ratio Analysis

Goldman Sachs reviewed the reported prices for Live Nation common stock and Ticketmaster Entertainment common stock as of various dates and over various periods between August 12, 2008 and February 6, 2009, which was the last trading date prior to the parties entering into the Merger Agreement for which stock price information was readily available to Goldman Sachs at the time it conducted its analysis. Goldman Sachs noted that based on the closing price of Live Nation common stock of $5.30 per share on

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February 6, 2009, and the closing price of Ticketmaster Entertainment common stock of $6.90 per share on that date, the implied value of the exchange ratio pursuant to the Merger Agreement of 1.384 shares of Live Nation common stock to be paid for each share of Ticketmaster Entertainment common stock was $7.33 per share of Ticketmaster Entertainment common stock, which is referred to as the per-share value. Goldman Sachs then compared the closing price of Ticketmaster Entertainment common stock as of February 3, 2009, which is the last trading day prior to the date on which rumors of the transaction first became public, the average price per share of Ticketmaster Entertainment common stock for the one-month and three-month periods ended February 3, 2009, and the average price per share of Ticketmaster Entertainment common stock for the period commencing on August 12, 2008 and ended February 3, 2009, with the per-share value to calculate the implied premium or discount to the respective historical prices per share of Ticketmaster Entertainment common stock. The following table presents the results of these calculations:

Historical Date or Period	Closing Price or Average Trading Price of Ticketmaster Entertainment Common Stock	Implied Premium (Discount) of Per-Share Value to Price of Ticketmaster Entertainment Common Stock
February 3, 2009	$ 6.14	19%
February 6, 2009	$ 6.90	6%
One-month period ended February 6, 2009	$ 6.68	10%
Three-month period ended February 6, 2009	$ 5.91	24%
August 12, 2008 through February 6, 2009	$ 10.47	(30%)

Goldman Sachs then calculated historical implied exchange ratios by dividing the closing price per share of Live Nation common stock on particular dates and the average trading price per share of Live Nation common stock over particular periods by the closing price per share of Ticketmaster Entertainment common stock on such dates and the average trading price per share of Ticketmaster Entertainment common stock over such periods, respectively. Goldman Sachs noted that based on the closing prices of Live Nation common stock and Ticketmaster Entertainment common stock on February 6, 2009, the exchange ratio pursuant to the Merger Agreement of 1.384 represented a premium of 6% to the 1.302 implied exchange ratio of a share of Live Nation common stock to a share of Ticketmaster Entertainment common stock, which is referred to as the implied exchange ratio, as of such date. Goldman Sachs also noted that based on the closing prices of Live Nation common stock and Ticketmaster Entertainment common stock on February 3, 2009, the exchange ratio pursuant to the Merger Agreement of 1.384 represented a premium of 12% to the 1.230 implied exchange ratio as of such date. Goldman Sachs then calculated the average implied exchange ratios and the premiums of the exchange ratio pursuant to the Merger Agreement of 1.384 to such average implied exchange ratios for the following periods: the one-month and three-month periods ended February 6, 2009; and the period commencing on August 12, 2008 and ended February 6, 2009. The following table presents the results of the foregoing calculations:

Historical Date or Period	Implied Exchange Ratio	Premium of Exchange Ratio Pursuant to the Merger Agreement to Implied Exchange Ratio
February 3, 2009	1.230	12%
February 6, 2009	1.302	6%
One-month period ended February 6, 2009	1.230	12%
Three-month period ended February 6, 2009	1.203	15%
August 12, 2008 through February 6, 2009	1.135	22%

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Contribution Analysis

Goldman Sachs reviewed certain estimated future operating and financial information for Live Nation and Ticketmaster Entertainment for fiscal years 2008, 2009, 2010, 2011 and 2012 based on the Live Nation management forecasts, with respect to two scenarios: (i) base case forecasts for Live Nation and adjusted base case forecasts for Ticketmaster Entertainment, which are together referred to as the base case and (ii) conservative case forecasts for Live Nation and adjusted conservative case forecasts for Ticketmaster Entertainment, which are together referred to as the conservative case. Such estimated future operating and financial information included, for each of Live Nation and Ticketmaster Entertainment, (a) EBITDA, and (b) EBITDA less capital expenditures (or capex). Goldman Sachs analyzed the relative potential financial contributions of Live Nation and Ticketmaster Entertainment to the combined company following completion of the Merger and Live Nation s implied percentage equity ownership of the combined company determined by valuing Live Nation s contribution to the combined company based on an appropriate weighted average enterprise valuation multiple. The weighted average enterprise valuation multiple, which is referred to as the gross contribution, is calculated by taking the sum of the enterprise value of Live Nation and the enterprise value of Ticketmaster Entertainment and then dividing the result by the sum of Live Nation s and Ticketmaster Entertainment s EBITDA or EBITDA less capex, as appropriate. The following table presents the results of this analysis:

	Live Nation Gross Contribution			
	Base Case		Conservative Case	
	EBITDA	EBITDA Minus Capex	EBITDA	EBITDA Minus Capex
2008E	38%	35%	38%	35%
2009E	45%	43%	41%	39%
2010E	46%	46%	45%	44%
2011E	47%	47%	46%	46%

Goldman Sachs then adjusted the gross contribution to take account of differences in the respective capital structures, including cash (net of cash held on behalf of clients), total debt outstanding, preferred securities outstanding and the book value of minority interests not owned, for Live Nation and Ticketmaster Entertainment, to calculate an adjusted contribution to the combined company based on an appropriate weighted average enterprise valuation multiple, which is referred to as the implied equity contribution. The following table presents the results of this analysis:

	Live Nation Implied Equity Contribution			
	Base Case		Conservative Case	
	EBITDA	EBITDA Minus Capex	EBITDA	EBITDA Minus Capex
2008E	*	*	*	*
2009E	20%	16%	10%	3%
2010E	26%	24%	22%	20%
2011E	27%	28%	24%	24%

* Calculation implies negative adjusted contribution.

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Discounted Cash Flow Analysis

Goldman Sachs performed an illustrative discounted cash flow analysis to determine a range of implied present values as of December 31, 2008 per share of Live Nation common stock, using (i) the base case and conservative case for Live Nation on a stand-alone basis and (ii) the base case and conservative case for the combined company on a pro forma basis, taking into account the synergies. In performing the illustrative discounted cash flow analysis, Goldman Sachs used a range of discount rates derived by utilizing a weighted average cost of capital analysis based on certain financial metrics, including betas, for Live Nation and selected companies which exhibited similar business characteristics to Live Nation. Such selected companies included:

- CBS Corporation
- CanWest Global Communications Corp.
- Corus Entertainment Inc.
- Crown Media Holdings Inc.
- The Walt Disney Co.
- Discovery Communications, Inc.
- DreamWorks Animation SKG Inc.
- Lions Gate Entertainment Corp.
- Liberty Media Interactive
- Marvel Entertainment, Inc.
- News Corp.
- Scripps Networks Interactive, Inc.
- Time Warner Inc.
- Viacom, Inc.
- Vivendi
- Warner Music Group Corp.
- CTS Eventim AG

The applied discount rates ranging from 10% to 13% were based on Goldman Sachs judgment of an illustrative range based upon the above analysis. These discount rates were applied to the projected cash flows of Live Nation and the combined company for fiscal years 2008 to 2012. Goldman Sachs also applied perpetuity growth rates ranging from 2% to 4% to a terminal year projected cash flow, which is the cash flow assumed to continue into perpetuity following the initial projection period which ends in calendar year 2012, to calculate a range of implied terminal values, and then applied discount rates ranging from 10.0% to 13.0% to this range of implied terminal values. The applied discount rates ranging from 10.0% to 13.0% were based on Goldman Sachs judgment of an illustrative range based upon the above weighted average cost of capital analysis. This analysis resulted in the following ranges of implied present values per share of Live Nation common stock:

Live Nation Implied Present Value per Share

Base Case		Conservative Case	
Stand-Alone Basis	**Pro Forma Combined Company Basis**	**Stand-Alone Basis**	**Pro Forma Combined Company Basis**
$5.73 $16.55	$7.80 $20.45	$2.76 $11.70	$5.11 $15.80

The implied present values per share of Live Nation common stock set forth in each of the Pro Forma Combined Company Basis columns in the charts for the Discounted Cash Flow Analysis above, and the Present Value of Future Theoretical Share Price Analysis below, represent ranges of values for the shares of common stock of the combined company to be held by stockholders of Live Nation prior to completion of the Merger, taking into account the exchange ratio and the consideration to be received in the Merger by Ticketmaster Entertainment stockholders. Accordingly, these implied present values per share illustrate an implied value per share of the combined company to be held by stockholders of Live Nation prior to the completion of the Merger (not the value of the combined company as a whole) that exceeds the value of Live Nation common stock at the time the Merger was announced.

Present Value of Future Theoretical Share Price Analysis

Goldman Sachs performed an analysis of the implied present value of the future theoretical price per share of Live Nation common stock, using (i) the base case and conservative case for Live Nation on a stand-alone basis, and (ii) the base case and conservative case for the combined company on a pro forma basis, taking into account the synergies. This analysis was designed to provide an indication of the present value of a theoretical

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future value of Live Nation s equity as a function of (a) Live Nation s estimated future EBITDA and a range of assumed enterprise value to forward EBITDA multiples with or without the Merger, assuming a constant discount rate, and (b) Live Nation s estimated future EBITDA and a range of assumed discount rates (derived using the cost of equity analysis described below) assuming a constant forward EBITDA multiple. For this analysis, Goldman Sachs used the forecasts for Live Nation on a stand-alone basis and for the combined company on a pro forma basis for fiscal years 2010, 2011 and 2012.

Goldman Sachs first calculated the implied values per share of Live Nation common stock for each of the fiscal years 2010, 2011 and 2012 by applying enterprise value to forward EBITDA multiples of 6.0x to 9.0x to EBITDA estimates for Live Nation on a stand-alone basis, and by applying enterprise value to forward EBITDA multiples of 4.8x to 8.0x to EBITDA estimates for the combined company on a pro forma basis. Goldman Sachs then discounted these values to December 31, 2008 using a discount rate of 14%. The range of enterprise value to forward EBITDA multiples used by Goldman Sachs in this analysis was derived by Goldman Sachs utilizing a number of factors based on its professional judgment and experience, including analysis of the enterprise value to forward EBITDA multiples of selected companies which exhibited similar business characteristics to Live Nation and Ticketmaster Entertainment, respectively, and were the same selected companies that Goldman Sachs used in connection with its discounted cash flow analysis. The discount rate of 14% used by Goldman Sachs in this analysis was derived by Goldman Sachs utilizing a cost of equity analysis based on certain financial metrics, including betas, for Live Nation and the combined company.

This analysis resulted in the following ranges of implied present values per share of Live Nation common stock:

Live Nation Implied Present Value per Share

Base Case		**Conservative Case**	
Stand-Alone Basis	**Pro Forma Combined Company Basis**	**Stand-Alone Basis**	**Pro Forma Combined Company Basis**
\$5.64 \$15.73	\$6.28 \$18.18	\$3.80 \$12.04	\$5.01 \$15.12

Using an enterprise value to forward EBITDA multiple of 7.0x (the median of the EBITDA multiples range for Live Nation on a stand-alone basis described above), Goldman Sachs then performed a sensitivity analysis (using discount rates ranging from 12% to 16%, derived using the cost of equity analysis described above) to determine a range of implied present values per share of Live Nation common stock based on EBITDA estimates for Live Nation on a stand-alone basis for each of the fiscal years 2010, 2011 and 2012. This sensitivity analysis resulted in the following ranges of implied present values per share of Live Nation common stock:

Base Case	**Conservative Case**
\$8.30 \$11.16	\$6.21 \$8.28

Finally, using a price to enterprise value to forward EBITDA multiple of 5.8x (the weighted average one-year forward enterprise value to forward EBITDA multiple of Live Nation and Ticketmaster Entertainment), Goldman Sachs performed a sensitivity analysis (using discount rates ranging from 12% to 16%, derived using the cost of equity analysis described above) to determine a range of implied present values per share of Live Nation common stock based on EBITDA estimates for the combined company on a pro forma basis for each of the fiscal years 2010, 2011 and 2012. This sensitivity analysis resulted in the following ranges of implied present values per share of Live Nation common stock:

Base Case	**Conservative Case**
\$9.35 \$12.12	\$7.87 \$9.55

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The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs opinion. In arriving at its fairness determination, Goldman Sachs considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the above analyses as a comparison is directly comparable to Live Nation or Ticketmaster Entertainment or the Merger.

Goldman Sachs prepared these analyses for purposes of providing its opinion to the Live Nation board of directors as to the fairness from a financial point of view to Live Nation of the exchange ratio pursuant to the Merger Agreement. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of Live Nation, Ticketmaster Entertainment, Goldman Sachs or any other person assumes responsibility if future results are materially different from those forecast.

The exchange ratio was determined through arm s-length negotiations between Live Nation and Ticketmaster Entertainment and was approved by the Live Nation board of directors. Goldman Sachs provided advice to Live Nation during these negotiations. Goldman Sachs did not, however, recommend any specific exchange ratio to Live Nation or the Live Nation board of directors or that any specific exchange ratio constituted the only appropriate exchange ratio for the Merger.

As described above, Goldman Sachs opinion to the Live Nation board of directors was one of many factors taken into consideration by the Live Nation board of directors in making its determination to approve the Merger Agreement and the Merger. The foregoing summary does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with the fairness opinion and is qualified in its entirety by reference to the written opinion of Goldman Sachs attached as Annex E.

Goldman Sachs and its affiliates are engaged in investment banking and financial advisory services, securities trading, investment management, principal investment, financial planning, benefits counseling, risk management, hedging, financing, brokerage activities and other financial and non-financial activities and services for various persons and entities. In the ordinary course of these activities and services, Goldman Sachs and its affiliates may at any time make or hold long or short positions and investments, as well as actively trade or effect transactions, in the equity, debt and other securities (or related derivative securities) and financial instruments (including bank loans and other obligations) of Live Nation, Ticketmaster Entertainment and any of their respective affiliates or any currency or commodity that may be involved in the transaction contemplated by the Merger Agreement for their own account and for the accounts of their customers. Goldman Sachs has acted as financial advisor to Live Nation in connection with, and participated in certain of the negotiations leading to, the transaction contemplated by the Merger Agreement. In addition, Goldman Sachs and its affiliates have provided certain investment banking and other financial services to Live Nation and its affiliates from time to time, including having acted as Live Nation s financial advisor in connection with Live Nation s acquisition of HOB Entertainment in November 2006, as co-manager with respect to Live Nation s 2.875% Convertible Notes due July 2027 (aggregate principal amount $220,000,000) in July 2007, as Live Nation s financial advisor in connection with the sale of its North American Theatrical operations in January 2008 and as Live Nation s financial advisor in connection with the sale of Live Nation Motor Sports in September 2008. Goldman Sachs and its affiliates also may provide investment banking and other financial services to Live Nation, Ticketmaster Entertainment and their respective affiliates in the future. In connection with the above-described services Goldman Sachs and its affiliates have received, and may receive, compensation.

The Live Nation board of directors selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the Merger. Pursuant to a letter agreement, Live Nation engaged Goldman Sachs to act as its financial advisor in connection with the transaction with Ticketmaster Entertainment and Live Nation agreed to pay Goldman Sachs a transaction fee equal to $6.5 million, $2.5 million of which was paid to Goldman Sachs upon execution of the Merger Agreement, and the remainder of which is payable upon completion of the Merger and satisfaction of certain other conditions. In addition, Live Nation has agreed to reimburse Goldman Sachs for certain of its expenses in connection with its engagement and to indemnify Goldman Sachs and related persons against various liabilities, including certain liabilities under the federal securities laws.

Deutsche Bank

Deutsche Bank delivered its opinion to the Live Nation board of directors that, as of February 9, 2009, based upon and subject to the assumptions made, matters considered and limits of the review undertaken by Deutsche Bank, the exchange ratio of 1.384 was fair, from a financial point of view, to Live Nation. Deutsche Bank s engagement was limited to providing a fairness opinion.

The full text of the written opinion of Deutsche Bank, dated February 9, 2009, which sets forth, among other things, the assumptions made, matters considered and limits on the review undertaken by Deutsche Bank in connection with the opinion, is attached as Annex F to this joint proxy statement/ prospectus and is incorporated by reference herein. Live Nation s stockholders are urged to read this opinion in its entirety. The following summary of the opinion is qualified in its entirety by reference to the full text of the opinion. Deutsche Bank provided its opinion for information and assistance of the Live Nation board of directors in connection with its consideration of the Merger. The Deutsche Bank opinion does not constitute a recommendation as to how any holder of Live Nation common stock should vote with respect to the share issuance proposal or any other matter.

In connection with Deutsche Bank s role as financial advisor to Live Nation, and in arriving at its opinion, Deutsche Bank reviewed certain publicly available financial and other information concerning Live Nation and Ticketmaster Entertainment, certain internal analyses, financial forecasts and other information prepared by the management of Live Nation and Ticketmaster Entertainment with respect to information relating to Ticketmaster Entertainment, and prepared by the management of Live Nation with respect to information relating to Live Nation. Deutsche Bank also held discussions with certain senior officers and other representatives and advisors of Live Nation regarding the businesses and prospects of Live Nation and Ticketmaster Entertainment, respectively, and of the combined company after giving effect to the Merger. In addition, Deutsche Bank:

- reviewed the reported prices and trading activity for Live Nation common stock and Ticketmaster Entertainment common stock;

- to the extent publicly available, compared certain financial and stock market information for Live Nation and Ticketmaster Entertainment with similar information for certain other companies it considered relevant whose securities are publicly traded;

- reviewed a draft dated February 7, 2009 of the Merger Agreement and certain related documents, including a draft dated February 7, 2009 of the Liberty Voting Agreement; and

- performed such other studies and analyses and considered such other factors as it deemed appropriate.

In preparing its opinion, Deutsche Bank did not assume responsibility for the independent verification of, and did not independently verify, any information, whether publicly available or furnished to it, concerning Live Nation or Ticketmaster Entertainment, including, without limitation, any financial information, forecasts or projections considered in connection with the rendering of its opinion. Accordingly, for purposes of its opinion, Deutsche Bank, with the Live Nation board of directors permission, assumed and relied upon the accuracy and completeness of all such information. Deutsche Bank did not conduct a physical inspection of any of the

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properties or assets, and did not prepare or obtain any independent evaluation or appraisal of any of the assets or liabilities (including any contingent, derivative or off-balance-sheet assets and liabilities), of Live Nation or Ticketmaster Entertainment or any of their respective subsidiaries, nor did Deutsche Bank evaluate the solvency or fair value of Live Nation or Ticketmaster Entertainment under any state or federal law relating to bankruptcy, insolvency or similar matters. With respect to the financial forecasts, including, without limitation, the analyses and forecasts of the amount and timing of certain cost savings, operating efficiencies, revenue effects, financial synergies and other strategic benefits projected by Live Nation to be achieved as a result of the Merger, which are referred as the synergies, as well as potential incremental expenses arising out of the Merger primarily related to obtaining certain third-party approvals, made available to Deutsche Bank and used in its analyses, Deutsche Bank assumed, with the permission of the Live Nation board of directors, that they have been reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of Live Nation and Ticketmaster Entertainment as to the matters covered thereby and with respect to financial forecasts and other information relating to Ticketmaster Entertainment prepared by the management of Live Nation, Deutsche Bank relied on such financial forecasts and other information at the direction of Live Nation. In rendering its opinion, Deutsche Bank expressed no view as to the reasonableness of such forecasts and projections, including, without limitation, the synergies, or the assumptions on which they are based. Deutsche Bank s opinion was necessarily based upon economic, market (including credit market) and other conditions as in effect on, and the information made available to Deutsche Bank, as of the date of its opinion.

For purposes of rendering its opinion, Deutsche Bank assumed, with the Live Nation board of directors permission, that, in all respects material to its analysis:

- the representations and warranties of Live Nation and Ticketmaster Entertainment contained in the Merger Agreement were true and correct;

- the Merger will be completed in accordance with its terms, without any material waiver, modification or amendment of any term, condition or agreement and that Live Nation, Ticketmaster Entertainment and Merger Sub will each perform all of the covenants and agreements to be performed by it under the Merger Agreement and that the announcement and the completion of the Merger will not result in the loss by either Live Nation or Ticketmaster Entertainment of any of its material relationships with its respective clients, customers or suppliers; and

- all material governmental, regulatory or other approvals, consents and clearances required in connection with the completion of the Merger will be obtained and that in connection with obtaining any necessary governmental, regulatory or other approvals, consents and clearances, no material restrictions will be imposed.

In addition, Deutsche Bank has been advised by Live Nation, and accordingly has assumed for purposes of rendering its opinion, that the Merger will be tax-free to Live Nation, Ticketmaster Entertainment and the stockholders of Ticketmaster Entertainment. Deutsche Bank has relied on the assessments made by Live Nation and its advisors with respect to such issues. Representatives of Live Nation have informed Deutsche Bank, and Deutsche Bank has further assumed, that the final terms of the Merger Agreement and Liberty Voting Agreement will not differ materially from the terms set forth in the draft Deutsche Bank has reviewed.

