### Edgar Filing: Warner Music Group Corp. - Form 4/A

	sic Group Corp.													
Form 4/A														
May 11, 20										0	MB APPRC	N/A1		
FOR	M 4 UNITED	STATES		RITIES AN			IGE	СОМ	MISSION	OMB	30	35-0287		
if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Ins	to 16. or Filed pu ions Section 17	rsuant to S (a) of the l	Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section ) of the Investment Company Act of 1940						t of 1934,	Expire Estim burde respo	January 31			
1(b). (Print or Type	Responses)													
(Time of Type	(Responses)													
	Address of Reporting AN EDGAR JR	2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer						
			Warner Music Group Corp. [WMG]					(Check all applicable)						
(Last) 75 ROCKI FLOOR	(First) EFELLER PLAZ	(Middle) A, 30TH		of Earliest Tra /Day/Year) '2007	nsac	ction			_ Director _ Officer (give t w)	X	( 10% Owno Other (spec ow)			
File				Filed(Month/Day/Year) 2 05/08/2007 -					6. Individual or Joint/Group Filing(Check					
									Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Та	bla I Non De	rive	tivo Soourit	ios Ar	auirod	l, Disposed of,	or Bon	oficially Ou	mod		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)		d Date, if	3. Transaction 4 Code (		4. Securitie (A) or Disp (Instr. 3, 4 a	s Acqu osed c	uired of (D)	red 5. Amount of		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirec Beneficia Ownershi			
				Code	V	Amount		Price (1)			(Instr. 4)			
Common Stock	05/07/2007			J(1)(2)(3)(4)		765,377 (5)	A	$\frac{(2)}{(3)}$ $\frac{(4)}{(4)}$	4,050,246.4	1282	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

p

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	te Amount of		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### Edgar Filing: Warner Music Group Corp. - Form 4/A

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
BRONFMAN EDGAR JR 75 ROCKEFELLER PLAZA, 30TH FLOOR NEW YORK, NY 10019	Х	Х	Chairman and CEO					
Signatures								
/s/ Edgar								

/s/ Edgai 05/11/2007 Bronfman, Jr.

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On May 7, 2007, Music Capital Partners, L.P. ("Music Capital") distributed all 14,195,929.7501 shares of common stock of Warner Music Group Corp. (the "Issuer") held directly by it to its partners (including Music Partners Capital Limited ("Music Partners") and ALP (1) Music Partners, L.P. ("ALP Music")) in a liquidating distribution. Music Capital's Amended and Restated Agreement of Limited

Partnership requires that Music Capital dissolve and commence winding up by the second anniversary of the Issuer's May 2005 initial public offering.

Following this distribution, Music Partners distributed substantially all of its assets, including all 558,044 shares of common stock of the Issuer received by it from Music Capital, to Music Partners GP, LLC ("Music Partners GP"), its sole shareholder, in a liquidating distribution. In addition, ALP Music distributed substantially all of its assets, including all 10,106,796 shares of common stock of the

(2) Issuer received by it from Music Capital, to its partners (including Music Partners GP, which is the general partner of ALP Music, and three trusts for the benefit of the Reporting Person or a member of his immediate family, of which the Reporting Person is the trustee) in a liquidating distribution. ALP Music's Amended and Restated Agreement of Limited Partnership requires that ALP Music dissolve and commence winding up by the second anniversary of the Issuer's May 2005 public offering.

Following the distributions described above, Music Partners GP distributed substantially all of its assets, including all 1,895,142 shares of common stock of the Issuer received by it from Music Partners and ALP Music to its members (including Lexa-Music Capital, LLC ("Lexa Music"), its managing member) in a liquidating distribution. Following this distribution, Lexa Music distributed all 947,571 shares

(3) of common stock of the Issuer received by it from Music Partners GP, including 765,377 shares to the Reporting Person, who is the managing member of Lexa-Music. The Reporting Person had previously reported the indirect beneficial ownership, as permitted by the rules governing reports under Section 16, of all 14,195,929.7501 shares of common stock of the Issuer (all held directly by Music Capital). The Reporting Person had disclaimed beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

### Edgar Filing: Warner Music Group Corp. - Form 4/A

Pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended, the Reporting Person is not required to report any of the transactions reflected on this Form 4, and he is filing this Form 4 solely to inform investors of his current beneficial ownership of shares of common stock of the Issuer. This report shall not be deemed an admission that the Reporting Person is or was required to report any transaction arising out of the facts described herein.

On May 8, 2007, the Reporting Person filed a Form 4 in which the number of shares to be distributed to the Reporting Person in the
 (5) transactions described in footnotes (1) through (3) above was calculated incorrectly. On May 7, 2007, the Reporting Person was entitled to receive 765,377 shares of common stock of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.