

Live Nation Entertainment, Inc.

Form 4

December 01, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Liberty Media Corp

2. Issuer Name **and** Ticker or Trading
Symbol
Live Nation Entertainment, Inc.
[LYV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
12300 LIBERTY BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2015

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

ENGLEWOOD, CO 80112

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/27/2015		J/K ⁽¹⁾	15,900,000	A 11 57,259,205	D	
Common Stock					12,385,828 ⁽²⁾	I	Through Wholly-Owned Subsidiaries

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Forward purchase contract (obligation to buy)	(1)	11/27/2015		J/K(1)	15,900,000	11/27/2015 11/27/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Media Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	X	X		

Signatures

Liberty Media Corporation By: /s/ Craig Troyer Title: Vice President and Deputy General Counsel

12/01/2015

__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).

As previously disclosed, on September 4, 2014, the Reporting Person entered into a forward purchase contract (the "Forward Contract") with an unaffiliated counterparty covering up to a maximum of 15,900,000 notional shares of the Issuer's Common Stock. On September 28, 2015, the unaffiliated counterparty completed its initial hedge, and the number of notional shares of Common Stock covered by the

(1) Forward Contract was fixed at 15,900,000 shares. The Forward Contract expired on November 27, 2015 and will be physically settled on December 2, 2015. The "forward price" is equal to the volume weighted average of the volume weighted average prices of the shares of Common Stock of the Issuer during the initial hedging period plus a commission plus an amount equal to the counterparty's internal funding costs plus a spread. The final forward price under the Forward Contract was \$24.9345 per share.

(2) Includes 4,025,000 shares of the Issuer's Common Stock previously reported as directly held by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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