Deutsche Bank s Financial Analyses

Set forth below is a summary of the material financial analyses performed by Deutsche Bank in connection with its opinion and reviewed with the Live Nation board of directors at its meeting on February 8, 2009. The order of the analyses described below does not represent relative importance or weight given to those analyses by Deutsche Bank.

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Historical Exchange Ratio Analysis. In conducting the historical exchange ratio analysis, Deutsche Bank calculated the historical daily exchange ratios as the quotient of the closing sales prices of shares of Ticketmaster Entertainment common stock over the closing sales price, on each corresponding date, of shares of Live Nation common stock over the period from August 12, 2008 through February 3, 2009, which is the last trading day prior to the date on which rumors of the transaction first became public. Deutsche Bank compared these daily implied exchange ratios to the exchange ratio of 1.384. Pursuant to the terms of the Merger Agreement, such exchange ratio is subject to further adjustment in accordance with the Merger Agreement to ensure that the holders of the voting power of the equity interests of Ticketmaster Entertainment issued and outstanding immediately prior to the completion of the Merger receive in the Merger, in the aggregate, shares of Live Nation common stock representing 50.01% of the voting power of the equity interests of Live Nation issued and outstanding immediately following the Merger. Deutsche Bank also computed the implied economic ownership of the Live Nation stockholders in the combined company based on the above daily exchange ratios during the period from August 12, 2008 through February 3, 2009, as compared to the economic percentage ownership of 49.7% (based on the exchange ratio of 1.384x and the fully diluted outstanding number of shares of common stock calculated with the treasury stock method). The following table summarizes the results of these analyses:

Time Period (up to February 3, 2009)	Implied Exchange Ratio of Live Nation Common Stock to Ticketmaster Entertainment Common Stock	Implied Economic Ownership Percentage of Live Nation in Combined Company
Assumed exchange ratio	1.384x	49.7%
February 3, 2009	1.230x	52.7%
Last Week Average	1.142x	54.5%
Last Month Average	1.220x	52.9%
Last 3 Months Average	1.179x	53.7%
Average From August 12, 2008	1.128x	54.8%
Minimum From August 12, 2008	0.643x	68.0%
Maximum From August 12, 2008	1.624x	45.7%

Contribution Analysis. Deutsche Bank performed a contribution analysis in which it analyzed and compared the relative implied contributions of Live Nation and Ticketmaster Entertainment to the combined company on a percentage basis based on:

- estimated EBITDA, which means earnings before interest, taxes, depreciation and amortization, for calendar years ending December 31, 2008, 2009 and 2010; and

- unlevered free cash flow, which means estimated EBITDA minus capital expenditures, for calendar years ending December 31, 2008, 2009 and 2010. For the purpose of this analysis, Deutsche Bank adjusted Live Nation s 2008 capital expenditure of $186 million to $50 million, to reflect the level of capital expenditures planned in both the Live Nation base case and Live Nation conservative case forecasts. Deutsche Bank did not adjust Ticketmaster Entertainment s 2008 capital expenditure of $51 million, which is consistent with the level of capital expenditures in both the adjusted Ticketmaster Entertainment base case and adjusted Ticketmaster Entertainment conservative case forecasts.

For purposes of this analysis, Deutsche Bank reviewed the enterprise values of Live Nation and Ticketmaster Entertainment based upon the fully diluted outstanding number of shares of common stock calculated with the treasury stock method, and adjusted the respective contribution percentages resulting from EBITDA and unlevered free cash flow to reflect the relative capital structures for each of Live Nation and Ticketmaster Entertainment. The relative contribution analysis did not give effect to the impact of any synergies as a result of the proposed Merger.

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Deutsche Bank calculated the relative contribution percentages of Live Nation and Ticketmaster Entertainment using the Live Nation base case forecast and the adjusted Ticketmaster base case forecast, each prepared by Live Nation management. The following table presents the results of this analysis:

	Relative Enterprise Value Contribution from Live Nation to the Combined Company	Relative Equity Value Contribution from Live Nation Stockholders to the Combined Company
EBITDA		
Estimated Calendar Year Ending December 31, 2008	37.2%	2.2%
Estimated Calendar Year Ending December 31, 2009	43.5%	22.3%
Estimated Calendar Year Ending December 31, 2010	45.1%	27.3%
Unlevered free cash flow		
Estimated Calendar Year Ending December 31, 2008	33.7%	*
Estimated Calendar Year Ending December 31, 2009	42.1%	17.9%
Estimated Calendar Year Ending December 31, 2010	44.4%	25.0%

* Calculation implies negative equity value.

In addition, Deutsche Bank calculated the relative contribution percentages of Live Nation and Ticketmaster Entertainment using the Live Nation conservative case forecast and the adjusted Ticketmaster conservative case forecast, each prepared by Live Nation management. The following table presents the results of this analysis:

	Relative Enterprise Value Contribution from Live Nation to the Combined Company	Relative Equity Value Contribution from Live Nation Stockholders to the Combined Company
EBITDA		
Estimated Calendar Year Ending December 31, 2008	37.2%	2.2%
Estimated Calendar Year Ending December 31, 2009	40.3%	12.1%
Estimated Calendar Year Ending December 31, 2010	44.0%	23.9%
Unlevered free cash flow		
Estimated Calendar Year Ending December 31, 2008	33.7%	*
Estimated Calendar Year Ending December 31, 2009	38.0%	4.6%
Estimated Calendar Year Ending December 31, 2010	43.0%	20.5%

* Calculation implies negative equity value.

Discounted Cash Flow Analysis. Deutsche Bank performed a discounted cash flow analysis to determine indications of implied equity value per share of Live Nation common stock and Ticketmaster Entertainment common stock. In performing the discounted cash flow analysis, Deutsche Bank, on the basis of its professional judgment of the reasonable estimated weighted average cost of capital of Live Nation s and Ticketmaster Entertainment s businesses, used a range of discount rates from 10.5% to 12.5% and 10.375% to 13.125%, respectively, derived by utilizing a weighted average cost of capital analysis based on certain financial metrics, including betas, for Live Nation, Ticketmaster Entertainment and selected companies which exhibited similar business characteristics to Live Nation and Ticketmaster Entertainment. Such selected companies with respect to Live Nation included:

CTS Eventim AG
Cedar Fair, L.P.
International Speedway Corporation
Six Flags, Inc.
Speedway Motorsports, Inc.
Warner Music Group Corp.
World Wrestling Entertainment, Inc.

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Such selected companies with respect to Ticketmaster Entertainment included:

CTS Eventim AG	1-800-FLOWERS.COM, Inc.
Digital River, Inc.	Orbitz Worldwide, Inc.
eBay Inc.	Warner Music Group Corp.
Expedia, Inc.	

Deutsche Bank then applied the mid-point discount rates of 11.5% and 11.75%, respectively, to these ranges to projected unlevered free cash flows of Live Nation and Ticketmaster Entertainment for each of the estimated calendar years ending December 31, 2009 to 2012. The terminal values of both Live Nation and Ticketmaster Entertainment were calculated by Deutsche Bank, based on its professional judgment of Live Nation s and Ticketmaster Entertainment s reasonably estimated long-term growth potential, on a range of unlevered free cash flow perpetuity growth rates ranging from 1.0% to 4.0% to a terminal year projected cash flow, which is the cash flow assumed to continue into perpetuity following the initial projection period which ends in calendar year 2012.

For purposes of this analysis, Deutsche Bank analyzed two different sets of Live Nation management forecasts:

- Using the Live Nation base case forecast and the adjusted Ticketmaster base case forecast, and perpetuity growth rates ranging from 2.0% to 4.0%, Deutsche Bank derived implied equity values per share ranging from $10.10 to $13.94 for Live Nation common stock and $12.79 to $17.77 for Ticketmaster Entertainment common stock, implying an exchange ratio ranging from 0.918x to 1.759x and an implied economic ownership of Live Nation stockholders in the combined company ranging from 43.8% to 59.9%.

- Using the Live Nation conservative case forecast and the adjusted Ticketmaster conservative case forecast, and perpetuity growth rates ranging from 1.0% to 3.0%, Deutsche Bank derived implied equity values per share ranging from $5.55 to $8.19 for Live Nation common stock and $7.32 to $10.60 for Ticketmaster Entertainment common stock, implying an exchange ratio ranging from 0.894x to 1.910x and an implied economic ownership of Live Nation stockholders in the combined company ranging from 41.7% to 60.5%.

Value Accretion/Dilution Analysis. Deutsche Bank analyzed certain pro forma effects on the equity value per share of Live Nation common stock expected to result from the Merger, including (i) the expected operating synergies that may be achieved by the combined company, (ii) the expected cost of achieving such synergies, (iii) the expected cost of any operational dissynergies that may arise from combining both companies, (iv) the potential leakage in the net operating tax loss carryforwards of Live Nation and (v) any incremental financing costs expected to arise from the Merger. The analysis was based on the exchange ratio and on estimates provided by Live Nation management and Ticketmaster Entertainment management for synergies, net operating tax loss carryforwards and capital structures.

Deutsche Bank performed the value accretion/dilution analysis utilizing both a discounted cash flow analysis and a trading multiples-based valuation in order to illustrate value accretion or dilution to Live Nation stockholders based on the pro forma value of the combined company as compared to the standalone value of Live Nation.

- *Discounted cash flow-based intrinsic value analysis*. Deutsche Bank, on the basis of its professional judgment of the reasonable estimated weighted average cost of capital of Live Nation s and Ticketmaster Entertainment s businesses derived by utilizing a weighted average cost of capital analysis based on certain financial metrics, including betas, for Live Nation, Ticketmaster Entertainment and selected companies which exhibited similar business characteristics to Live Nation and Ticketmaster Entertainment (which companies are set forth under the heading Discounted Cash Flow Analysis), applied discount rates ranging from 10.5% to 12.5% to Live Nation projected unlevered free cash flows, discount rates ranging from 10.375% to 13.125% to Ticketmaster Entertainment projected unlevered free cash flows and discount rates ranging from 10.4375% to 12.8125% to the projected cash flows related to the items described in clauses (i) to (v) above.

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Using the Live Nation base case forecast and the adjusted Ticketmaster base case forecast, and perpetuity growth rates ranging from 2.0% to 4.0%, Deutsche Bank calculated value accretion to Live Nation stockholders ranging from 6.2% to 15.2%.

Using the Live Nation conservative case forecast and the adjusted Ticketmaster conservative case forecast, and perpetuity growth rates ranging from 1.0% to 3.0%, Deutsche Bank calculated value accretion to Live Nation stockholders ranging from 18.4% to 31.8%.

Trading multiples-based value analysis. Deutsche Bank performed the trading multiples-based analysis based on Live Nation s standalone EBITDA multiples, 5.8x and 5.0x, and the combined company s blended EBITDA multiples, 4.9x and 4.5x, for the estimated calendar years 2009 and 2010, respectively, based on equity research consensus estimates and closing stock prices as of February 3, 2009.

Using the Live Nation base case forecast and the adjusted Ticketmaster base case forecast, and the above assumptions, Deutsche Bank calculated value accretion to Live Nation stockholders ranging from 37.6% to 53.1% and 71.7% to 114.8% based on the combined company s blended EBITDA multiples and Live Nation s standalone EBITDA multiples, respectively.

Using the Live Nation conservative case forecast and the adjusted Ticketmaster conservative case forecast, and the above assumptions, Deutsche Bank calculated value accretion to Live Nation stockholders ranging from 7.8% to 26.0% and 39.4% to 83.9% based on the combined company s blended EBITDA multiples and Live Nation s standalone EBITDA multiples, respectively.

Based upon the foregoing analysis, Deutsche Bank determined that the transaction would be value accretive to Live Nation stockholders.

General. The foregoing summary describes all analyses and factors that Deutsche Bank deemed material in its presentation to the Live Nation board of directors, but is not a comprehensive description of all analyses performed and factors considered by Deutsche Bank in connection with preparing its opinion. The preparation of a fairness opinion is a complex process involving the application of subjective business judgment in determining the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, is not readily susceptible to summary description. Deutsche Bank believes that its analyses must be considered as a whole and that considering any portion of such analyses and of the factors considered without considering all analyses and factors could create a misleading view of the process underlying the opinion. In arriving at its fairness determination, Deutsche Bank did not assign specific weights to any particular analyses.

In conducting its analyses and arriving at its opinions, Deutsche Bank utilized a variety of generally accepted valuation methods. The analyses were prepared solely for the purpose of enabling Deutsche Bank to provide its opinion to the Live Nation board of directors as to the fairness to Live Nation of the exchange ratio described above as of the date of its opinion and do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold, which are inherently subject to uncertainty. In connection with its analyses, Deutsche Bank made, and was provided by Live Nation management and Ticketmaster Entertainment management with, numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of Deutsche Bank, Ticketmaster Entertainment or Live Nation. Analyses based on estimates or forecasts of future results are not necessarily indicative of actual past or future values or results, which may be significantly more or less favorable than suggested by such analyses. Because such analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of Live Nation, Ticketmaster Entertainment or their respective advisors, neither Live Nation nor Deutsche Bank nor any other person assumes responsibility if future results or actual values are materially different from these forecasts or assumptions.

The terms of the Merger, including the exchange ratio, were determined through negotiations between Ticketmaster Entertainment and Live Nation and were approved by the Live Nation board of directors. The decision to enter into the Merger was solely that of the Live Nation board of directors. As described above, the opinion and presentation of Deutsche Bank to the Live Nation board of directors were only one of a number of factors taken into consideration by the Live Nation board of directors in making its determination to approve the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger. Deutsche Bank s opinion was provided to the Live Nation board of directors to assist it in connection with its consideration of the Merger and does not constitute a recommendation to any Live Nation stockholder as to how that stockholder should vote or act with respect to the share issuance proposal or any other matter described in this joint proxy statement/prospectus. Deutsche Bank s opinion is limited to the fairness, from a financial point of view of the exchange ratio to Live Nation, and is subject to the assumptions, limitations, qualifications and other conditions contained therein. The Live Nation board of directors did not ask for, and the opinion does not address, the fairness of the Merger, or any consideration received in connection therewith, to the holders of any class of securities, creditors or other constituencies of Live Nation, nor does it address the fairness of the contemplated benefits of the Merger. Deutsche Bank expressly disclaimed any undertaking or obligation to advise any person of any change in any fact or matter affecting its opinion of which Deutsche Bank becomes aware after the date of the opinion. Deutsche Bank expressed no opinion as to the merits of the underlying decision by Live Nation to engage in the Merger. In addition, Deutsche Bank did not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation payable to or to be received by any of the officers, directors, or employees of any parties to the Merger, or any class of such persons, relative to the exchange ratio. Deutsche Bank s opinion did not in any manner address the prices at which Live Nation common stock or other securities will trade following the announcement or completion of the Merger.

Live Nation selected Deutsche Bank as a financial advisor in connection with the Merger based on Deutsche Bank s qualifications, expertise, reputation and experience in mergers and acquisitions. Live Nation has retained Deutsche Bank pursuant to an engagement letter dated February 3, 2009. Deutsche Bank was paid a fee of $1 million for the delivery of its opinion. Live Nation has agreed to reimburse Deutsche Bank for reasonable fees and disbursements of Deutsche Bank s counsel and all of Deutsche Bank s reasonable travel and other out-of-pocket expenses incurred in connection with the Merger or otherwise arising out of the retention of Deutsche Bank under the engagement letter. Live Nation has also agreed to indemnify Deutsche Bank and certain related persons to the full extent lawful against certain liabilities, including certain liabilities under the U.S. federal securities laws arising out of its engagement or the Merger.

Deutsche Bank is an internationally recognized investment banking firm experienced in providing advice in connection with mergers and acquisitions and related transactions. Deutsche Bank is an affiliate of Deutsche Bank AG, which, together with its affiliates, is referred to as the DB group. One or more members of the DB group have, from time to time, provided investment banking, commercial banking (including extension of credit) and other financial services to Live Nation or its affiliates for which it has received compensation, including (i) a member of the DB group is a lender under Live Nation s Amended and Restated Credit Agreement, dated as of July 17, 2008, among Live Nation, certain subsidiaries of Live Nation, the lenders party thereto, J.P. Morgan Chase Bank, N.A., as administrative agent, J.P. Morgan Chase Bank, N.A., Toronto Branch, as Canadian agent, J.P. Morgan Europe Limited, as London agent, and Bank of America, N.A., as syndication agent; (ii) a member of the DB group served as a co-manager of Live Nation s offering of $220 million principal amount of 2.875% Convertible Senior Notes due 2027 and (iii) a member of the DB group has extended to Live Nation a foreign currency swap line. One or more members of the DB group may also provide investment and commercial banking services to Live Nation and Ticketmaster Entertainment in the future, for which the DB group would expect to receive compensation.

In the ordinary course of business, members of the DB group may actively trade in the securities and other instruments and obligations of Live Nation and Ticketmaster Entertainment for their own accounts and for the accounts of their customers. Accordingly, the DB group may at any time hold a long or short position in such securities, instruments and obligations.

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Certain Financial Forecasts Utilized by the Ticketmaster Entertainment Board of Directors and Ticketmaster Entertainment s Financial Advisor

Ticketmaster Entertainment 2009 Operating Plan and February 2009 Financial Projections

Ticketmaster Entertainment does not, as a matter of course, publicly disclose forecasts as to future performance, earnings or other results due to the unpredictability of the underlying assumptions and estimates. However, in connection with discussions concerning the Merger, Ticketmaster Entertainment provided Live Nation and its financial advisors with certain non-public unaudited prospective financial information embodied in the Ticketmaster Entertainment 2009 operating plan, including prospective financial information regarding revenue and Adjusted EBITDA for the fiscal years 2009 through 2012. The Ticketmaster Entertainment 2009 operating plan was prepared during the fourth quarter of 2008 in the ordinary course of Ticketmaster Entertainment s budget and planning process and updated with respect to prospective financial information in connection with due diligence, and was not prepared with a view toward public disclosure. A summary of this information is presented below.

In addition, Ticketmaster Entertainment management prepared a more conservative forecast of financial performance based on the Ticketmaster Entertainment 2009 operating plan, as updated, assuming a sustained significant decline in consumer demand and spending for all types of leisure and live entertainment events, reflecting a further decline in non-ticketing revenue and eroding growth in the resale ticketing business.

In connection with its consideration of the proposed Merger in February 2009, the Ticketmaster Entertainment board of directors assessed the attainability of the Ticketmaster Entertainment 2009 operating plan, as updated by Ticketmaster Entertainment s management in February 2009, and Ticketmaster Entertainment management s more conservative forecast (which is set forth on the following page under the heading Ticketmaster Entertainment Management Conservative Case) in light of deteriorating macroeconomic conditions and Ticketmaster Entertainment s actual performance relative to internal projections for prior periods which resulted in the Ticketmaster Entertainment board of directors adopting more conservative financial projections for Ticketmaster Entertainment based on which Allen & Co. prepared its analysis of the Merger (see Opinion of Ticketmaster Entertainment s Financial Advisor beginning on page 94). The financial projections adopted by the Ticketmaster Entertainment board of directors in February 2009, which are referred to as the Ticketmaster Entertainment base case financial projections and the Ticketmaster Entertainment downside case financial projections, are summarized below.

Neither the inclusion of the unaudited prospective financial information with respect to Ticketmaster Entertainment nor the inclusion of the adjusted Live Nation base case forecast and the adjusted Live Nation downside case forecast (each as more fully described below) in this joint proxy statement/prospectus should be regarded as an indication that Ticketmaster Entertainment or its board of directors considered, or now considers, these projections and forecasts to be a reliable predictor of future results. You should not place undue reliance on the unaudited prospective financial information contained in this joint proxy statement/prospectus. Please read carefully Important Information About the Financial Forecasts beginning on page 92.

The following tables present selected unaudited prospective financial data for the fiscal years ending 2009 through 2012 from the Ticketmaster Entertainment 2009 operating plan, the Ticketmaster Entertainment Management Conservative Case, the Ticketmaster Entertainment base case financial projections and the Ticketmaster Entertainment downside case financial projections:

Ticketmaster Entertainment 2009 Operating Plan

	Year Ended December 31,			
	2009E	2010E	2011E	2012E
	(dollars in millions)			
Revenue	$ 1,583	$ 1,719	$ 1,932	$ 2,153
Adjusted EBITDA(1)	304	325	358	383

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(1) Adjusted Earnings before Interest, Income Taxes, Depreciation and Amortization (Adjusted EBITDA) is a non-GAAP financial measure that Ticketmaster Entertainment defines as operating income excluding, if applicable: (i) depreciation expense, (ii) non-cash compensation expense, (iii) amortization and impairment of intangibles, (iv) goodwill impairment, (v) pro forma adjustments for significant acquisitions and (vi) one-time items. Adjusted EBITDA does not include the impact of any (a) synergies or (b) costs related to the Merger.

