Warner Music Group Corp. Form 4

May 08, 2007

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per response... 0.5

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MUSIC PARTNERS GP, LLC Issuer Symbol Warner Music Group Corp. [WMG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title 767 FIFTH AVENUE, 46TH 05/07/2007 below) **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10153 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Transaction Security (Month/Day/Year) Execution Date, if or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form:

7. Nature of Indirect Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount <u>(1)</u> Common (2) J(1)(2)(3)05/07/2007 0 D 1.895.142 Stock (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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

| 1. Title o | of 2.         | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exer        | cisable and     | 7. Title | e and    | 8. Price of | 9. Nu  |
|------------|---------------|---------------------|--------------------|-------------------|------------|---------------------|-----------------|----------|----------|-------------|--------|
| Derivativ  | ve Conversion | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D        | ate             | Amou     | nt of    | Derivative  | Deriv  |
| Security   | or Exercise   |                     | any                | Code              | of         | (Month/Day/         | Year)           | Under    | lying    | Security    | Secui  |
| (Instr. 3) | Price of      |                     | (Month/Day/Year)   | (Instr. 8)        | Derivativ  | e                   |                 | Securi   | ties     | (Instr. 5)  | Bene   |
|            | Derivative    |                     |                    |                   | Securities |                     |                 | (Instr.  | 3 and 4) | 4)          | Own    |
|            | Security      |                     |                    |                   | Acquired   |                     |                 |          |          |             | Follo  |
|            | •             |                     |                    |                   | (A) or     |                     |                 |          |          |             | Repo   |
|            |               |                     |                    |                   | Disposed   |                     |                 |          |          |             | Trans  |
|            |               |                     |                    |                   | of (D)     |                     |                 |          |          |             | (Instr |
|            |               |                     |                    |                   | (Instr. 3, |                     |                 |          |          |             | `      |
|            |               |                     |                    |                   | 4, and 5)  |                     |                 |          |          |             |        |
|            |               |                     |                    |                   | , ,        |                     |                 |          |          |             |        |
|            |               |                     |                    |                   |            |                     |                 |          | Amount   |             |        |
|            |               |                     |                    |                   |            | Date<br>Exercisable | Expiration Date |          | or       |             |        |
|            |               |                     |                    |                   |            |                     |                 | Title    | Number   |             |        |
|            |               |                     |                    |                   |            | LACICISADIC         |                 |          | of       |             |        |
|            |               |                     |                    | Code V            | (A) (D)    |                     |                 |          | Shares   |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

MUSIC PARTNERS GP, LLC 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153

# **Signatures**

/s/ Gary Fuhrman, Vice 05/08/2007 President

\*\*Signature of Reporting Person

### **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).

X

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 the Reporting Person, 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 Issuer received by it from Music Capital, to its partners (including the Reporting Person, which is the general partner of ALP Music) 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, the Reporting Person 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 in a liquidating distribution. The
- (3) 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 its pecuniary interest therein.

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.

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