Ticketmaster Entertainment Management Conservative Case

	2009E	2010E	2011E	2012E
		(dollars in millions)		
Revenue	$ 1,509	$ 1,639	$ 1,825	$ 2,024
Adjusted EBITDA(1)	285	290	308	318

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(1) Adjusted EBITDA is a non-GAAP financial measure that Ticketmaster Entertainment defines as operating income excluding, if applicable: (i) depreciation expense, (ii) non-cash compensation expense, (iii) amortization and impairment of intangibles, (iv) goodwill impairment, (v) pro forma adjustments for significant acquisitions and (vi) one-time items. Adjusted EBITDA does not include the impact of any (a) synergies or (b) costs related to the Merger.

Ticketmaster Entertainment Base Case Financial Projections

	Year Ended December 31,			
	2009E	2010E	2011E	2012E
		(dollars in millions)		
Revenue	$ 1,281	$ 1,373	$ 1,503	$ 1,639
Adjusted EBITDA(1)	245	245	254	256

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(1) Adjusted EBITDA is a non-GAAP financial measure that Ticketmaster Entertainment defines as operating income excluding, if applicable: (i) depreciation expense, (ii) non-cash compensation expense, (iii) amortization and impairment of intangibles, (iv) goodwill impairment, (v) pro forma adjustments for significant acquisitions and (vi) one-time items. Adjusted EBITDA does not include the impact of any (a) synergies or (b) costs related to the Merger.

Ticketmaster Entertainment Downside Case Financial Projections

	Year Ended December 31,			
	2009E	2010E	2011E	2012E
		(dollars in millions)		
Revenue	$ 1,184	$ 1,226	$ 1,284	$ 1,343
Adjusted EBITDA(1)	226	212	204	191

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(1) Adjusted EBITDA is a non-GAAP financial measure that Ticketmaster Entertainment defines as operating income excluding, if applicable: (i) depreciation expense, (ii) non-cash compensation expense, (iii) amortization and impairment of intangibles, (iv) goodwill impairment, (v) pro forma adjustments for significant acquisitions and (vi) one-time items. Adjusted EBITDA does not include the impact of any (a) synergies or (b) costs related to the Merger.

Live Nation Financial Forecasts

Ticketmaster Entertainment management prepared an adjusted Live Nation base case forecast and an adjusted Live Nation downside case forecast, each of which was based upon the Live Nation base case forecast prepared by Live Nation management regarding Live Nation s forecasted operating results for 2009 through

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2012 and, for 2009 forecast only, subsequently updated by Live Nation management. For purposes of preparing the adjusted Live Nation base case forecast, Ticketmaster Entertainment assumed a modest impact on consumer discretionary spending through the forecast period from continuing negative macroeconomic factors in the short to medium term. For purposes of preparing the adjusted Live Nation downside case forecast, Ticketmaster Entertainment assumed a sustained significant decline in attendance at live music events, offset by potential operational adjustments undertaken by Live Nation as well as an assumed reduction to growth expectations in sponsorship revenues from 2009 to 2012. Additionally, Ticketmaster Entertainment analyzed sensitivity to changes in talent production and advertising costs, as well as the impact on Adjusted EBITDA of lower average ticket prices and attendance. Ticketmaster Entertainment provided Allen & Co. with the adjusted Live Nation base case forecast and the adjusted Live Nation downside case forecast for purposes of Allen & Co. s financial analyses. The Live Nation forecasts provided to Ticketmaster Entertainment by Live Nation are discussed under Certain Financial Forecasts Utilized by the Live Nation Board of Directors and Live Nation s Financial Advisors beginning on page 71. Ticketmaster Entertainment did not utilize the 2009 adjusted operating income forecast reflected in the Live Nation conservative case forecast as provided to Ticketmaster Entertainment and instead Ticketmaster Entertainment management prepared its own downside case, as discussed above, for Live Nation results through 2012.

The principal components of the adjusted Live Nation base case forecast and the adjusted Live Nation downside case forecast, as used by the Ticketmaster Entertainment board of directors for purposes of its consideration of the Merger and by Allen & Co. for purposes of its financial analyses, are set forth below:

Adjusted Live Nation Base Case Forecast:

	Year Ended December 31,				
	2008E	2009E	2010E	2011E	2012E
	(dollars in millions)				
Revenue	$ 4,168	$ 4,232	$ 4,470	$ 4,604	$ 4,742
Adjusted EBITDA(1)	170	194	231	242	254

(1) Adjusted EBITDA is a non-GAAP financial measure that Ticketmaster Entertainment defines as operating income excluding, if applicable: (i) depreciation expense, (ii) non-cash compensation expense, (iii) amortization and impairment of intangibles, (iv) goodwill impairment, (v) pro forma adjustments for significant acquisitions and (vi) one-time items.

Adjusted Live Nation Downside Case Forecast:

	Year Ended December 31,				
	2008E	2009E	2010E	2011E	2012E
	(dollars in millions)				
Revenue	$ 4,168	$ 4,088	$ 4,385	$ 4,516	$ 4,651
Adjusted EBITDA(1)	170	148	212	223	234

(1) Adjusted EBITDA is a non-GAAP financial measure that Ticketmaster Entertainment defines as operating income excluding, if applicable: (i) depreciation expense, (ii) non-cash compensation expense, (iii) amortization and impairment of intangibles, (iv) goodwill impairment, (v) pro forma adjustments for significant acquisitions and (vi) one-time items.

Important Information About the Financial Forecasts

While the Ticketmaster Entertainment 2009 operating plan, the Ticketmaster Entertainment Management Conservative Case, Ticketmaster Entertainment base case financial projections, Ticketmaster Entertainment downside case financial projections, adjusted Live Nation base case forecast and adjusted Live Nation downside case forecast, which are collectively referred to as the Ticketmaster Entertainment operating plan and financial

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forecasts, were prepared in good faith, no assurance can be made regarding future events. The estimates and assumptions underlying the Ticketmaster Entertainment operating plan and financial forecasts involve judgments with respect to, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions that may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, including, among others, risks and uncertainties described under Risk Factors and Cautionary Statement Regarding Forward-Looking Statements beginning on pages 33 and 32, respectively, all of which are difficult to predict and many of which are beyond the control of Live Nation and/or Ticketmaster Entertainment and will be beyond the control of the combined company. There can be no assurance that the underlying assumptions will prove to be accurate or that the projected results will be realized, and actual results likely will differ, and may differ materially, from those reflected in the Ticketmaster Entertainment operating plan and financial forecasts, whether or not the Merger is completed. The Ticketmaster Entertainment operating plan and financial forecasts therefore cannot be considered a reliable predictor of future operating results, and this information should not be relied on as such.

The Ticketmaster Entertainment operating plan and financial forecasts summarized in this section were prepared solely for internal use by Ticketmaster Entertainment and not with a view toward public disclosure or with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial data, published guidelines of the SEC regarding forward-looking statements or GAAP. The Ticketmaster Entertainment operating plan and financial forecasts are not fact and should not be relied upon as being necessarily indicative of future results, and readers of this joint proxy statement/prospectus are cautioned not to place undue reliance on this information. None of the Ticketmaster Entertainment operating plan and financial forecasts reflects any impact of the Merger.

Ernst & Young LLP (Ticketmaster Entertainment s independent registered public accounting firm) has not examined, compiled or otherwise performed any procedures with respect to the Ticketmaster Entertainment operating plan and financial forecasts and, accordingly, Ernst & Young LLP has not expressed any opinion or given any other form of assurance with respect thereto and they assume no responsibility for the Ticketmaster Entertainment operating plan and financial forecasts. The Ernst & Young LLP reports either incorporated by reference or included in this joint proxy statement/prospectus relate to the historical financial information of Live Nation and Ticketmaster Entertainment, respectively. Such reports do not extend to the Ticketmaster Entertainment operating plan and financial forecasts and should not be read to do so.

By including in this joint proxy statement/prospectus a summary of the Ticketmaster Entertainment operating plan and financial forecasts, neither Ticketmaster Entertainment nor any of its representatives has made or makes any representation to any person regarding the ultimate performance of Ticketmaster Entertainment or Live Nation compared to the information contained in the Ticketmaster Entertainment operating plan and financial forecasts. The Ticketmaster Entertainment operating plan and financial forecasts summarized in this section were prepared during the periods described above and have not been updated to reflect any changes since February 2009 or the actual 2008 results of operations of Live Nation and Ticketmaster Entertainment, as set forth under Selected Historical Financial Data of Live Nation and Selected Historical Financial Data of Ticketmaster Entertainment on pages 24 and 26, respectively. Neither Ticketmaster Entertainment, Live Nation nor, after completion of the Merger, the combined company undertakes any obligation, except as required by law, to update or otherwise revise the financial forecasts or financial information to reflect circumstances existing since their preparation or to reflect the occurrence of unanticipated events, even in the event that any or all of the underlying assumptions are shown to be in error, or to reflect changes in general economic or industry conditions.

The summary of the Ticketmaster Entertainment operating plan and financial forecasts is not included in this joint proxy statement/prospectus in order to induce any stockholder to vote in favor of the Merger proposal or any of the other proposals to be voted on at the Ticketmaster Entertainment annual meeting or the share issuance proposal or any of the other proposals to be voted on at the Live Nation annual meeting.

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Opinion of Ticketmaster Entertainment s Financial Advisor

Ticketmaster Entertainment engaged Allen & Co. as financial advisor and to render an opinion as to the fairness, from a financial point of view, of the Merger consideration to be received by the holders of shares of Ticketmaster Entertainment common stock in the Merger. On February 8, 2009, Allen & Co. delivered its oral opinion to the Ticketmaster Entertainment board of directors, subsequently confirmed in writing on February 10, 2009, to the effect that, as of the date of its opinion and based upon and subject to the qualifications, limitations and assumptions set forth therein, the Merger consideration to be received by the holders of shares of Ticketmaster Entertainment common stock in the Merger was fair, from a financial point of view, to the holders of Ticketmaster Entertainment common stock.

This summary of Allen & Co. s written opinion is qualified in its entirety by reference to the full text of Allen & Co. s written opinion, dated February 10, 2009, attached as Annex G. You are urged to, and should, read Allen & Co. s written opinion carefully and in its entirety. Allen & Co. s written opinion addresses only the fairness, from a financial point of view, of the Merger consideration to be received by the holders of shares of Ticketmaster Entertainment common stock in the Merger, as of the date of Allen & Co. s written opinion. The opinion of Allen & Co. was provided for the information and assistance of the Ticketmaster Entertainment board of directors in connection with its consideration of the Merger and does not constitute a recommendation to any Ticketmaster Entertainment stockholder as to how such stockholder should vote or act on the Merger proposal or any other matter to be considered at the Ticketmaster Entertainment annual meeting. The form and amount of consideration payable in the Merger were determined through negotiations between Live Nation and Ticketmaster Entertainment and were approved by the Ticketmaster Entertainment board of directors. Allen & Co. s opinion and presentation to the Ticketmaster Entertainment board of directors was one of many factors that the Ticketmaster Entertainment board of directors took into consideration in making its determination to approve the Merger Agreement.

In arriving at its opinion, Allen & Co., among other things:

- reviewed and analyzed certain publicly available financial statements and other business and financial information of each of Ticketmaster Entertainment and Live Nation;
- reviewed and analyzed certain internal financial statements and other financial and operating data of each of Ticketmaster Entertainment and Live Nation provided by the management of each company;
- reviewed and analyzed certain financial projections prepared by the management of each of Ticketmaster Entertainment and Live Nation in connection with the proposed Merger, and discussed such projections with the management of each company and with the Ticketmaster Entertainment board of directors;
- reviewed and analyzed information relating to certain strategic, financial and operational benefits anticipated from the Merger, prepared by the management of each of Ticketmaster Entertainment and Live Nation;
- reviewed and analyzed information relating to past and current operations and financial condition and prospects of Ticketmaster Entertainment based on discussions with the Ticketmaster Entertainment board of directors and senior executives of Ticketmaster Entertainment;
- reviewed and analyzed information relating to past and current operations and financial condition and prospects of Live Nation based on discussions with senior executives of each of Live Nation and Ticketmaster Entertainment;
- reviewed and analyzed reported prices and trading activity for Ticketmaster Entertainment common stock and Live Nation common stock;

reviewed and analyzed public financial information of publicly traded companies comparable to Ticketmaster Entertainment and Live Nation;

reviewed and analyzed public financial information of certain comparable merger of equals transactions;

reviewed and analyzed the Merger Agreement and certain related documents;

reviewed and analyzed the proposed employment arrangements for the expected Chief Executive Officer and the Executive Chairman of the combined company following the completion of the Merger; and

conducted such other financial analyses and investigations as it deemed necessary or appropriate for the purposes of its opinion.

In connection with its review, Allen & Co. did not assume any responsibility for independent verification of any of the information utilized in its analyses and relied upon and assumed the accuracy and completeness of all of the financial, accounting, tax and other information that was available to Allen & Co. from public sources, that was provided to it by Ticketmaster Entertainment and/or Live Nation or their respective representatives, or that was otherwise reviewed by Allen & Co. With respect to the projected business information and financial results provided to Allen & Co. by Ticketmaster Entertainment and/or Live Nation or their respective representatives, Allen & Co. assumed no responsibility for such forecasts or the assumptions on which they were based.

Allen & Co. also assumed, with Ticketmaster Entertainment s consent, that the Merger would be completed in accordance with the terms and conditions set forth in the Merger Agreement and certain related documents that it reviewed. Allen & Co. neither conducted a physical inspection of the properties and facilities of Ticketmaster Entertainment or Live Nation nor, except as specifically set forth in the opinion, made or obtained any evaluations or appraisals of the assets or liabilities of Ticketmaster Entertainment or Live Nation, or conducted any analysis concerning the solvency of Ticketmaster Entertainment or Live Nation. Allen & Co. s opinion addressed only the fairness, from a financial point of view, of the Merger consideration to be received by the holders of shares of Ticketmaster Entertainment common stock in the Merger, and did not address any other aspect or implication of the Merger or any other agreement, arrangement or understanding entered into in connection with the Merger or otherwise. Allen & Co. s opinion is necessarily based upon information made available to it as of the date of its opinion, and upon financial, economic, market and other conditions as they existed and could be evaluated on the date of Allen & Co. s opinion. Allen & Co. s opinion did not address the relative merits of the Merger as compared to other business strategies that might be available to Ticketmaster Entertainment, nor did it address Ticketmaster Entertainment s underlying business decision to proceed with the Merger. Allen & Co. did not express an opinion about the fairness of any compensation payable to any of Ticketmaster Entertainment s officers, directors or employees in connection with the Merger, relative to the compensation payable to the Ticketmaster Entertainment stockholders. In addition, Allen & Co. s opinion did not express any opinion as to any tax or other consequences that might result from the Merger, nor did its opinion address any legal, tax, regulatory or accounting matters.

In preparing its opinion, Allen & Co. performed a number of financial and comparative analyses, including those further described below. Ticketmaster Entertainment provided no instructions to, nor imposed any limitations on, Allen & Co. with respect to the investigations made or procedures followed by Allen & Co. in rendering its opinion. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Allen & Co. believes that its analyses must be considered as a whole and that selecting portions of its analyses and of the factors considered by it, without considering all analyses and factors, could create a misleading view of the processes underlying its opinion. No company or transaction used in the analyses performed by Allen & Co. as a comparison is identical to Ticketmaster Entertainment or the contemplated Merger. In addition, Allen & Co. may have given some analyses more or less weight than other analyses, and may have deemed various assumptions more or less probable than other assumptions, so that the range of valuation resulting from any particular analysis described below should not be taken to be Allen & Co. s view of the actual value of Ticketmaster Entertainment. The analyses performed by Allen & Co. are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by such analyses. In addition, analyses relating to the value of businesses or assets do not purport to be appraisals or to necessarily reflect the prices at which businesses or assets may actually be sold. The analyses performed were prepared solely as part of Allen & Co. s analysis of the fairness, from a financial point of view, of the Merger consideration to be received by the holders of shares of Ticketmaster Entertainment common stock in the Merger, and were provided to the Ticketmaster Entertainment board of directors in connection with the delivery of Allen & Co. s opinion.

Valuation Methods and Analyses

The following is a summary of material financial analyses performed by Allen & Co. in connection with the preparation of its opinion, and reviewed with the Ticketmaster Entertainment board of directors at meetings held on February 6, 2009 and February 8, 2009 and subsequently confirmed in writing on February 10, 2009. Certain of the following summaries of financial analyses that were performed by Allen & Co. include information presented in tabular format. In order to understand fully the material financial analyses that were performed by Allen & Co., the tables should be read together with the text of each summary. The tables alone do not constitute a complete description of the material financial analyses.

Valuation of Live Nation

Allen & Co. used the following methodologies to determine an implied range of share prices for Live Nation: (1) trading ranges; (2) Wall Street analyst target prices; (3) trading comparables; and (4) discounted cash flow analyses.

(1) *Trading Ranges*. Allen & Co. compared Live Nation s share price of $4.99 as of February 3, 2009, the last trading day before various news outlets began reporting on a possible transaction involving Live Nation and Ticketmaster Entertainment, which is referred to as the Live Nation Current Share Price, to the trading ranges of Live Nation common stock for the one-month, three-month, six-month and 12-month periods preceding such date. Allen & Co. gave more weight to the one-month and three-month trading ranges given the recent economic downturn. Allen & Co. noted that the one-month range of trading prices for Live Nation common stock was between $4.66 and $6.55 per share, the three-month range of trading prices for Live Nation common stock was between $2.73 and $11.74 per share and the six-month and 12-month range of trading prices for Live Nation common stock were each between $2.73 and $18.75 per share. Allen & Co. found the Live Nation Current Share Price to be within the one-month, three-month, six-month and 12-month trading ranges.

(2) *Wall Street Analyst Target Prices.* Allen & Co. reviewed analyst reports from various Wall Street firms published between November 2008 and February 2009 with respect to Live Nation. For each report, Allen & Co. noted each analyst s target stock price for Live Nation. Wall Street firms from which Allen & Co. reviewed analyst reports included:

Morgan Joseph & Co. Inc.

The Goldman Sachs Group, Inc.

Thomas Weisel Partners LLC

Miller Tabak + Co., LLC

Natixis Bleichroeder Inc.

Allen & Co. determined that the analyst target stock price range for Live Nation common stock was between $6.00 and $12.00 per share and that the Live Nation Current Share Price was below the analyst price target range. By comparison, Allen & Co. noted that as of February 3, 2009, 41% of companies included in the S&P 500 were trading below the analyst price target range, with the majority of the S&P 500 companies trading within the analyst price target range.

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(3) *Trading Comparables.* Allen & Co. performed a comparable public company analysis, which is intended to provide an implied value of a company, by comparing certain financial information of Live Nation with corresponding financial information of similar public companies. Allen & Co. selected companies whose stock was publicly traded and who Allen & Co. viewed as sharing similar business characteristics and market capitalizations with Live Nation. Specifically, Allen & Co. selected publicly traded companies that provide ticketing and live event entertainment services with a market capitalization between $200 million and $1 billion. Allen & Co. determined that in its view CTS was the only available comparable company to Live Nation and analyzed and examined its enterprise value and market capitalization multiples. Allen & Co. then calculated the ratio of enterprise value to revenue, enterprise value to EBITDA and market capitalization to net income on a projected calendar year basis for 2008 through 2010 for CTS. Based on its analysis of CTS, Allen & Co. applied the resulting multiples to relevant financial data of Live Nation to calculate a range of implied enterprise values. This analysis indicated an implied range of share prices for Live Nation common stock of $4.75 to $6.75 per share. Allen & Co. noted that the Live Nation Current Share Price was within the implied range for the trading comparable. Given the limited number of comparable companies, Allen & Co. gave the trading comparables analysis less weight than other analyses.

(4) *Discounted Cash Flow Analyses.* Allen & Co. s discounted cash flow approach was based upon certain financial projections and estimates for the fiscal years 2009 to 2013. Allen & Co. produced three discounted cash flow analyses derived from each of the (i) updated Live Nation base case forecast, (ii) adjusted Live Nation base case forecast and (iii) adjusted Live Nation downside case forecast (see Certain Financial Forecasts Utilized by the Ticketmaster Entertainment Board of Directors and Ticketmaster Entertainment s Financial Advisor beginning on page 90). Allen & Co. s analyses utilized the projected cash flows of Live Nation in each of the three cases discounted back to present value based on a range of risk-adjusted discount rates. Allen & Co. used discount rates ranging from 10% to 15%. Allen & Co. derived this range by calculating Live Nation s weighted average cost of capital based upon (a) the capital structures and equity betas of Live Nation, Ticketmaster Entertainment and CTS, (b) the U.S. ten-year treasury rates as of February 3, 2009, (c) an equity market risk premium as published by market research, (d) the equity size risk premium for companies of comparable size as published by market research, (e) an assumed 37% marginal tax rate and (f) the market yields for Live Nation s outstanding debt maturities as of February 3, 2009. Allen & Co. used forward EBITDA exit multiples ranging from 6.0x to 7.0x, which range was derived taking into consideration recent EBITDA trading multiples for Live Nation. These analyses resulted in the following results for each case:

	Updated Live Nation Base Case Forecast	Adjusted Live Nation Base Case Forecast	Adjusted Live Nation Downside Case Forecast
Implied range of per share prices for Live Nation common stock	$ 5.75 $11.50	$ 3.75 $8.75	$ 1.50 $6.25

Allen & Co. determined that the Live Nation Current Share Price was (i) below the range of implied share prices for Live Nation common stock derived from its discounted cash flow analysis based on the updated Live Nation base case forecast and (ii) within the range of implied share prices for Live Nation common stock derived from its discounted cash flow analysis based on each of the adjusted Live Nation base case forecast and the adjusted Live Nation downside case forecast. Allen & Co. placed greater emphasis on the results derived from its discounted cash flow analysis based on each of the adjusted Live Nation base case forecast and the adjusted Live Nation downside case forecast. Allen & Co. noted that the Live Nation Current Share Price reflected a small discount to the median of the low and high range of values derived from the adjusted Live Nation base case forecast and the adjusted Live Nation downside case forecast.

Valuation of Ticketmaster Entertainment

Allen & Co. used the following methodologies to determine an implied range of share prices for Ticketmaster Entertainment: (1) trading ranges, (2) Wall Street analyst target prices, (3) trading comparables and (4) discounted cash flow analyses.

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(1) *Trading Ranges.* Allen & Co. compared Ticketmaster Entertainment s share price of $6.14 as of February 3, 2009, the last trading day before various news outlets began reporting on a possible transaction involving Live Nation and Ticketmaster Entertainment, which is referred to as the Ticketmaster Entertainment Current Share Price, and the implied price per share of Ticketmaster Entertainment common stock of $6.90 derived from the product of the Live Nation Current Share Price and the exchange ratio, which implied price is referred to as the Implied Offer Price, to the trading ranges of the Ticketmaster Entertainment common stock for the one-month and three-month periods preceding such date and for the period since the Ticketmaster Entertainment spin-off. Allen & Co. gave more weight to the one-month and three-month trading ranges given the recent economic downturn. Allen & Co. noted that the one-month range of trading prices for Ticketmaster Entertainment common stock was between $5.56 and $7.22 per share, the three-month range of trading prices for Ticketmaster Entertainment common stock was between $3.33 and $10.50 per share and the range of trading prices for Ticketmaster Entertainment common stock since the Ticketmaster Entertainment spin-off was between $3.33 and $27.00 per share. Allen & Co. found the Ticketmaster Entertainment Current Share Price and the Implied Offer Price to be within the one-month and three-month trading ranges and the trading range since the Ticketmaster Entertainment spin-off.

(2) *Wall Street Analyst Target Prices.* Allen & Co. reviewed analyst reports from various Wall Street firms published between November 2008 and January 2009 with respect to Ticketmaster Entertainment. For each report, Allen & Co. noted each analyst s target stock price for Ticketmaster Entertainment. Wall Street firms from which Allen & Co. reviewed analyst reports included:

- Gabelli & Company, Inc.
- Citigroup Global Markets Inc.
- Thomas Weisel Partners LLC
- Stifel, Nicolaus & Company, Inc.

Allen & Co. determined that the analyst price target range for Ticketmaster Entertainment common stock was between $6.50 and $9.25 per share and that (i) the Ticketmaster Entertainment Current Share Price was below the analyst target stock price range and (ii) the Implied Offer Price was within the analyst target stock price range. By comparison, Allen & Co. noted that as of February 3, 2009, 41% of companies included in the S&P 500 were trading below the analyst price target range, with the majority of the S&P 500 companies trading within the analyst price target range.

(3) *Trading Comparables*. Allen & Co. performed a comparable public company analysis, which is intended to provide an implied value of a company, by comparing certain financial information of Ticketmaster Entertainment with corresponding financial information of similar public companies. Allen & Co. selected companies whose stock was publicly traded and who Allen & Co. viewed as sharing similar business characteristics and market capitalizations with Ticketmaster Entertainment. Specifically, Allen & Co. selected publicly traded companies that provide ticketing and live event entertainment services with a market capitalization between $200 million and $1 billion. Allen & Co. determined that in its view CTS was the only available comparable company to Ticketmaster Entertainment and analyzed and examined its enterprise value and market capitalization multiples. Allen & Co. then calculated the ratio of enterprise value to revenue, enterprise value to EBITDA and market capitalization to net income on a projected calendar year basis for 2008 through 2010 for CTS. Based on its analysis of CTS, Allen & Co. applied the resulting multiples to relevant financial data of Ticketmaster Entertainment to calculate a range of implied enterprise values. This analysis indicated a range of share prices for Ticketmaster Entertainment common stock of $22.00 to $26.50 per share. Allen & Co. noted that the Ticketmaster Entertainment Current Share Price and the Implied Offer Price were below the implied range for the trading comparable. Given the limited number of comparable companies, Allen & Co. gave the trading comparables analysis less weight than other analyses.

(4) *Discounted Cash Flow Analyses.* Allen & Co. s discounted cash flow approach was based upon certain financial projections and estimates for the fiscal years 2009 to 2013. Allen & Co. produced three discounted cash flow analyses derived from each of (i) publicly available Wall Street analysts projections, which are referred to

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as the Ticketmaster Entertainment Wall Street case projections, (ii) the Ticketmaster Entertainment base case financial projections and (iii) the Ticketmaster Entertainment downside case financial projections (see Certain Financial Forecasts Utilized by the Ticketmaster Entertainment Board of Directors and Ticketmaster Entertainment s Financial Advisor beginning on page 90). Allen & Co. s analyses utilized the projected cash flows of Ticketmaster Entertainment in each of the three cases discounted back to present value based on a range of risk-adjusted discount rates. Allen & Co. used discount rates ranging from 10% to 15%. Allen & Co. derived this range by calculating Ticketmaster Entertainment s weighted average cost of capital based upon (a) the capital structures and equity betas of Ticketmaster Entertainment, Live Nation and CTS, (b) the U.S. ten-year treasury rates as of February 3, 2009, (c) an equity market risk premium as published by market research, (d) the equity size risk premium for companies of comparable size as published by market research, (e) an assumed 37% marginal tax rate and (f) the market yields for Ticketmaster Entertainment s outstanding debt maturities as of February 3, 2009. Allen & Co. used forward EBITDA exit multiples ranging from 5.0x to 6.0x, which range was derived taking into consideration recent EBITDA trading multiples for Ticketmaster Entertainment. These analyses resulted in the following results for each case:

	Ticketmaster Entertainment Wall Street Case Projections		**Ticketmaster Entertainment Base Case Financial Projections**		**Ticketmaster Entertainment Downside Case Financial Projections**	
Implied range of per share prices for Ticketmaster Entertainment common stock	$ 8.75	$16.00	$ 7.00	$14.00	$ 1.75	$6.50

Allen & Co. determined that the Ticketmaster Entertainment Current Share Price was (i) below the range of implied share prices derived from the Ticketmaster Entertainment Wall Street case projections discounted cash flow and the Ticketmaster Entertainment base case financial projections discounted cash flow and (ii) within the range of implied share prices derived from the Ticketmaster Entertainment downside case financial projections discounted cash flow. Allen & Co. determined that the Implied Offer Price was (a) below the range of implied share prices for Ticketmaster Entertainment common stock derived from the Ticketmaster Entertainment Wall Street case projections discounted cash flow, (b) approached the low end of the range of implied share prices for Ticketmaster Entertainment common stock derived from the Ticketmaster Entertainment base case financial projections discounted cash flow and (c) was above the range of implied share prices for Ticketmaster Entertainment common stock derived from the Ticketmaster Entertainment downside case financial projections discounted cash flow. Allen & Co. placed greater emphasis on the results derived from its discounted cash flow analysis based on each of the Ticketmaster Entertainment base case financial projections and the Ticketmaster Entertainment downside case financial projections. Allen & Co. noted that the Implied Offer Price was a small discount to the median of the low and high range of values derived from the Ticketmaster Entertainment base case financial projections and the Ticketmaster Entertainment downside case financial projections.

Transaction Analysis

Allen & Co. used the following analyses to determine the fairness, from a financial point of view, of the Merger consideration to be received by the holders of shares of Ticketmaster Entertainment common stock in the Merger: (1) Exchange Ratio Analysis; (2) Contribution Analysis; (3) Precedent Transaction Analysis; (4) Earnings Per Share Accretion/Dilution Analysis; (5) Free Cash Flow Accretion/Dilution Analysis; and (6) Pro Forma Discounted Cash Flow Analysis.

(1) *Exchange Ratio Analysis.* Allen & Co. compared the exchange ratio to an exchange ratio which is equal to the quotient of the Ticketmaster Entertainment Current Share Price divided by the Live Nation Current Share Price, which exchange ratio is referred to as the Current Exchange Ratio, and to several ranges of exchange ratios derived from the following analyses: (i) range of implied exchange ratios between Live Nation and Ticketmaster Entertainment since the Ticketmaster Entertainment spin-off, (ii) range of implied exchange ratios based on the range of Wall Street analyst price targets for each of Live Nation and Ticketmaster Entertainment, (iii) range of implied exchange ratios based on the discounted cash flow analysis derived from each of publicly available Wall

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Street analysts projections for Live Nation and the Ticketmaster Entertainment Wall Street case projections, (iv) range of implied exchange ratios based on the discounted cash flow analysis derived from each of the adjusted Live Nation base case forecast and Ticketmaster Entertainment base case financial projections and (v) range of implied exchange ratios based on the discounted cash flow analysis derived from each of the adjusted Live Nation downside case forecast and Ticketmaster Entertainment downside case financial projections.

	Exchange Ratio Range
Since Ticketmaster Entertainment spin-off	0.643x 1.624x
Analyst Target Prices	0.542x 1.542x
Wall Street Projections Discounted Cash Flow Analysis	1.161x 1.867x
Base Case Forecast / Financial Projections Discounted Cash Flow Analysis	1.265x 2.243x
Downside Case Forecast / Financial Projections Discounted Cash Flow Analysis	0.680x 1.691x
Current Exchange Ratio (as of February 3, 2009)	**1.230x**
Exchange Ratio	**1.384x**

As shown above, Allen & Co. found the exchange ratio was greater than the Current Exchange Ratio and was within each implied range of exchange ratios derived from the analyses set forth above.

(2) *Contribution Analysis*. Allen & Co. analyzed the relative contributions of Ticketmaster Entertainment and Live Nation on a combined basis, not including any synergies or other combination adjustments, using the adjusted Live Nation base case forecast and Ticketmaster Entertainment base case financial projections, and using the adjusted Live Nation downside case forecast and Ticketmaster Entertainment downside case financial projections. For purposes of the contribution analysis, Allen & Co. considered numbers non-meaningful where Live Nation s estimated free cash flow was negative and Ticketmaster Entertainment s estimated free cash flow was positive for any given fiscal year. Allen & Co. did not include such non-meaningful data in its contribution analysis. These numbers are excluded from the table below.

	Ticketmaster Entertainment	Live Nation
Equity Value as of 2/3/09	47%	53%
Implied Equity Value at Transaction Exchange Ratio	50%	50%
Implied Enterprise Value at Transaction Exchange Ratio	47%	53%
Base Case Forecast / Financial Projections		
EBITDA FY08 FY11	52% to 65%	35% to 48%
Free Cash Flow FY08 FY11	45% to 95%	5% to 55%
Downside Case Forecast / Financial Projections		
EBITDA FY08 FY11	48% to 65%	35% to 52%
Free Cash Flow FY08 FY11	45% to 52%	48% to 55%

(3) *Precedent Transaction Analysis.* Allen & Co. compared the premium to be paid to holders of Ticketmaster Entertainment common stock in the Merger against premiums paid in all of the merger of equals transactions since 2000 of which Allen & Co. was aware that involved only U.S. companies and had a transaction value of greater than $200 million. The transactions analyzed were:

America Online, Inc. / Time Warner Inc.

NetIQ Corporation / Mission Critical Software, Inc.

National Commerce Bancorporation / CCB Financial Corporation

Tuboscope, Inc. / Varco International, Inc.

Meritor Automotive, Inc. / Arvin Industries, Inc.

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FPL Group, Inc. / Entergy Corporation

Ralcorp Holdings, Inc. / Agribrands International, Inc.

AmeriSource Health Corporation / Bergen Brunswig Corporation

New York Community Bancorp, Inc. / Richmond County Financial Corp.

Pride International, Inc. / Marine Drilling Companies, Inc.

The Mead Corporation / Westvaco Corporation

Santa Fe International Corporation / Global Marine Inc.

GlobeSpan, Inc. / Virata Corporation

Phillips Petroleum Company / Conoco Inc.

Identix Incorporated / Visionics Corporation

Gart Sports Company / Sports Authority, Inc.

NPS Pharmaceuticals, Inc. / Enzon Pharmaceuticals, Inc.

IDEC Pharmaceuticals Corporation / Biogen, Inc.

The St. Paul Companies, Inc. / Travelers Property Casualty Corp.

JP Morgan & Chase Co. / Bank One Corporation

Regions Financial Corporation / Union Planters Corporation

Cable Design Technologies / Belden Inc.

Arch Wireless, Inc. / Metrocall Holdings, Inc.

IMCO Recycling Inc. / Commonwealth Industries, Inc.

National-Oilwell, Inc. / Varco International, Inc.

Sprint / Nextel Communications, Inc.

Crompton Corporation / Great Lakes Chemical Corporation

Entegris, Inc. / Mykrolis Corporation

Lincoln National Corporation / Jefferson-Pilot Corporation

First Busey Corporation / Main Street Trust, Inc.

CVS Corporation / Caremark Rx, Inc.

Universal Compression Holdings, Inc. / Hanover Compressor Company

Sirius Satellite Radio / XM Satellite Radio

Transocean Inc. / GlobalSantaFe Corporation

Grey Wolf, Inc. / Basic Energy Services

Allen & Co. noted that the precedent mergers had one-day median premiums with a first to third quartile range of (0.6%) to 14.1% and a median of 5.8% and had one-month median premiums with a first to third quartile range of (2.3%) to 18.2% and a median of 6.2%. Allen & Co. found that the one-day premium of 12.4% to be paid to the holders of Ticketmaster Entertainment common stock was within the first to third quartile range and was above the median one-day premium paid in precedent transactions and that the one-month premium of 4.1% to be paid to the holders of Ticketmaster Entertainment common stock was within the first to third quartile range and was below the median one-month premium paid in precedent transactions.

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(4) *Earnings Per Share Accretion/Dilution Analysis.* Allen & Co. analyzed the pro forma earnings per share for each of Ticketmaster Entertainment and Live Nation based on the adjusted Live Nation base case forecast and the Ticketmaster Entertainment base case financial projections. Allen & Co. found that, assuming the Merger occurred on September 30, 2009 and Ticketmaster Entertainment was the deemed acquirer, the Merger would be dilutive to pro forma earnings per share for holders of Ticketmaster Entertainment common stock for calendar years 2009 through 2013. In addition, Allen & Co. determined that, assuming the Merger occurred on September 30, 2009 and Live Nation was the deemed acquirer, the Merger would be accretive to pro forma earnings per share for holders of Live Nation common stock for calendar years 2009 through 2013.

(5) *Free Cash Flow Accretion/Dilution Analysis.* Allen & Co. analyzed the pro forma free cash flow per share for each of Ticketmaster Entertainment and Live Nation based on the adjusted Live Nation base case forecast and the Ticketmaster Entertainment base case financial projections. Allen & Co. found that, assuming the Merger occurred on September 30, 2009 and Ticketmaster Entertainment was the deemed acquirer, the Merger would be dilutive to pro forma calendar year 2009 free cash flow for holders of Ticketmaster Entertainment common stock and accretive to pro forma calendar years 2010 through 2013 free cash flow for holders of Ticketmaster Entertainment common stock. In addition, Allen & Co. determined that, assuming the Merger occurred on September 30, 2009 and Live Nation was the deemed acquirer, the transaction would be accretive to pro forma calendar years 2009 through 2013 free cash flow for holders of Live Nation common stock.

(6) *Pro Forma Discounted Cash Flow Analysis.* Allen & Co. s discounted cash flow approach was based upon the adjusted Live Nation base case forecast and Ticketmaster Entertainment base case financial projections plus assumed annual synergies as estimated by the management of Ticketmaster Entertainment. Allen & Co. s analysis utilized the projected cash flows of the combined entity discounted back to present value based on a range of risk-adjusted discount rates. Allen & Co. used discount rates ranging from 10% to 15%. Allen & Co. derived this range by calculating the weighted average cost of capital of Live Nation and Ticketmaster Entertainment based upon (i) Live Nation s, Ticketmaster Entertainment s and comparable public companies capital structures and equity betas, (ii) the U.S. ten-year treasury rates as of February 3, 2009, (iii) an equity market risk premium as published by market research, (iv) the equity size risk premium for companies of comparable size as published by market research, (v) an assumed 37% marginal tax rate and (vi) the market yields for Live Nation s and Ticketmaster Entertainment s outstanding debt maturities as of February 3, 2009. Allen & Co. used forward EBITDA exit multiples ranging from 5.5x to 6.5x, which range it derived taking into consideration recent EBITDA trading multiples for Live Nation and Ticketmaster Entertainment. This analysis indicated an incremental value between $2.50 to $3.50 per share of Ticketmaster Entertainment common stock versus the high and low range of Ticketmaster Entertainment share prices, respectively, based on a comparison of the following results:

	Pro Forma Combined Base Case Financial Projections		Ticketmaster Entertainment Base Case Financial Projections		Incremental Value	
Implied range of per share prices for Ticketmaster Entertainment common stock	$ 9.50	$17.50	$ 7.00	$14.00	$ 2.50	$3.50

General

Pursuant to an engagement letter between Ticketmaster Entertainment and Allen & Co., which is referred to as the Allen & Co. engagement letter, the Ticketmaster Entertainment board of directors engaged Allen & Co. as financial advisor and to deliver its opinion as to the fairness, from a financial point of view, of the Merger consideration to be received by the holders of shares of Ticketmaster Entertainment common stock in the Merger. Allen & Co. was selected by the Ticketmaster Entertainment board of directors based on Allen & Co. s qualifications and reputation. Allen & Co., as part of its investment banking business, is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, private placements and related financings, bankruptcy reorganizations and similar recapitalizations, negotiated underwritings, secondary distributions of listed and unlisted securities, and valuations for corporate and other purposes. Except as described herein, Allen & Co. and its affiliates do not have and have not had any material relationships involving the payment or receipt of compensation between Allen & Co. or any of its affiliates and Ticketmaster Entertainment, Live Nation or any of their respective affiliates during the last two years. Allen & Co. has previously served as financial advisor to Ticketmaster Entertainment as well as Ticketmaster Entertainment s former parent, IAC, in connection with a variety of matters including acting as financial advisor to IAC in connection with the Ticketmaster Entertainment spin-off and the spin-off of other IAC businesses from IAC in 2008. In addition, in the ordinary course of its business as a broker-dealer and market maker, Allen & Co. or its affiliates may have long or short positions, either on a discretionary or nondiscretionary basis, for its or its affiliates own account or for those of its clients, in the debt and equity securities (or related derivative securities) of Ticketmaster Entertainment, Live Nation and any of their respective affiliates. The opinion was approved by Allen & Co. s fairness opinion committee.

Pursuant to the terms of the Allen & Co. engagement letter, Allen & Co. is due a fee in connection with the delivery of its opinion to the Ticketmaster Entertainment board of directors. It is expected that the amount of such fee will be agreed upon by Ticketmaster Entertainment and Allen & Co. and paid upon or after the completion or earlier abandonment of the Merger. Ticketmaster Entertainment expects that it and Allen & Co. will agree upon a fee that is reasonable under the circumstances. Ticketmaster Entertainment has also agreed to reimburse Allen & Co. s reasonable out-of-pocket expenses and to indemnify Allen & Co. against certain liabilities arising out of such engagement.

Board of Directors and Executive Officers of Live Nation After the Completion of the Merger; Amendments to Live Nation s Bylaws

Board of Directors

Upon the completion of the Merger, the board of directors of the combined company will be composed of 14 members with seven individuals initially designated by Live Nation and seven individuals initially designated by Ticketmaster Entertainment. The individuals designated by Ticketmaster Entertainment pursuant to the Merger Agreement will include up to two Liberty directors to the extent Liberty Media exercises its rights under the Liberty Stockholder Agreement.

Of the seven individuals to be designated by Live Nation to serve on the board of directors of the combined company, five such individuals must meet the independence standards of the NYSE with respect to Live Nation. Live Nation expects to designate Mr. Rapino, the President and Chief Executive Officer of Live Nation and a member of the Live Nation board of directors, to serve on the initial board of directors of the combined company.

Of the seven individuals to be designated by Ticketmaster Entertainment to serve on the board of directors of the combined company (up to two of whom may be Liberty directors as provided in the Liberty Stockholder Agreement), at least three such individuals (including at least one Liberty director) must meet the independence standards of the NYSE with respect to Live Nation. Ticketmaster Entertainment expects to designate Mr. Diller, the current chairman of the Ticketmaster Entertainment board of directors, and Mr. Azoff, the current Chief Executive Officer of Ticketmaster Entertainment and a member of the Ticketmaster Entertainment board of directors, to serve on the initial board of directors of the combined company. The Merger Agreement also provides that the chairman of the board of Ticketmaster Entertainment, currently Mr. Diller, will be the chairman of the initial board of directors of the combined company.

As is the case with the Live Nation board of directors, the board of directors of the combined company will be divided into three separate classes. The first class, whose term will expire at the first annual meeting of the combined company s stockholders after the completion of the Merger, will consist of five directors, three of whom will be designated by Ticketmaster Entertainment (including one Liberty director assuming Liberty designates two directors) and two of whom will be designated by Live Nation. The second class, whose term will expire at the second annual meeting of the combined company s stockholders after the completion of the Merger, will consist of five directors, three of whom will be designated by Live Nation and two of whom will be designated by Ticketmaster Entertainment. The third class, whose term shall expire at the third annual meeting of the combined company s stockholders after the completion of the Merger, will consist of four directors, two of whom will be designated by Live Nation and two of whom will be designated by Ticketmaster Entertainment (including one Liberty director assuming Liberty designates two directors).

Upon the completion of the Merger, each committee of the board of directors of the combined company will consist of four directors, two of whom will be designated by Live Nation and two of whom will be designated by Ticketmaster Entertainment, provided that (assuming Liberty is eligible to and has designated Liberty directors) one of the two Ticketmaster Entertainment directors on each of the Audit Committee and the Compensation Committee will be a Liberty director, subject to such director meeting applicable independence and other requirements for such service. In addition, the Liberty Stockholder Agreement provides that no member of the Nominating and Governance Committee will be (i) a Liberty director, (ii) an officer or employee of Live Nation or (iii) a director that was not nominated by the Nominating and Governance Committee in his or her initial election to the Live Nation board of directors after the completion of the Merger and for whose election Liberty Media voted shares. Each member of each committee of the Live Nation board of directors will satisfy applicable independence and other requirements of the NYSE and the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act.

For further discussion of the material interests of directors of Live Nation and Ticketmaster Entertainment in the Merger that may be in addition to, or different from, their interests as stockholders, see Interests of Live Nation Directors, Executive Officers and Certain Key Employees in the Merger and Interests of Ticketmaster Entertainment Directors and Executive Officers in the Merger beginning on pages 105 and 111, respectively.

Executive Officers

Live Nation and Ticketmaster Entertainment have agreed that upon the completion of the Merger, Live Nation s Chief Executive Officer, currently Mr. Rapino, is expected to serve as the President and Chief Executive Officer of the combined company, and the Chief Executive Officer of Ticketmaster Entertainment, currently Mr. Azoff, is expected to serve as the Executive Chairman of the combined company.

For further discussion of the material interests of executive officers of Live Nation and Ticketmaster Entertainment in the Merger that may be in addition to, or different from, their interests as stockholders, see Interests of Live Nation Directors, Executive Officers and Certain Key Employees in the Merger and Interests of Ticketmaster Entertainment Directors and Executive Officers in the Merger beginning on pages 105 and 111, respectively.

Bylaws

In connection with the Merger, the Live Nation bylaws will be amended and restated as of the completion of the Merger in the form attached as Annex H to this joint proxy statement/prospectus in order to facilitate the implementation of the terms of the Merger Agreement, as well as to revise certain other provisions of Live Nation s bylaws as agreed to by Live Nation and Ticketmaster Entertainment.

The composition of the board of directors of the combined company and its committees, as provided by such amended and restated bylaws, is described below:

Upon the completion of the Merger, the board of directors of the combined company will be composed of 14 members, consisting of (i) seven Live Nation directors, as described below, of whom at least five individuals shall be independent under the rules and regulations of the NYSE with respect to Live Nation and (ii) seven Ticketmaster Entertainment directors, as described below, of whom at least three individuals shall be independent as defined under the rules and regulations of the NYSE with respect to Live Nation.

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The Live Nation directors are (i) directors who are designated by Live Nation to serve on the board of directors of the combined company pursuant to the Merger Agreement and (ii) any additional directors who take office after the completion of the Merger who are nominated or proposed to the nominating and governance committee of the board of directors of the combined company by a majority of the Live Nation directors acting as a board committee.

The Ticketmaster Entertainment directors are (i) directors who are designated by Ticketmaster Entertainment to serve on the board of directors of the combined company pursuant to the Merger Agreement and (ii) any additional directors who take office after the completion of the Merger who are nominated or proposed to the nominating and governance committee of the board of directors of the combined company by a majority of the Ticketmaster Entertainment directors acting as a board committee.

Until the first annual meeting of stockholders of the combined company following the Merger, all vacancies on the board of directors of the combined company created by the cessation of service by a Live Nation director will be filled by a nominee proposed to the nominating and governance committee by a majority of the remaining Live Nation directors acting as a board committee and all vacancies on the board of directors of the combined company created by the cessation of service by a Ticketmaster Entertainment director will be filled by a nominee proposed to the nominating and governance committee by a majority of the remaining Ticketmaster Entertainment directors acting as a board committee.

Upon the completion of the Merger, each committee of the board of directors of the combined company (other than the Live Nation directors acting as a board committee and the Ticketmaster Entertainment directors acting as a board committee) will consist of four directors, two of whom will be designated by the Live Nation directors acting as a board committee and two of whom will be designated by the Ticketmaster Entertainment directors acting as a board committee. Each member of each committee of the Live Nation board of directors will satisfy applicable independence and other requirements of the NYSE and the Exchange Act.

Any amendment of or change to the provisions of Live Nation s bylaws relating to the board of directors of the combined company will require the affirmative vote of at least a majority of the full board of directors of the combined company.

In addition to the amendments related to the composition of the board of directors of the combined company discussed above, Live Nation s bylaws, as amended and restated, will provide for the creation of the position of Executive Chairman as an elected office of Live Nation. The Executive Chairman, if one is elected, will be elected by and will report directly to the board of directors of the combined company, provide strategic advice to the board of directors of the combined company and have such other authority and powers as the board of directors of the combined company may from time to time prescribe.

Interests of Live Nation Directors, Executive Officers and Certain Key Employees in the Merger

In considering the recommendations of the Live Nation board of directors with respect to its approval of the Merger Agreement, Live Nation stockholders should be aware that Live Nation s executive officers and directors have interests in the Merger that are different from, or in addition to, those of the Live Nation stockholders generally.

Board of Directors

Mr. Rapino, the President and Chief Executive Officer of Live Nation and a director of Live Nation, is expected, pursuant to the Merger Agreement, to remain President and Chief Executive Officer of the combined company and, pursuant to Live Nation s designation rights under the Merger Agreement, to be appointed to serve on the board of directors of the combined company. Live Nation expects that six additional current Live Nation directors will serve on the board of directors of the combined company, at least five of whom will qualify as independent directors.

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Executive Officers and Certain Key Employees

Live Nation is a party to employment agreements with each of its executive officers and certain key employees, which provide for certain payments and benefits upon a change of control and/or certain terminations of employment, as detailed below.

President and Chief Executive Officer. In October 2007, Live Nation entered into an amended and restated employment agreement with Michael Rapino, which was amended on April 21, 2009 and is referred to as Mr. Rapino s existing employment agreement, under which Mr. Rapino continues to serve as Live Nation s President and Chief Executive Officer through December 31, 2013 unless superseded by an employment agreement that takes effect upon the completion of the Merger (see Agreements Related to the Merger New Employment Arrangements beginning on page 148). Mr. Rapino s existing employment agreement provides for:

- an annual base salary for 2009 of $1,500,000 (subject to annual increases of $50,000);
- an annual target bonus of 100% of Mr. Rapino s then-current annual base salary;
- an additional annual bonus opportunity targeted at an additional 100% of Mr. Rapino s then-current annual base salary in respect of exceptional performance;
- annual restricted stock grants of 150,000 shares vesting upon the attainment of specified performance criteria and continued employment; and
- a one-time stock option grant during 2009 covering 2,000,000 shares of Live Nation common stock, which is referred to as Mr. Rapino s 2009 option grant, with an exercise price per share equal to the closing price of a share of Live Nation common stock on the date of grant and vesting ratably over five years in annual increments, subject to Mr. Rapino s continued employment, and further subject to full accelerated vesting upon a change in control (excluding the Merger) or a non-renewal of the employment term in 2013 in connection with which Mr. Rapino s employment terminates.

Mr. Rapino s existing employment agreement further provides that, upon the completion of the Merger, Mr. Rapino is entitled to accelerated vesting of all unvested Live Nation equity awards held by Mr. Rapino at the time of completion of the Merger, other than Mr. Rapino s 2009 option grant (which will remain outstanding and continue to vest in accordance with its terms). As of October 28, 2009, Mr. Rapino held 437,813 shares of Live Nation restricted common stock and options to purchase 1,005,000 shares of Live Nation common stock, excluding Mr. Rapino s 2009 option grant.

If Mr. Rapino s employment is terminated by him for good reason (which includes termination by Mr. Rapino for any reason more than six months after a change in control (currently defined in a manner that may include the Merger)) or by Live Nation without cause (each as defined in his employment agreement), provided that, with respect to bullets two, three and four below, Mr. Rapino executes a general release of claims, Mr. Rapino will be entitled to:

- accrued compensation and benefits (including a prorated performance bonus for the year of termination);
- a lump-sum payment in an amount equal to (A) the sum of Mr. Rapino s then-current annual base salary plus the annual performance bonus and exceptional performance bonus paid for the calendar year prior to the year in which the termination occurs times (B) the greater of three years and the remainder of the employment term;
- up to $50,000 of continued medical insurance coverage for Mr. Rapino and his dependents; and

accelerated vesting of all outstanding Live Nation equity awards held by Mr. Rapino (including Mr. Rapino s 2009 option grant) with such awards remaining exercisable (if applicable) through their stated terms.

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In addition, Mr. Rapino s existing employment agreement provides that if an excise tax is imposed as a result of any payments made to Mr. Rapino in connection with a change in control, Live Nation will pay to Mr. Rapino an amount equal to such excise taxes plus any taxes resulting from such payment.

On October 21, 2009, Live Nation entered into an employment agreement, which is referred to as the post-closing Rapino agreement, that will govern the terms of Mr. Rapino s employment with the combined company following the completion of the Merger and continuing through May 31, 2014. The post-closing Rapino agreement will supersede Mr. Rapino s existing employment agreement upon the completion of the Merger. Under the post-closing Rapino agreement, Mr. Rapino will serve the combined company as President and Chief Executive Officer and, while so employed, will be nominated to serve on its board of directors.

Under the post-closing Rapino agreement, Mr. Rapino will be entitled, upon completion of the Merger, to (i) a $3,000,000 cash bonus and (ii) subject to the availability of sufficient shares under a stockholder-approved equity compensation plan, a grant of 350,000 restricted common shares of the combined company, which is referred to as the closing restricted share grant , vesting (A) in equal 25% installments on each of the first four anniversaries of the closing of the Merger (or, with respect to the last installment, May 31, 2014 if earlier than such vesting anniversary) or (B) with respect to each installment, if later than the applicable vesting anniversary (or, with respect to the last installment, May 31, 2014 if earlier than such vesting anniversary), the first date on which the average closing trading price of the combined company s common stock over any consecutive 12-month period exceeds $20 per share, or (C) in any event, upon a change in control of the combined company (excluding the Merger), subject, in all cases, to Mr. Rapino s continued employment through vesting.

The post-closing Rapino agreement also provides for (a) an increased annual base salary of $2,000,000, subject to minimum increases of $100,000 per year, (b) following transition from bonus commitments under Mr. Rapino s existing employment agreement, (x) an annual cash performance bonus with a target amount equal to 100% of his highest base salary paid during the calendar year in which the bonus was earned, and (y) an annual cash exceptional performance bonus with a target amount equal to an additional 100% of the highest base salary paid during the calendar year in which the bonus was earned (each subject to increase or decrease based on actual performance, determined by reference to the achievement of performance targets established by the Live Nation Compensation Committee), and (c) subject to the availability of sufficient shares under a stockholder-approved equity compensation plan, annual grants of 150,000 shares of restricted common stock of the combined company, vesting upon the attainment of specified financial and individual performance criteria in equal 50% installments on March 31st of the first two calendar years following the applicable date of grant, but in any event, vesting upon a change in control of the combined company (excluding the Merger), subject, in all cases, to Mr. Rapino s continued employment through vesting. Upon the completion of the Merger, all Live Nation Equity Awards then held by Mr. Rapino other than Mr. Rapino s 2009 option grant and the closing restricted share grant will vest in full, and both Mr. Rapino s 2009 option grant and the closing restricted share grant will remain outstanding in accordance with their terms. The post-closing Rapino agreement also provides for perquisites and benefits commensurate with Mr. Rapino s position.

Under the post-closing Rapino agreement, in the event that Mr. Rapino s employment is terminated by Live Nation without cause or by Mr. Rapino for good reason (each as defined in the post-closing Rapino agreement) or by Mr. Rapino for any reason more than 180 days after a change in control occurring after the Merger, Mr. Rapino will be entitled to severance, subject to Mr. Rapino signing a general release of claims and in addition to accrued compensation and benefits (including payment of any unpaid prior-year performance and exceptional performance bonuses and pro-rated performance and exceptional performance bonuses for the year of termination), comprised of (i) a lump-sum payment in an amount equal to (A) the sum of Mr. Rapino s then-current annual base salary plus his total performance and exceptional performance bonuses paid for the calendar year immediately prior to termination (or, if such bonuses were not entirely determined under the post-closing Rapino agreement for the calendar year prior to the year of termination, the greater of (x) the total performance and exceptional performance bonuses earned by Mr. Rapino in the prior calendar year, and (y) $4 million), times (B) the greater of three or the quotient obtained by dividing the number of full months remaining in the

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employment term by twelve; (ii) up to $16,667 per year for up to three years of continued medical insurance coverage for Mr. Rapino and his dependents; and (iii) accelerated vesting of all outstanding Live Nation Equity Awards held by Mr. Rapino, with such awards remaining exercisable (if applicable) through their stated terms. In the event that any payments or benefits to Mr. Rapino constitute excess parachute payments under Section 280G of the Code such that he would be subject to an excise tax, Live Nation will pay Mr. Rapino an amount that fully grosses Mr. Rapino up on an after-tax basis with respect to such excise tax and any additional taxes resulting from Live Nation s payment of such excise tax.

Executive Vice President and Chief Financial Officer. In October 2009, Live Nation entered into an amended and restated employment agreement with Ms. Willard, effective September 1, 2009, to serve as its Executive Vice President and Chief Financial Officer. The term of the amended and restated employment agreement ends on December 31, 2013 but, beginning on January 1, 2013, will renew automatically day-to-day such that the term will always remain at exactly one year, unless earlier terminated.

Under the amended and restated employment agreement, Ms. Willard is entitled to receive a base salary of $600,000 per year, subject to annual increases of at least five percent beginning on January 1, 2010. Ms. Willard is also eligible to receive an annual cash performance bonus with a target amount equal to 100% of her then-current base salary based on the achievement of performance targets established by the Live Nation Compensation Committee, subject to increase or decrease based on actual performance.

The amended and restated employment agreement also provides that Ms. Willard will be granted, subject to the availability of sufficient shares under a stockholder-approved equity compensation plan and at the sole and absolute discretion of the Live Nation Compensation Committee, an option to purchase 200,000 shares of Live Nation common stock and 200,000 shares of restricted Live Nation common stock, with each grant vesting in equal annual installments over four years, subject to Ms. Willard s continued employment with Live Nation upon vesting. Upon the completion of the Merger, all Live Nation equity awards held by Ms. Willard on September 1, 2009 other than the grants made in connection with the amended and restated employment agreement will vest in full, and the grants made in connection with the amended and restated employment agreement will remain outstanding in accordance with their terms. As of September 1, 2009, Ms. Willard held 45,000 shares of Live Nation restricted common stock and options to purchase 60,000 shares of Live Nation common stock. Of these shares and options, Ms. Willard held 30,000 shares of Live Nation restricted common stock and options to purchase 60,000 shares of Live Nation common stock as of October 28, 2009. In addition, upon a change of control (excluding the Merger, and as defined in her amended and restated agreement), Ms. Willard will be entitled to accelerated vesting of all outstanding equity awards held by Ms. Willard as of the date of the change of control.

If Ms. Willard s employment is terminated by Live Nation without cause, or by Ms. Willard for good reason, (each as defined in her amended and restated agreement), Ms. Willard is entitled to receive, subject to Ms. Willard signing a general release of claims and in addition to accrued compensation and benefits (including payment of any unpaid prior-year performance bonus and pro-rated performance bonus for the year of termination): (i) a lump-sum cash payment in an amount equal to Ms. Willard s then-current base salary times the greater of (x) two or (y) the quotient obtained by dividing the number of full months remaining in the employment term by twelve; and (ii) accelerated vesting of all outstanding equity awards held by Ms. Willard as of the date of termination, with such awards remaining exercisable (if applicable) until the earlier to occur of the third anniversary of the date of termination or the stated expiration of such award.

Executive Vice President and General Counsel. In October 2009, Live Nation entered into an amended and restated employment agreement with Mr. Rowles, effective September 1, 2009, to serve as its Executive Vice President, General Counsel and Secretary. The term of the amended and restated employment agreement ends on December 31, 2013 but, beginning on January 1, 2013, will renew automatically day-to-day such that the term of the agreement will always remain at exactly one year, unless earlier terminated.

Under the amended and restated employment agreement, Mr. Rowles is entitled to receive a base salary of $550,000 per year, subject to annual increases of at least five percent beginning on January 1, 2010. Mr. Rowles

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is also eligible to receive an annual cash performance bonus with a target amount equal to 100% of his then-current base salary based on the achievement of performance targets established by the Compensation Committee, subject to increase or decrease based on actual performance.

The amended and restated employment agreement also provides that Mr. Rowles will be granted, subject to the availability of sufficient shares under a stockholder-approved equity compensation plan and at the sole and absolute discretion of the Compensation Committee, an option to purchase 200,000 shares of Live Nation common stock and 200,000 shares of restricted Live Nation common stock, with each grant vesting in equal annual installments over four years, subject to Mr. Rowles continued employment with Live Nation upon vesting. Upon the completion of the Merger, all Live Nation equity awards held by Mr. Rowles on September 1, 2009 other than the grants made in connection with the amended and restated employment agreement will vest in full, and the grants made in connection with the amended and restated employment agreement will remain outstanding in accordance with their terms. As of September 1, 2009, Mr. Rowles held 35,937 shares of Live Nation restricted common stock and options to purchase 50,000 shares of Live Nation common stock, which he still held as of October 28, 2009. In addition, upon a change of control (excluding the Merger, and as defined in his amended and restated agreement), Mr. Rowles will be entitled to accelerated vesting of all outstanding equity awards held by Mr. Rowles as of the date of the change of control.

If Mr. Rowles employment is terminated by Live Nation without cause, by Mr. Rowles for good reason, (each as defined in the his amended and restated agreement) or by Mr. Rowles upon a change in control excluding the Merger in which he is not offered continued employment as general counsel of Live Nation or the surviving entity, Mr. Rowles is entitled to receive, subject to Mr. Rowles signing a general release of claims and in addition to accrued compensation and benefits (including payment of any unpaid prior-year performance bonus and pro-rated performance bonus for the year of termination): (i) a lump-sum cash payment in an amount equal to Mr. Rowles then-current base salary times the greater of (x) two or (y) the quotient obtained by dividing the number of full months remaining in the employment term by twelve; and (ii) accelerated vesting of all outstanding equity awards held by Mr. Rowles as of the date of termination, with such awards remaining exercisable (if applicable) until the earlier to occur of the third anniversary of the date of termination or the stated expiration of such award.

Chief Executive Officer, International Music. Effective September 2007, a subsidiary of Live Nation entered into an employment agreement with Alan Ridgeway under which Mr. Ridgeway continues to serve as Live Nation s Chief Executive Officer, International Music through December 31, 2010 (subject to a rolling one-year term renewal thereafter). Mr. Ridgeway s employment agreement provides that, if his employment is terminated by him for good reason or by Live Nation without cause (each as defined in his employment agreement), provided that, with respect to bullets two, three and four below, Mr. Ridgeway executes a general release of claims, Mr. Ridgeway will be entitled to:

- accrued compensation and benefits (including a prorated performance bonus for the year of termination);
- a lump-sum payment of an amount equal to his monthly base salary (currently $49,219 per month) times the greater of twelve months or the number of months remaining from his date of termination through December 31, 2010;
- forgiveness of any unearned portion of a retention bonus previously paid to Mr. Ridgeway (unearned balance of $602,500 as of October 28, 2009); and
- accelerated vesting of unvested Live Nation equity awards held by Mr. Ridgeway that have vested at a rate slower than 20% per year (if any), to the extent necessary to cause such awards to be vested as of the date of termination as though such awards had vested at a rate of 20% per year on each anniversary of the applicable grant date through the date of termination.

Executive Vice President, M&A and Strategic Finance. In March 2008, Live Nation entered into an employment agreement with John Hopmans under which Mr. Hopmans continues to serve as Live Nation s Executive Vice President, M&A and Strategic Finance through April 6, 2011 (subject to a rolling one-year term

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renewal thereafter). Mr. Hopmans employment agreement provides that, in the event of a change in control of Live Nation (including the Merger), all unvested Live Nation equity awards held by Mr. Hopmans will vest in full and all restrictions thereon will lapse. As of October 28, 2009, Mr. Hopmans held options to purchase 200,000 shares of Live Nation common stock.

Mr. Hopmans employment agreement further provides that, if his employment is terminated by him for good reason or by Live Nation without cause (each as defined in his employment agreement), provided that, with respect to bullets two and three below, Mr. Hopmans executes a general release of claims, Mr. Hopmans will be entitled to:

- accrued compensation and benefits (including a prorated bonus for the year of termination);
- a lump-sum payment of an amount equal to the sum of (a) his prior year s performance bonus ($750,000 in respect of 2008) and (b) his then-current monthly base salary (currently $65,625 per month) multiplied by twelve;
- accelerated vesting of unvested Live Nation equity awards held by Mr. Hopmans that have vested at a rate slower than 20% per year (if any), to the extent necessary to cause such awards to be vested as of the date of termination as though such awards had vested at a rate of 20% per year on each anniversary of the applicable grant date through the date of termination; and
- expenses associated with relocating Mr. Hopmans back to New York, NY.

Chief Executive Officer, Global Music. In March 2008, Live Nation entered into an employment agreement with Jason Garner, which was amended on April 21, 2009, under which Mr. Garner continues to serve as Chief Executive Officer, Global Music through February 28, 2013, with an annual base salary for 2009 of $850,000 (subject to annual increases of $50,000), and a target bonus of 200% of Mr. Garner s then-current annual base salary.

In connection with Mr. Garner s execution of the employment agreement amendment in April 2009, Mr. Garner received a $250,000 signing bonus and a $1 million retention bonus. The retention bonus will be offset against any performance bonuses subsequently earned by Mr. Garner under the employment agreement. Live Nation also agreed to recommend to the Compensation Committee of its board of directors that Mr. Garner be granted stock options covering 400,000 shares of Live Nation common stock with an exercise price equal to the closing price of a share of Live Nation common stock on the date of grant, subject to stockholder approval of an increase in the available shares under the Live Nation 2005 Stock Incentive Plan or the adoption of a new Live Nation equity plan.

Mr. Garner s employment agreement provides that, if his employment is terminated by him for good reason or by Live Nation without cause (each as defined in his employment agreement), provided that, with respect to bullets two, three and four below, Mr. Garner executes a general release of claims, Mr. Garner will be entitled to:

- accrued compensation and benefits (including a prorated performance bonus for the year of termination);
- a lump-sum cash payment in an amount equal to three times his then-current annual base salary (currently $850,000 per year);
- forgiveness of any unearned portion of the retention bonus paid to Mr. Garner (unearned balance of $1,000,000 as of October 28, 2009); and
- accelerated vesting of unvested Live Nation equity awards held by Mr. Garner. As of October 28, 2009, Mr. Garner held 20,000 shares of Live Nation restricted common stock and options to purchase 425,000 shares of Live Nation common stock.

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Senior Vice President and Chief Accounting Officer. In December 2007, Live Nation entered into a letter agreement with Brian Capo under which Mr. Capo continues to serve as Live Nation s Senior Vice President and Chief Accounting Officer through December 17, 2009 (subject to automatic one-year term renewals thereafter, unless either party elects not to renew the term). Mr. Capo s employment agreement provides that, if his employment is terminated by Live Nation without cause (as determined in the reasonable discretion of Live Nation), Mr. Capo is entitled to installment payments in an amount equal to his monthly base salary (currently $20,417 per month) for the lesser of six months or the number of months remaining in the term (or any extension term).

Interests of Ticketmaster Entertainment Directors and Executive Officers in the Merger

In considering the recommendations of the Ticketmaster Entertainment board of directors with respect to its approval of the Merger Agreement, Ticketmaster Entertainment stockholders should be aware that Ticketmaster Entertainment s directors and executive officers have interests in the Merger that are different from, or in addition to, those of Ticketmaster Entertainment stockholders generally.

Board of Directors

Mr. Diller, the Chairman of the Board of Ticketmaster Entertainment, is expected, pursuant to the Merger Agreement, to become Chairman of the Board of the combined company upon the completion of the Merger. Mr. Azoff, the Chief Executive Officer of Ticketmaster Entertainment and a director of Ticketmaster Entertainment, is expected, pursuant to the Merger Agreement, upon the completion of the Merger to become the Executive Chairman of the combined company and, pursuant to Ticketmaster Entertainment s designation rights under the Merger Agreement, to be appointed to serve on the board of directors of the combined company. Five additional individuals designated by Ticketmaster Entertainment (including up to two individuals designated by Liberty Media) will serve on the initial board of directors of the combined company upon the completion of the Merger, all of whom Ticketmaster Entertainment expects will be selected from among the other members of the Ticketmaster Entertainment board of directors at the time of the Merger.

Executive Officers

Ticketmaster Entertainment is a party to employment agreements with a number of its executive officers and currently maintains a general severance policy applicable in the case of one executive officer, which provide for certain payments and benefits upon specified terminations of employment, as described below.

Irving L. Azoff

General. On October 21, 2009, Mr. Azoff entered into (i) a new employment agreement with Ticketmaster Entertainment, which we refer to as the 2009 Employment Agreement, and (ii) an amended and restated employment agreement with Front Line, which we refer to as the Amended and Restated Azoff Front Line Employment Agreement. To the extent this section describes the consequences of a termination of Mr. Azoff s employment, it describes the consequences of a termination of employment following the Merger, giving effect to the new arrangements entered into on October 21, 2009.

Amended and Restated Azoff Front Line Employment Agreement. Pursuant to the Amended and Restated Azoff Front Line Employment Agreement, if Mr. Azoff resigns for Good Reason (as defined in the 2009 Employment Agreement) or is terminated without Cause (as defined in the 2009 Employment Agreement), in addition to receipt of any accrued rights (including any bonus earned, but not paid for the year preceding such termination), subject to Mr. Azoff s continued compliance with certain non-competition and non-solicitation provisions, he is entitled to receive:

- continued payment of his base salary ($2,000,000/year) and annual bonus ($2,000,000/year) through the end of the term of the Amended and Restated Azoff Front Line Employment Agreement (June 8, 2014);

- a lump sum payment equal to the product of $20,000 and the number of years remaining in the term of the Amended and Restated Azoff Front Line Employment Agreement; and

- continued access to Ticketmaster Entertainment s health insurance coverage through June 8, 2014; provided that Mr. Azoff will be responsible for payment of all applicable premiums.

Continued payment of base salary and annual bonus is subject to reduction for any amounts earned by Mr. Azoff through other professional activities during the severance period, though Mr. Azoff is not required to seek alternative employment.

October 29, 2008 Stock Option. Pursuant to the letter, dated February 10, 2009, from Ticketmaster Entertainment to Mr. Azoff, upon completion of the Merger, the option to purchase 2,000,000 shares of Ticketmaster Entertainment common stock granted to Mr. Azoff on October 29, 2008 will vest in full. In addition, following the Merger, upon a termination of Mr. Azoff s employment with Live Nation without Cause or a resignation by Mr. Azoff for Good Reason (each as defined in the 2009 Employment Agreement), any vested portion of the October 29, 2008 stock option will remain exercisable until the earlier of (i) the expiration of the 10-year term of such stock option and (ii) one year following Mr. Azoff s termination of employment with Live Nation.

Other Agreements. Under the Restricted Stock Award Agreement, dated as of June 8, 2007, by and between Front Line and Mr. Azoff, the 2009 Employment Agreement and the Amended and Restated Azoff Front Line Employment Agreement, if Mr. Azoff s employment is terminated without Cause (as defined in the 2009 Employment Agreement) or by Mr. Azoff for Good Reason (as defined in the 2009 Employment Agreement), then all of Mr. Azoff s shares of Front Line restricted common stock will vest in full. In addition, pursuant to the Restricted Stock Award Agreement, Mr. Azoff may be entitled to a gross-up on taxes payable upon vesting of his Front Line restricted common stock for the difference between ordinary income and capital gains treatment. As of October 28, 2009, Mr. Azoff held 15,375.96 shares of Front Line restricted common stock.

Under the Nonstatutory Stock Option Award Agreement, made as of June 20, 2006, by and between Front Line and Mr. Azoff, which governs the terms of Mr. Azoff s Front Line stock options, if Mr. Azoff s employment is terminated by Front Line without Cause or by Mr. Azoff for Good Reason (each as defined in the Nonstatutory Stock Option Award Agreement), then the unvested portion of Mr. Azoff s Front Line stock options will vest in full and become immediately exercisable. As of October 28, 2009, Mr. Azoff held an unvested option to purchase 340.2 shares of Front Line common stock.

2009 Employment Agreement. On October 21, 2009, Mr. Azoff entered into the 2009 Employment Agreement. The 2009 Employment Agreement principally addresses Mr. Azoff s employment with Live Nation following the Merger.

<u>Live Nation Position and Duties; Live Nation Employment Term</u>. Subject to completion of the Merger, Mr. Azoff will serve as Executive Chairman of Live Nation and Chief Executive Officer of Front Line, reporting to the Live Nation board of directors, and will serve as a member of the Live Nation board of directors. The employment term under the 2009 Employment Agreement will be from the date of the completion of the Merger through June 8, 2014, unless earlier terminated.

<u>Base Salary</u>. Mr. Azoff currently receives a $2,000,000 annual base salary pursuant to a pre-existing employment agreement between Mr. Azoff and Front Line, which is referred to as the Azoff Front Line Employment Agreement, and will continue to receive base salary pursuant to the Amended and Restated Azoff Front Line Employment Agreement following the Merger. Mr. Azoff will receive no additional base salary from Live Nation.

<u>Annual Bonus</u>. Subject to completion of the Merger, Mr. Azoff will have a Live Nation bonus opportunity targeted between $1,000,000 and $2,000,000, payment of which will be subject to satisfaction of pre-established

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performance criteria. Following the Merger, in the event of a termination of Mr. Azoff s employment with Live Nation without Cause, for Good Reason or due to death or Disability (each as defined in the 2009 Employment Agreement), Mr. Azoff will be entitled to a full-year Live Nation annual bonus based on actual performance in the year of termination of employment. The Live Nation bonus opportunity is in addition to the annual $2,000,000 guaranteed bonus that Mr. Azoff is entitled to during the term of the Amended and Restated Azoff Front Line Employment Agreement.

Merger Bonus. Upon completion of the Merger, Mr. Azoff is entitled to receive a $2,000,000 cash bonus.

Azoff Restricted Common Stock. On October 29, 2008, the Azoff Family Trust of 1997, dated May 27, 1997, as amended, which we refer to as the Azoff Family Trust, received 1,000,000 shares of Ticketmaster Entertainment restricted common stock, which we refer to as the Azoff Restricted Common Stock. Mr. Azoff is co-trustee of the Azoff Family Trust. Subject to completion of the Merger, upon a termination of Mr. Azoff s employment with Live Nation without Cause or for Good Reason or due to death or Disability (each as defined in the 2009 Employment Agreement), the Azoff Restricted Common Stock (as converted in the Merger into shares of restricted Live Nation common stock) immediately shall vest.

Subject to completion of the Merger and certain other conditions, on the earlier to occur of October 29, 2013 and the second anniversary of Mr. Azoff s termination of employment (the earlier of such dates, the Measurement Date), Mr. Azoff may be entitled to a payment from Live Nation in cash and/or shares of Live Nation common stock equal to the positive difference, if any, obtained by subtracting (i) the market value on the Measurement Date of the Azoff Restricted Common Stock (as converted in the Merger into shares of restricted Live Nation common stock) from (ii) $15 million, as adjusted. In addition, Mr. Azoff may be entitled to an additional payment in cash and/or shares of Live Nation common stock to the extent that Mr. Azoff sells any of the shares of Live Nation common stock referred to in the immediately preceding sentence for a price less than the closing price of Live Nation common stock on the Measurement Date.

Live Nation Severance. Following the Merger, if Mr. Azoff s employment is terminated without Cause or for Good Reason (each as defined in the 2009 Employment Agreement), subject to Mr. Azoff s execution of a release, Mr. Azoff will be entitled to payment of a cash lump sum equal to the product obtained by multiplying (i) the Applicable Multiplier by (ii) the Severance Inputs (each as defined below), with such amount reduced by any severance payable pursuant to the Amended and Restated Azoff Front Line Employment Agreement (see above).

Applicable Multiplier means the greater of (i) three and (ii) the number of years (including partial years) remaining in the employment term under the 2009 Employment Agreement.

Severance Inputs means the sum of (i) $2 million and (ii) two times the amount of the annual bonus that Mr. Azoff receives (or is entitled to receive) from Live Nation with respect to the year prior to the year in which the termination of employment occurs (or $1.5 million if such termination occurs during 2010).

Ticketmaster Entertainment Note. On October 29, 2008, the Azoff Family Trust received 1,750,000 shares of restricted Ticketmaster Entertainment Series A preferred stock (with a face value of $35 million, accruing dividends at 3% per year), which we refer to as the Azoff Restricted Preferred Stock. Subject to the occurrence of the Merger, prior to the Merger, Ticketmaster Entertainment will redeem any outstanding shares of the Azoff Restricted Preferred Stock, including accrued dividends, in exchange for a note of equivalent value that vests and pays in equal monthly installments on the first day of each month beginning on January 1, 2010 through and until October 1, 2013. Following the Merger, in the event of a termination of Mr. Azoff s employment with Live Nation without Cause or for Good Reason or due to death or Disability (each as defined in the 2009 Employment Agreement), the note immediately will vest and the balance of the note immediately will be paid in a cash lump sum. Upon any other termination of Mr. Azoff s employment, the Azoff Family Trust will forfeit the balance of the note.

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May 6, 2009 Ticketmaster Entertainment Equity Awards. On May 6, 2009, Ticketmaster Entertainment granted to Mr. Azoff the following equity awards (which we refer to collectively as the May 6, 2009 Ticketmaster Entertainment equity awards), in each case, subject to and conditioned upon Ticketmaster Entertainment obtaining stockholder approval of increases in the individual and aggregate share limits under the Ticketmaster Entertainment Amended and Restated 2008 Stock and Annual Incentive Plan (which we refer to as the Ticketmaster Entertainment Plan) sufficient to cover such grants:

- Option to purchase 1,445,088 shares of Ticketmaster Entertainment common stock, with a per share exercise price equal to $7.55, vesting in equal annual installments on October 29, 2009 (or, if later, upon stockholder approval of a share increase under the Ticketmaster Entertainment Plan), 2010, 2011 and 2012. We refer to this stock option as the May 6, 2009 Stock Option.

- 200,000 Ticketmaster Entertainment restricted stock units, vesting in equal tranches of 25% upon the first four anniversaries of the date of grant. We refer to these restricted stock units as the Additional RSUs.

- 252,890 Ticketmaster Entertainment restricted stock units, vesting in equal tranches of 25% upon the later of (i) the first, second, third and fourth anniversary of the Merger, and (ii) the date, which we refer to as the Milestone Date, that the average closing trading price for Live Nation common stock over any consecutive 12-month period following the Merger exceeds the product of $14.45 and the Exchange Ratio (as defined in the Merger Agreement). We refer to these restricted stock units as the Stock Growth RSUs.

- 144,509 Ticketmaster Entertainment restricted stock units, vesting in equal tranches of 25% upon the first four anniversaries of the Merger. We refer to these restricted stock units as the Merger Milestone RSUs.

In addition to the vesting requirements described above, the vesting of the Additional RSUs and the Merger Milestone RSUs was subject to the satisfaction of one of three performance goals established by the Compensation and Human Resources Committee of the Ticketmaster Entertainment board of directors on May 6, 2009. This vesting condition has been met, subject to certification by the Compensation and Human Resources Committee of the Ticketmaster Entertainment board of directors.

Mr. Azoff will retain the May 6, 2009 Stock Option and the Additional RSUs, subject to satisfaction of applicable vesting conditions, whether or not the Merger occurs. Mr. Azoff will forfeit the Stock Growth RSUs and the Merger Milestone RSUs if the Merger does not occur.

Following the Merger, in the event of a termination of Mr. Azoff s employment with Live Nation without Cause or for Good Reason (each as defined in the 2009 Employment Agreement):

- the May 6, 2009 Stock Option, the Additional RSUs and the Merger Milestone RSUs immediately will vest in full;

- the May 6, 2009 Stock Option will remain exercisable for an extended period of time following Mr. Azoff s termination of employment; and

- the Stock Growth RSUs will remain eligible to vest based on the occurrence of the Milestone Date, but otherwise without regard to the passage of time, for a period of time following Mr. Azoff s termination of employment.

Upon a change of control of Live Nation (other than the Merger) occurring after the Merger, each of the May 6, 2009 Stock Option, the Additional RSUs, the Stock Growth RSUs and the Merger Milestone RSUs immediately will vest, subject to Mr. Azoff s continued employment through the change of control date.

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There currently is not a sufficient number of shares of Ticketmaster Entertainment common stock available for the May 6, 2009 Ticketmaster Entertainment equity awards described above. If Ticketmaster Entertainment stockholders do not approve the Ticketmaster Entertainment incentive plan proposal (as described in further detail in the section entitled Ticketmaster Entertainment Proposals Ticketmaster Entertainment Proposal 4: Approval of the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan), Mr. Azoff will forfeit all of the May 6, 2009 Ticketmaster Entertainment equity awards. In no event will any of the May 6, 2009 Ticketmaster Entertainment equity awards described above vest unless and until Ticketmaster Entertainment obtains stockholder approval of a share increase under the Ticketmaster Entertainment Plan.

Front Line Put Rights. Subject to the completion of the Merger, on October 29, 2014, the Azoff Family Trust will have the right to require Live Nation to purchase 100% of the Azoff Family Trust s Front Line common stock. In addition, subject to the completion of the Merger, in the event of a termination of Mr. Azoff s employment with Live Nation without Cause or for Good Reason (each as defined in the 2009 Employment Agreement), the Azoff Family Trust will have the right to require Live Nation to purchase:

- up to 50% of the Azoff Family Trust s Front Line common stock following the date of termination of Mr. Azoff s employment; and

- up to 100% of the Azoff Family Trust s Front Line common stock on the second anniversary of the date of termination of Mr. Azoff s employment.

The shares of Front Line common stock subject to the put rights described above will be valued as of the date of exercise of the applicable put right. Live Nation has the right to satisfy its obligations with respect to the foregoing put rights in cash and/or shares of Live Nation common stock.

Eric Korman. Mr. Korman and Ticketmaster Entertainment previously were party to a three-year employment agreement that expired in accordance with its terms on April 10, 2009, as a result of which Mr. Korman served, through July 27, 2009, as an employee-at-will, receiving an annualized base salary of $350,000 and with eligibility to receive discretionary annual bonuses. On July 27, 2009, Ticketmaster Entertainment entered into a new employment agreement with Mr. Korman, pursuant to which Mr. Korman serves as Executive Vice President of Ticketmaster Entertainment and President of Ticketmaster. The new employment agreement provides for a three-year term, an annual base salary in the amount of $750,000, together with a retroactive salary increase in the amount of $220,962 and a discretionary annual bonus with a target amount of 100% of Mr. Korman s base salary.

Under the terms of the new employment agreement, if Ticketmaster Entertainment terminates Mr. Korman s employment for any reason other than for Cause (as defined in the new employment agreement), death or disability, or if Mr. Korman resigns for Good Reason (as defined in the new employment agreement), Ticketmaster Entertainment will pay Mr. Korman his then-current base salary for a period of eighteen months following the termination plus a pro-rated portion of his annual bonus for the year in which the termination occurs, based on actual performance for such year, plus any compensation previously earned but deferred by Mr. Korman. In addition, under the new employment agreement, if Mr. Korman s employment is terminated under the foregoing circumstances, the option to acquire 300,000 shares of Ticketmaster Entertainment common stock granted to Mr. Korman in April 2009 will vest immediately and will remain exercisable until the earlier of (i) the eighteen-month anniversary of the termination and (ii) April 29, 2019. Under the new employment agreement, if Mr. Korman obtains other employment during the severance period, the amount of any severance payments to be made to Mr. Korman after the date such employment is secured will be offset by the amount of compensation earned by Mr. Korman from such employment through the end of the severance period. Mr. Korman s receipt of the above post-termination benefits is subject to his execution of a general release of Ticketmaster Entertainment and its affiliates and his continued compliance with certain covenants pertaining to confidentiality, non-solicitation and proprietary rights.

Brian Regan. Effective in June 2008, Ticketmaster L.L.C. entered into an employment agreement with Brian Regan, under which Mr. Regan continues to serve as Executive Vice President and Chief Financial Officer

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of Ticketmaster Entertainment through June 9, 2011, receiving an annualized base salary for 2009 of $375,000 and with eligibility for the remainder of the term to receive discretionary annual bonuses. Mr. Regan s employment agreement provides that if Ticketmaster L.L.C. terminates Mr. Regan s employment for any reason other than for Cause (as defined in his employment agreement), death or disability, Ticketmaster Entertainment will pay Mr. Regan his base salary through the end of the term of his employment agreement over the course of the then remaining term of the agreement, plus any compensation previously earned but deferred by Mr. Regan. Mr. Regan is required to use reasonable best efforts to seek other employment and to take other reasonable actions to mitigate the amounts payable to him under his employment agreement. If Mr. Regan obtains other employment during the severance period, the payments and benefits described above will be offset by the amount earned by him from another employer. Mr. Regan s receipt of the above post-termination benefits is subject to his execution of a general release of Ticketmaster Entertainment and its affiliates and his continued compliance with certain covenants pertaining to confidentiality, non-solicitation and proprietary rights. Pursuant to an amendment to Mr. Regan s employment agreement entered into on July 30, 2009, Mr. Regan s base salary increased from $375,000 per year to $500,000 per year, and Mr. Regan received a one-time signing bonus of $100,000.

Chris Riley. Effective in January 2005, Ticketmaster L.L.C. entered into an employment agreement with Chris Riley, which was amended as of January 4, 2008, under which Mr. Riley served as Senior Vice President and Acting General Counsel of Ticketmaster Entertainment through August 17, 2009, receiving an annualized base salary of $265,000 and with eligibility to receive discretionary annual bonuses. On August 17, 2009, Ticketmaster L.L.C. and Mr. Riley entered into an amendment to Mr. Riley s employment agreement pursuant to which:

- Mr. Riley became General Counsel, Secretary and Senior Vice President of Ticketmaster Entertainment;
- the term of the agreement was extended until August 17, 2012 (from January 10, 2010);
- Mr. Riley s annual base salary was increased, effective as of October 28, 2008 (the date on which Mr. Riley assumed the role of Acting General Counsel), to $325,000 per year, and, effective as of August 17, 2009, to $400,000 per year; and
- Mr. Riley received a one-time signing bonus of $100,000.

Mr. Riley s employment agreement provides that if Ticketmaster Entertainment terminates Mr. Riley s employment for any reason other than for Cause (as defined in his employment agreement), death or disability or if Mr. Riley resigns for Good Reason (as defined in his employment agreement), Ticketmaster Entertainment will pay Mr. Riley his then-current base salary through the earlier of the first anniversary of his termination or the end of the term of his employment agreement over the course of such period, plus any compensation previously earned but deferred by Mr. Riley, except that, if such termination occurs more than twelve months prior to the end of the employment term, Mr. Riley may instead elect to receive a lump-sum payment of $200,000 in lieu of such continuation payments. Under his employment agreement, if Mr. Riley does not elect a lump-sum payment, (i) Mr. Riley is required to use reasonable best efforts to seek other employment and to take other reasonable actions to mitigate the amounts payable to him under his employment agreement and (ii) if Mr. Riley obtains other employment during the severance period, the payments and benefits described above will be offset by the amount earned by him from another employer. Mr. Riley s receipt of the above post-termination benefits is subject to his execution of a general release of Ticketmaster Entertainment and its affiliates and his continued compliance with certain covenants pertaining to confidentiality, non-solicitation and proprietary rights.

Indemnification and Insurance

Live Nation agreed in the Merger Agreement to assume all rights to indemnification, advancement of expenses and exculpation from liabilities and acts or omissions occurring at or prior to the completion of the

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Merger existing when the parties executed the Merger Agreement in favor of the current or former directors, officers, employees and agents of Ticketmaster Entertainment and its subsidiaries. Live Nation also agreed to use its reasonable best efforts to cause such directors and officers to be insured with respect to acts or omissions occurring at or prior to the completion of the Merger for a period of six years. If, following the completion of the Merger, Live Nation or any of its successors or assigns consolidates or merges into any other third party and is not the continuing or surviving corporation of such consolidation or merger, or transfers all or substantially all of its properties or assets to any third party, then Live Nation is required to cause the continuing or surviving corporation or transferee of assets to assume all of the applicable obligations described above.

Consents and Amendments Under Ticketmaster Entertainment Credit Facility

On May 12, 2009, Ticketmaster Entertainment entered into an amendment to the Ticketmaster Entertainment credit facility. The following discussion summarizes material provisions of the amendment to the Ticketmaster Entertainment credit facility, a copy of which is included as an exhibit to the registration statement of which this joint proxy statement/prospectus forms a part and is incorporated by reference herein. The rights and obligations of the parties are governed by the express terms and conditions of the amendment to the Ticketmaster Entertainment credit facility and not by this summary. This summary is not complete and is qualified in its entirety by reference to the complete text of the amendment to the Ticketmaster Entertainment credit facility.

The amendment effects certain changes to the Ticketmaster Entertainment credit facility, which would become effective only upon Ticketmaster Entertainment notifying the administrative agent under the Ticketmaster Entertainment credit facility that the Merger will be completed pursuant to the terms of the Merger Agreement within one business day and the payment to each lender that has consented to the amendment of a consent fee equal to 0.50% of the sum of the principal amount of the term loans outstanding to such lender as of May 12, 2009 and the full amount of such lender s revolving commitment as of May 12, 2009. The amendment, once these conditions are satisfied, would, among other things, permit the Ticketmaster Entertainment credit facility to remain outstanding following the Merger, increase the interest spreads under each of the Term Loan A, Term Loan B and revolving credit facility by 1.25%, institute a LIBOR floor of 2.50% for the Ticketmaster Entertainment credit facility (for a description of interest rates payable under the Ticketmaster Entertainment credit facility following the effectiveness of the amendment, see Unaudited Pro Forma Condensed Combined Financial Statements Notes to Unaudited Pro Forma Condensed Combined Financial Statements Note 2: Pro Forma Adjustments footnote (u) beginning on page 332), condition each borrowing under the revolving credit facility and certain other debt incurrences on Ticketmaster Entertainment having a pro forma consolidated total leverage ratio of no more than 3.50 to 1.00, create restrictions on Ticketmaster Entertainment and its subsidiaries transferring assets to Live Nation or Live Nation s other subsidiaries in certain circumstances and would effect certain other changes to facilitate the integration of Ticketmaster Entertainment and its subsidiaries with Live Nation and its subsidiaries following consummation of the Merger.

Under the amendment to the Ticketmaster Entertainment credit facility, if the Merger has not been consummated by February 10, 2010, or, if such date is extended by either Live Nation or Ticketmaster Entertainment as permitted under the terms of the Merger Agreement, by May 10, 2010, such date, as it may be extended, being referred to as the end date (see The Merger Agreement Conditions to Completion of the Merger beginning on page 129), Ticketmaster Entertainment would be required to pay half of the consent fees described in the immediately preceding paragraph and agree to an immediate increase in the interest spreads under the Ticketmaster Entertainment credit agreement of 0.625% in order for the changes to the Ticketmaster Entertainment credit facility to become effective in connection with the subsequent Merger. Thereafter, if the Merger has not been consummated within three months after the end date, Ticketmaster Entertainment would be required to pay the balance of the consent fees described above and agree to an immediate increase in the interest spreads under the Ticketmaster Entertainment credit facility of the remaining 0.625% (for a total of 1.25%), in order for the changes to the Ticketmaster Entertainment credit facility to become effective in connection with the subsequent Merger.

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Accounting Treatment

Each of Live Nation and Ticketmaster Entertainment prepares its financial statements in accordance with GAAP. While both Live Nation and Ticketmaster Entertainment view the transaction as a merger of equals, the Merger will be accounted for by applying the acquisition method, which requires the determination of the acquirer for accounting purposes, the acquisition date, the fair value of assets, liabilities and noncontrolling interests of the acquiree for accounting purposes and the measurement of goodwill. SFAS 141(R) provides that in identifying the acquiring entity in a combination effected through an exchange of equity interests, all pertinent facts and circumstances must be considered, including: the relative voting rights in the combined entity after the business combination, the composition of the governing body and senior management of the combined company, the relative size of each company and the terms of the exchange of equity interests in the business combination, including payment of any premium. Live Nation and Ticketmaster Entertainment analyzed each of these factors in determining which entity is the deemed acquirer for accounting purposes. The summary of each of the criteria and the companies analysis of each factor is below:

Issuance of Equity Shares and Relative Voting Rights	Live Nation is issuing its equity in the transaction and is therefore the legal acquirer. However, the holders of Ticketmaster Entertainment common stock are entitled to receive shares of Live Nation common stock that represent 50.01% of the equity interests of the combined company. Although the Ticketmaster Entertainment stockholders will hold slightly more than half of the equity interests of the combined company, each of Live Nation and Ticketmaster Entertainment will have the right to designate seven individuals to serve on the board of directors of the combined company. Therefore, the companies do not believe that the relative voting rights provide influence in favor of either company being deemed the acquirer for accounting purposes.
Significant Minority Interest Holders	Based on current, publicly disclosed share ownership, after the Merger there will be no individual stockholder with more than 15% ownership of the combined company. Certain accounting literature considers an investment of 20% or more as presumptive evidence of an investor s ability to exercise significant influence, while an investment below 20% is viewed as presumptive evidence that the investor does not have such ability. Therefore, the companies do not believe that the ownership of the minority interest holders provides influence in favor of either company being deemed the acquirer for accounting purposes.
Composition of Governing Body	Upon completion of the Merger, each company will have designated seven individuals to serve on a 14-member board of directors. The committees of the board of directors will be split evenly, consisting of two directors nominated by each company. The chairman of the Ticketmaster Entertainment board of directors at the time of the Merger, who is expected to be the current chairman of the board of Ticketmaster Entertainment, will initially serve as chairman of the board of directors of the combined company. All matters to be voted on by the board of directors of the combined company will require a simple majority vote and there will be no supermajority voting. There will be no tie-breaking power given to any member of the board so in the case of a tie, the issue will not pass. The companies do not believe that the composition of the governing body provides influence in favor of either company being deemed the acquirer for accounting purposes.

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Liberty Media, currently Ticketmaster Entertainment s largest stockholder, will be permitted to nominate up to two of Ticketmaster Entertainment s initial seven board seats under provisions of the Liberty Stockholder Agreement. Although Liberty Media is expected to have board seats for a period of time, the companies do not believe that this is a factor that provides additional influence in favor of either company being deemed the acquirer for accounting purposes because Liberty Media s board seats are a part of, not in addition to, the total number of board seats initially designated by Ticketmaster Entertainment.

Composition of Senior Management	The Chief Executive Officer of the combined company (who initially will be the Chief Executive Officer of Live Nation at the time of the Merger) will be responsible for the management of the ticketing and live events promotions businesses. The Executive Chairman of the combined company (who initially will be the Chief Executive Officer of Ticketmaster Entertainment at the time of the Merger) will be responsible for the management of the artist services business. The Chief Executive Officer and the Executive Chairman will share responsibility for business development and strategic decisions. Since the operating divisions directly under the supervision of the Chief Executive Officer will be the two largest operating divisions of the combined company and since the Chief Executive Officer will also have direct supervisory authority with respect to the senior corporate officers of the combined company, the companies believe that this factor favors Live Nation being deemed the acquirer for accounting purposes.
Terms of the Exchange of Equity Interests	The Merger Agreement provides for an exchange ratio of 1.384, which is subject to adjustment based on outstanding voting securities immediately prior to the closing of the Merger (as of October 28, 2009, the most recent practicable date before the printing of this joint proxy statement/prospectus, this exchange ratio would have been 1.474 if the Merger had closed on that date). Based on the closing prices of Live Nation common stock on the NYSE and Ticketmaster Entertainment common stock on NASDAQ on February 3, 2009 (the last trading day before various news outlets began reporting on a possible transaction involving the companies), the implied value of the exchange ratio reflects a premium being paid by Live Nation in this transaction. Because Live Nation is paying an exchange ratio premium in the transaction, the companies believe that this factor favors Live Nation being deemed the acquirer for accounting purposes.
Relative Size	Based on the 2008 results of the two companies, Live Nation s revenue, total asset balance and net assets are larger than those of Ticketmaster Entertainment. Based on this analysis, the companies believe that this factor favors Live Nation being deemed the acquirer for accounting purposes.

Initiator of the Transaction	There was no clear initiator of the transaction, so the companies do not believe this provides influence in favor of either company being deemed the acquirer for accounting purposes.

Based on Live Nation s and Ticketmaster Entertainment s analyses of the factors enumerated in SFAS 141(R) as applied to the Merger, while Live Nation and Ticketmaster Entertainment view this transaction as a merger of equals, Live Nation is the deemed accounting acquirer of Ticketmaster Entertainment for accounting purposes based on the factors enumerated above. This means that Live Nation will record the purchase price based on the fair value of Ticketmaster Entertainment s assets, liabilities and noncontrolling interests at the acquisition date, with any excess purchase price being recorded as goodwill.

Regulatory Approvals Required for the Merger

United States Antitrust Laws

Under the HSR Act and the rules promulgated under that act by the Federal Trade Commission, or FTC, the Merger may not be completed until notifications have been given and information furnished to the FTC and to the Antitrust Division of the Department of Justice, or the Antitrust Division, and the specified waiting period has been terminated or has expired. Live Nation and Ticketmaster Entertainment each filed notification and report forms under the HSR Act with the FTC and the Antitrust Division on February 17, 2009. On March 19, 2009, Live Nation and Ticketmaster Entertainment received from the Antitrust Division a request for additional information and material relating to the Merger under the HSR Act, which is generally referred to as a Second Request. The effect of the Second Request is to extend the waiting period imposed by the HSR Act until 30 days after Live Nation and Ticketmaster Entertainment have substantially complied with the Second Request, unless that period is extended voluntarily by the parties or terminated earlier by the Antitrust Division. Live Nation and Ticketmaster Entertainment have responded to the Second Request and continue to cooperate with the Antitrust Division s review of the Merger, including discussing potential solutions to issues that the Antitrust Division raises regarding the Merger.

At any time before or after the completion of the Merger, the FTC or the Antitrust Division could take any action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the completion of the Merger or seeking divestiture of some or substantial assets of Live Nation or Ticketmaster Entertainment. The Merger also is subject to review under state antitrust laws and could be the subject of challenges by states or private parties under the antitrust laws. A number of States Attorneys General are investigating the Merger in tandem with the Department of Justice.

Foreign Antitrust Laws

In addition to the antitrust regulatory clearances described above, filings with all the consents from other governmental agencies are required prior to the completion of the Merger. Filings have been made with the relevant competition authorities in Canada, the United Kingdom, Norway and Turkey. Before closing of the Merger, if no clearances have been obtained, such governmental authorities could take action under applicable antitrust laws, including prohibiting the completion of the Merger or requiring a divestiture of some or substantial assets of Live Nation or Ticketmaster Entertainment.

In Canada, Live Nation and Ticketmaster Entertainment filed their respective notifications and requests for clearance with the Canadian Competition Bureau on April 7, 2009. On May 8, 2009, the Canadian Competition Bureau issued supplemental information requests to both parties, which obligate Live Nation and Ticketmaster Entertainment to produce documents and provide additional information to the Canadian Competition Bureau before the Merger may be completed. Live Nation and Ticketmaster Entertainment have responded to the supplemental information requests and continue to cooperate with the Canadian Competition Bureau in the course of their investigation of the Merger, including discussing potential solutions to issues that the Competition Bureau raises regarding the Merger. In the United Kingdom, a merger filing was made to the Office of Fair Trading on March 31, 2009. On June 10, 2009, the Office of Fair Trading referred the Merger to

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the U.K. Competition Commission for further investigation. On October 9, 2009, the U.K. Competition Commission published its provisional findings that the proposed transaction reduces competition in some respects and a notice of proposed remedy (which consists of a range of possible remedies). These provisional findings and proposed remedies are subject to public comment, a closed hearing that was conducted on October 29, 2009 and further deliberation by the Competition Commission. The parties continue to work with the U.K. Competition Commission to narrow the findings and range of any remedy. On November 5, 2009, the U.K. Competition Commission extended the statutory deadline to issue its Final Report with respect to the Merger to January 19, 2010 (although the U.K. Competition Commission may issue its final report any time prior to that date). In Norway, a standardized (simplified) notification filing was made with the Norwegian Competition Authority on April 8, 2009. Subsequently, on June 12, 2009, a complete form notification was filed with the Norwegian Competition Authority at the latter s request. On July 17, 2009, the Norwegian Competition Authority cleared the Merger without conditions. In Turkey, a merger filing was made with the Turkish Competition Authority on April 3, 2009. The Turkish Competition Authority cleared the Merger without conditions on June 11, 2009.

Restrictions on Sales of Shares of Live Nation Common Stock Received in the Merger

Shares of Live Nation common stock issued in the Merger will not be subject to any restrictions on transfer arising under the Securities Act of 1933, as amended, which is referred to as the Securities Act, or the Exchange Act, except for shares of Live Nation common stock issued to any Ticketmaster Entertainment stockholder who may be deemed to be an affiliate of Live Nation after the completion of the Merger. This joint proxy statement/ prospectus does not cover resales of Live Nation common stock received by any person upon the completion of the Merger, and no person is authorized to make any use of this joint proxy statement/prospectus in connection with any resale.

Appraisal Rights

Under Section 262 of the DGCL, neither the holders of Live Nation common stock nor the holders of Ticketmaster Entertainment common stock or Ticketmaster Entertainment Series A preferred stock have appraisal rights in connection with the Merger.

NYSE Listing of Live Nation Common Stock; Delisting and Deregistration of Ticketmaster Entertainment Common Stock

Live Nation has agreed to use its reasonable best efforts to cause the shares of Live Nation common stock to be issued in the Merger to be approved for listing on the NYSE, subject to official notice of issuance, prior to the completion of the Merger. Such approval is a condition to the completion of the Merger. If the Merger is completed, Ticketmaster Entertainment common stock will cease to be listed on NASDAQ or registered under the Exchange Act.

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LITIGATION RELATING TO THE MERGER

Ticketmaster Entertainment and each of its directors have been named as defendants in two lawsuits filed in the Court challenging the Merger: *McBride v. Ticketmaster Entertainment, Inc.*, No. BC407677, and *Police and Fire Retirement System of the City of Detroit v. Ticketmaster Entertainment, Inc.*, No. BC408228. These actions were consolidated under the caption *In re Ticketmaster Entertainment Shareholder Litigation*, Lead Case No. BC407677, by a court order dated March 30, 2009. The plaintiffs filed an amended complaint in the consolidated action on July 2, 2009 and a second amended complaint on September 10, 2009 which superseded the earlier complaints. The second amended consolidated complaint generally alleges that Ticketmaster Entertainment and its directors breached their fiduciary duties by entering into the Merger Agreement without regard to the fairness of the Merger Agreement to the Ticketmaster Entertainment stockholders and by failing to obtain adequate consideration for shares of Ticketmaster Entertainment common stock. The second amended consolidated complaint also alleges that the preliminary joint proxy statement/prospectus of Live Nation and Ticketmaster Entertainment, which is a part of Amendment No. 1 to the Registration Statement of Live Nation that was filed with the SEC on July 1, 2009, contains material omissions and misstatements. Live Nation and Ticketmaster Entertainment s financial advisor, Allen & Co., are also named as defendants in the consolidated action and are charged with aiding and abetting the Ticketmaster Entertainment directors alleged breaches of fiduciary duty. Among other things, the second amended consolidated complaint seeks an injunction barring the completion of the Merger until an adequate proxy statement is filed and Ticketmaster Entertainment and its directors have completed a proper process for selling Ticketmaster Entertainment or evaluating its strategic alternatives, rescission of the Merger Agreement compensatory damages, and attorneys fees and expenses. Plaintiffs have filed a motion for leave to file a third amended complaint that is presently pending with the Court. Ticketmaster Entertainment and Live Nation believe the litigation is without merit and intend to defend it vigorously.

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MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES

The following discussion summarizes the material U.S. federal income tax consequences of the Merger to U.S. Holders (as defined below) of Ticketmaster Entertainment common stock. This discussion is based on the Code, applicable U.S. Treasury regulations promulgated thereunder, administrative rulings and judicial authorities, each as in effect as of the date of this document and all of which are subject to change at any time, possibly with retroactive effect. In addition, this discussion does not address any state, local or foreign tax consequences of the Merger.

This discussion addresses only Ticketmaster Entertainment stockholders who are U.S. Holders and hold Ticketmaster Entertainment common stock as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment). It does not address all aspects of U.S. federal income taxation that may be relevant to a particular Ticketmaster Entertainment stockholder in light of such stockholder s individual circumstances or to a Ticketmaster Entertainment stockholder who is subject to special treatment under U.S. federal income tax law, including, without limitation:

- banks, insurance companies and other financial institutions;
- regulated investment companies;
- tax-exempt organizations;
- dealers in securities or currencies;
- traders in securities that elect mark-to-market treatment;
- U.S. expatriates;
- non-U.S. Holders (as defined below);
- entities or arrangements that are treated as partnerships for U.S. federal income tax purposes and investors in such partnerships;
- holders that hold Ticketmaster Entertainment common stock as part of a straddle, hedge, constructive sale or conversion transaction;
- U.S. Holders that have a functional currency other than the U.S. dollar;
- holders liable for the alternative minimum tax; and
- holders who acquired Ticketmaster Entertainment common stock pursuant to the exercise of employee stock options or otherwise as compensation.

For purposes of this discussion, U.S. Holder refers to a beneficial owner of Ticketmaster Entertainment common stock that is, for U.S. federal income tax purposes, (1) an individual who is a citizen or resident of the United States; (2) a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any state thereof or in the District of Columbia; (3) an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or (4) a trust if it (i) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust, or (ii) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a United States person. The term non-U.S. Holder means a beneficial owner of Ticketmaster Entertainment common stock that is neither a U.S. Holder nor an entity or arrangement treated as a partnership for U.S. federal income tax purposes.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes holds Ticketmaster Entertainment common stock, the tax treatment of a partner in such entity will generally depend upon the status of the partner and the activities of that partnership. A partner in a partnership holding Ticketmaster Entertainment common stock should consult its tax advisor regarding the tax consequences of the Merger.

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Ticketmaster Entertainment stockholders should consult their tax advisors as to the specific tax consequences to them of the Merger in light of their particular circumstances, including the applicability and effect of U.S. federal, state, local and foreign income and other tax laws.

The Merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to the completion of the Merger that Live Nation receive a written opinion of Latham & Watkins LLP, and that Ticketmaster Entertainment receive a written opinion of Wachtell, Lipton, Rosen & Katz, in each case, dated as of the closing date of the Merger, to the effect that the Merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. These opinions will be based on representation letters provided by Live Nation and Ticketmaster Entertainment to be delivered at the time of closing and on customary assumptions. No ruling has been or will be sought from the IRS regarding the U.S. federal income tax consequences of the Merger and an opinion of counsel is not binding on the IRS or any court. Accordingly, there can be no assurance that the IRS will not disagree with or challenge any of the conclusions described herein.

In addition, in connection with the filing of the registration statement of which this joint proxy statement/prospectus is a part, Live Nation has received a legal opinion of Latham & Watkins LLP and Ticketmaster Entertainment has received a legal opinion of Wachtell, Lipton, Rosen & Katz, in each case, to the same effect as the opinions described above.

Neither Live Nation nor Ticketmaster Entertainment intends to waive the receipt of an opinion of counsel, dated as of the closing date of the Merger, as a condition to its obligation to complete the Merger, and neither Live Nation nor Ticketmaster Entertainment will waive the receipt of this opinion as a condition to its obligation to complete the Merger without the approval of Live Nation and Ticketmaster Entertainment stockholders.

Accordingly, the material U.S. federal income tax consequences to U.S. Holders of Ticketmaster Entertainment common stock are as follows:

- a Ticketmaster Entertainment stockholder whose shares of Ticketmaster Entertainment common stock are exchanged in the Merger solely for Live Nation common stock will not recognize gain or loss, except with respect to cash received in lieu of fractional shares of Live Nation common stock (as discussed below);

- a Ticketmaster Entertainment stockholder s aggregate tax basis in shares of Live Nation common stock received in the Merger (including any fractional shares deemed received and exchanged for cash) will equal the aggregate tax basis in the shares of Ticketmaster Entertainment common stock surrendered in the Merger; and

- a Ticketmaster Entertainment stockholder s holding period for shares of Live Nation common stock received in the Merger will include the holding period of the shares of Ticketmaster Entertainment common stock surrendered.

If a Ticketmaster Entertainment stockholder acquired different blocks of Ticketmaster Entertainment common stock at different times or at different prices, such stockholder s tax basis and holding periods in its Live Nation common stock may be determined with reference to each block of Ticketmaster Entertainment common stock.

Cash in Lieu of Fractional Shares. A holder of Ticketmaster Entertainment common stock who receives cash in lieu of a fractional share of Live Nation common stock generally will be treated as having received such fractional share in the Merger and then as having received cash in exchange for such fractional share. Gain or loss generally will be recognized based on the difference between the amount of cash received in lieu of the fractional share and the tax basis allocated to such fractional share of Live Nation common stock. Such gain or loss generally will be long-term capital gain or loss if, as of the effective date of the Merger, the holding period in the Ticketmaster Entertainment common stock exchanged is greater than one year.

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Information Reporting and Backup Withholding. Payments of cash in lieu of fractional shares of Live Nation common stock may, under certain circumstances, be subject to information reporting and backup withholding unless the recipient provides proof of an applicable exemption or furnishes its taxpayer identification number, and otherwise complies with all applicable requirements of the backup withholding rules. Any amounts withheld under the backup withholding rules are not an additional tax and will be allowed as a refund or credit against such Ticketmaster Entertainment stockholders U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

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THE MERGER AGREEMENT

This section of this joint proxy statement/prospectus describes the material provisions of the Merger Agreement but does not describe all of the terms of the Merger Agreement and may not contain all of the information about the Merger Agreement that is important to you. The following summary is qualified by reference to the complete text of the Merger Agreement, which is attached as Annex A to this joint proxy statement/prospectus and incorporated by reference herein. You are urged to read the full text of the Merger Agreement because it is the legal document that governs the Merger. The Merger Agreement is not intended to provide you with any other factual information about Live Nation or Ticketmaster Entertainment or their respective businesses.

The representations, warranties and covenants contained in the Merger Agreement were made only for purposes of the Merger Agreement, as of a specific date, and may be subject to more recent developments. These representations were made solely for the benefit of the parties to the Merger Agreement and may be subject to important qualifications and limitations agreed upon by the contracting parties, including being qualified by confidential disclosures made for the purpose of allocating risk between parties to the Merger Agreement rather than the purpose of establishing these matters as facts, and may apply standards of materiality in a way that is different than what may be viewed as material by investors. These representations do not survive the completion of the Merger. For the foregoing reasons, one should not rely on the representations, warranties and covenants or any descriptions of those provisions as characterizations of the actual state of facts or condition of Ticketmaster Entertainment or Live Nation or any of their respective subsidiaries or affiliates, but instead should read them only in conjunction with the other information provided elsewhere in this document or incorporated by reference into this joint proxy statement/prospectus.

Terms of the Merger

The Merger Agreement provides that, subject to the terms and conditions of the Merger Agreement, and in accordance with the DGCL and the Delaware Limited Liability Company Act, upon the completion of the Merger, Ticketmaster Entertainment will merge with and into Merger Sub, an indirect, wholly owned subsidiary of Live Nation, with Merger Sub continuing as the surviving entity and as an indirect, wholly owned subsidiary of Live Nation. Upon the completion of the Merger, each share of Ticketmaster Entertainment common stock that is issued and outstanding immediately before the completion of the Merger (other than any shares of Ticketmaster Entertainment common stock held by Live Nation, Ticketmaster Entertainment or Merger Sub which will be cancelled upon the completion of the Merger) will be converted into the right to receive 1.384 shares of Live Nation common stock (which is referred to as the exchange ratio, as it may be adjusted as described in the following sentence). The Merger Agreement provides that the exchange ratio is subject to adjustment to ensure that holders of Ticketmaster Entertainment common stock immediately prior to the completion of the Merger collectively receive 50.01% of the voting power of the equity interests of the combined company. For further discussion regarding how to obtain a more current calculation of the exchange ratio, see Questions and Answers About the Merger and the Annual Meetings beginning on page 1.

Live Nation will not issue fractional shares of Live Nation common stock in the Merger. Instead, a Ticketmaster Entertainment stockholder that otherwise would have received a fraction of a share of Live Nation common stock will receive an amount of cash (without interest), which is referred to as the fractional share payment. The fractional share payment will be determined by multiplying the fraction of a share of Live Nation common stock that the Ticketmaster Entertainment stockholder would otherwise receive by the last reported sales price of a share of Live Nation common stock on the NYSE (as reported by *The Wall Street Journal*), on the last complete trading day before the completion of the Merger.

Exchange of Ticketmaster Entertainment Stock Certificates

Within five business days of the completion of the Merger, if you are a Ticketmaster Entertainment stockholder, Live Nation s exchange agent will mail you a letter of transmittal and instructions for use in

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surrendering your Ticketmaster Entertainment stock (including any stock certificates if you hold shares in certificated form) for stock of Live Nation and a fractional share payment in lieu of any fractional shares of Live Nation common stock. When you deliver your Ticketmaster Entertainment stock certificates to the exchange agent along with a properly executed letter of transmittal and any other required documents, your Ticketmaster Entertainment stock certificates will be cancelled.

Holders of Ticketmaster Entertainment common stock will not receive physical stock certificates for Live Nation common stock. Rather, they will receive statements indicating book-entry ownership of Live Nation common stock (and a fractional share payment instead of any fractional shares of Live Nation common stock that would have been otherwise issuable to them as a result of the Merger).

PLEASE DO NOT SUBMIT YOUR TICKETMASTER ENTERTAINMENT STOCK CERTIFICATES FOR EXCHANGE UNTIL YOU RECEIVE THE TRANSMITTAL INSTRUCTIONS AND LETTER OF TRANSMITTAL FROM THE EXCHANGE AGENT.

If you own Ticketmaster Entertainment common stock in book entry form or through a broker, bank or other holder of record, you will not need to obtain stock certificates to submit for exchange to the exchange agent. However, you or your broker or other nominee will need to follow the instructions provided by the exchange agent in order to properly surrender your Ticketmaster Entertainment shares.

If you hold Ticketmaster Entertainment stock certificates, you will not be entitled to receive any dividends or other distributions on Live Nation common stock until the Merger is completed and you have surrendered your Ticketmaster Entertainment stock certificates in exchange for Live Nation common stock. If Live Nation effects any dividend or other distribution on the Live Nation common stock with a record date occurring after the time the Merger is completed and a payment date before the date you surrender your Ticketmaster Entertainment stock certificates, you will receive the dividend or distribution, without interest, with respect to the whole shares of Live Nation common stock issued to you after you surrender your Ticketmaster Entertainment stock certificates and the shares of Live Nation common stock are issued in exchange. If Live Nation effects any dividend or other distribution on the Live Nation common stock with a record date after the date on which the Merger is completed and a payment date after the date you surrender your Ticketmaster Entertainment stock certificates, you will receive the dividend or distribution, without interest, on that payment date with respect to the whole shares of Live Nation common stock issued to you.

If your Ticketmaster Entertainment stock certificate has been lost, stolen or destroyed, you may receive shares of Live Nation common stock upon the making of an affidavit of that fact. Live Nation may, in its discretion, require you to deliver an indemnification agreement in a form reasonably acceptable to Live Nation as indemnity against any claim that may be made against Live Nation or the exchange agent with respect to the lost, stolen or destroyed Ticketmaster Entertainment stock certificate. Live Nation will issue stock (or make a fractional share payment) in a name other than the name in which a surrendered Ticketmaster Entertainment stock certificate is registered only if you present the exchange agent with all documents required to show and effect the unrecorded transfer of ownership and show that you paid any applicable stock transfer taxes.

Treatment of Ticketmaster Entertainment Stock Options and Other Equity Awards

Stock Options

Upon the completion of the Merger, each outstanding option to purchase shares of Ticketmaster Entertainment common stock, whether or not exercisable, will be converted into an option to purchase Live Nation common stock on the same terms and conditions applicable to the corresponding Ticketmaster Entertainment stock option immediately before the completion of the Merger, except that (i) the number of shares of Live Nation common stock subject to each such converted option will be equal to the product, rounded down to the nearest whole number of shares of Live Nation common stock, of (a) the number of shares of

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Ticketmaster Entertainment common stock subject to the corresponding Ticketmaster Entertainment stock option and (b) the exchange ratio, and (ii) the per-share exercise price of the converted Ticketmaster Entertainment stock options will equal the per-share exercise price applicable to the corresponding Ticketmaster Entertainment stock option divided by the exchange ratio (rounded up to the nearest whole cent).

Restricted Stock

Upon the completion of the Merger, each outstanding award of Ticketmaster Entertainment restricted stock will be converted, on the same terms and conditions applicable to the corresponding Ticketmaster Entertainment restricted stock immediately before the completion of the Merger, into the number of shares of Live Nation restricted stock equal to the product of (i) the number of shares of Ticketmaster Entertainment common stock subject to such award and (ii) the exchange ratio, in each case rounding up or down to the nearest whole share of Live Nation common stock.

Restricted Stock Units; Director Share Units

Upon the completion of the Merger, each outstanding award of Ticketmaster Entertainment restricted stock units and each outstanding Ticketmaster Entertainment director share unit account will be converted, on the same terms and conditions applicable to the corresponding Ticketmaster Entertainment restricted stock unit or Ticketmaster Entertainment director share unit account immediately before the completion of the Merger, into the number of Live Nation restricted stock units equal to, or an account of Live Nation director share units corresponding to a number of shares of Live Nation common stock equal to, the product of (i) the number of shares of Ticketmaster Entertainment common stock subject to such award or held in such account immediately before the completion of the Merger and (ii) the exchange ratio, in each case rounding up or down to the nearest whole share of Live Nation common stock.

Governance Matters upon Completion of the Merger

Board of Directors

Upon the completion of the Merger, the board of directors of the combined company will be made up of 14 members, consisting of (i) seven designees of Ticketmaster Entertainment (including up to two directors designated by Liberty Media as provided in the Liberty Stockholder Agreement), at least three of whom (including at least one Liberty Media designee) will be independent directors and (ii) seven designees of Live Nation, at least five of whom will be independent directors. Unless Ticketmaster Entertainment and Live Nation agree otherwise, Ticketmaster Entertainment s chairman, currently Mr. Diller, is expected to serve as chairman of the board of directors of the combined company upon the completion of the Merger. In addition, upon the completion of the Merger, each committee of the board of directors of the combined company will consist of four directors, two of whom will be designated by the Live Nation directors and two of whom will be designated by the Ticketmaster Entertainment directors, provided that one of the two Ticketmaster Entertainment directors on each of the Audit Committee and the Compensation Committee will be a Liberty director, subject to such director meeting applicable independence and other requirements for such service.

Executive Officers

Upon the completion of the Merger, Live Nation s Chief Executive Officer, currently Mr. Rapino, is expected to serve as the President and Chief Executive Officer of the combined company, and the Chief Executive Officer of Ticketmaster Entertainment, currently Mr. Azoff, is expected to serve as the Executive Chairman of the combined company.

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Completion of the Merger

Unless Live Nation and Ticketmaster Entertainment agree otherwise, the parties are required to complete the Merger no later than the fifth business day after satisfaction or waiver of all the conditions described under Conditions to Completion of the Merger below. The Merger will be effective at the time the certificate of merger is filed with the Secretary of State of the State of Delaware.

Conditions to Completion of the Merger

The obligations of Live Nation and Ticketmaster Entertainment to complete the Merger are each subject to the satisfaction of the following conditions:

- adoption of the Merger Agreement by a majority of the aggregate voting power of the outstanding shares of Ticketmaster Entertainment common stock and Ticketmaster Entertainment Series A preferred stock, voting together as a single class;

- approval of the issuance of shares of Live Nation common stock in the Merger by the affirmative vote of the holders of a majority of the voting power of the outstanding shares of Live Nation common stock present or represented and entitled to vote at the Live Nation stockholder meeting, with a majority of the outstanding shares of Live Nation common stock entitled to vote actually voting on the proposal;

- termination or expiration of any waiting period (and any extension thereof) applicable to the Merger under the HSR Act;

- receipt of all consents required to be obtained from any governmental entity or under any foreign antitrust, competition, investment, trade regulation or similar law, except for those the failure of which to obtain would not reasonably be expected to (i) have a material adverse effect on the combined company or (ii) provide a reasonable basis to conclude that Live Nation, Ticketmaster Entertainment or Merger Sub (or any of their respective affiliates, directors or officers) would be subject to the risk of criminal liability;

- other than with respect to foreign antitrust matters (which are covered under the preceding bullet), absence of any law or temporary, preliminary or permanent judgment or other legal restraint or prohibition by a court or other governmental entity (or pending governmental action or proceeding that would reasonably be expected to lead to such a restraint or prohibition) that makes illegal or prohibits the completion of the Merger or would reasonably be expected to result, directly or indirectly, in (i) any prohibition or limitation on the ownership or operation by Live Nation, Ticketmaster Entertainment or any of their respective subsidiaries of any portion of the business, properties or assets of Live Nation, Ticketmaster Entertainment or any of their respective subsidiaries; (ii) Live Nation, Ticketmaster Entertainment or any of their respective subsidiaries, as a result of the Merger, being compelled to dispose of or hold separate any portion of the business, properties or assets of Live Nation, Ticketmaster Entertainment or any of their respective subsidiaries; (iii) any prohibition or limitation on the ability of Live Nation to acquire or hold, or exercise full rights of ownership of, any shares of capital stock of any Ticketmaster Entertainment subsidiary or (iv) any prohibition or limitation on the ability of Live Nation to effectively control the business or operations of Ticketmaster Entertainment and its subsidiaries, which in each case would reasonably be expected to result in a material adverse effect on the combined company;

- effectiveness of this joint proxy statement/prospectus and the absence of a stop order or proceedings threatened or initiated by the SEC for that purpose;

- authorization of the listing of the shares of Live Nation common stock to be issued in the Merger on the NYSE, subject to official notice of issuance;

receipt of all consents of lenders party to the Ticketmaster Entertainment credit facility necessary to allow the facility to remain in effect after the completion of the Merger with no default or event of default under the facility resulting from the Merger (on May 12, 2009, Ticketmaster Entertainment entered into an amendment to the Ticketmaster Entertainment credit facility, which, subject to certain conditions, will become effective at the completion of the Merger and, among other things, will permit the Ticketmaster Entertainment credit facility to remain outstanding following the Merger. For further discussion of the amendment to the Ticketmaster Entertainment credit facility, see The Merger Consents and Amendments Under Ticketmaster Entertainment Credit Facility beginning on page 117); and

receipt by Ticketmaster Entertainment of an unqualified tax opinion (within the meaning of the tax sharing agreement by and among IAC, Ticketmaster Entertainment and certain other parties) with respect to the transactions contemplated by the Merger Agreement, dated as of the closing date of the Merger, and IAC s written acknowledgement that such opinion is in form and substance satisfactory to IAC.

In addition, each of Live Nation s and Ticketmaster Entertainment s obligations to complete the Merger is subject to the satisfaction of the following conditions:

the truth and correctness when made and as of the completion of the Merger of the representations and warranties of the other party (other than those representations and warranties that were made only as of a specified date, which need only be true and correct in all material respects as of the specified date) relating to (i) organization, standing and corporate power; (ii) capital structure and (iii) brokers fees and expenses;

the truth and correctness (without giving effect to any materiality qualifications) when made and as of the completion of the Merger of the representations and warranties of the other party (other than those representations and warranties that were made only as of a specified date, which need only be true and correct as of the specified date), other than those representations and warranties described in the prior bullet, provided that these representations and warranties will be deemed to be true unless the individual or aggregate impact of the failure to be so true and correct has had or would reasonably be expected to have a material adverse effect on the party making the representations and warranties;

the prior performance by the other party, in all material respects, of all of its material obligations under the Merger Agreement;

receipt of a certificate executed by an executive officer of the other party as to the satisfaction of the conditions described in the preceding three bullets;

the absence of any event or development that has had or would reasonably be excepted to have, individually or in the aggregate, a material adverse effect on the other party; and

receipt of a legal opinion of that party s counsel, dated as of the closing date of the Merger, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code.

The Merger Agreement provides that any or all of these conditions may be waived, in whole or in part, by Live Nation or Ticketmaster Entertainment, to the extent legally allowed; provided that neither party may waive the tax opinion condition described in the last bullet above following the approval of the Merger by such party s stockholders, unless further stockholder approval is obtained with appropriate disclosure. Neither Ticketmaster Entertainment nor Live Nation currently expects to waive any material condition to the completion of the Merger.

Representations and Warranties

Each of Live Nation and Ticketmaster Entertainment has made representations and warranties regarding, among other things:

organization, standing and corporate power, charter documents and ownership of subsidiaries and permits and other approvals necessary to operate the business as presently constituted;

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capital structure;

corporate authority to enter into and perform the Merger Agreement, enforceability of the Merger Agreement, approval of the Merger Agreement by each party s board of directors and voting requirements to complete the Merger and the other transactions contemplated by the Merger Agreement;

absence of conflicts with or defaults under organizational documents, other contracts and applicable laws;

required regulatory filings and consents and approvals of governmental entities;

SEC filings since January 1, 2008, including financial statements contained in the filings, internal controls and compliance with the Sarbanes-Oxley Act of 2002;

accuracy of the information supplied for inclusion in, and compliance with applicable securities laws by, this joint proxy statement/prospectus;

conduct of the business and absence of certain changes since January 1, 2008 through the date of the Merger Agreement, except as contemplated by the Merger Agreement, including that there has been no fact, event, change, development or set of circumstances that has had or would reasonably be expected to have a material adverse effect on the party making the representation;

the absence of undisclosed material liabilities;

tax matters;

labor and other employment matters, including benefit plans;

the absence of certain litigation;