

Live Nation Entertainment, Inc.
Form SC TO-I
June 16, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE TO

(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

LIVE NATION ENTERTAINMENT, INC.

(Name of Subject Company (Issuer))

LIVE NATION ENTERTAINMENT, INC.

(Name of Filing Person (Issuer))

2.875% Senior Convertible Notes due 2027

(Title of Class of Securities)

538034 AA7 and 538034 AB5

(CUSIP Numbers of Class of Securities)

Michael G. Rowles

General Counsel

Live Nation Entertainment, Inc.

with copy to:

Steven B. Stokdyk

Gregory P. Rodgers

9348 Civic Center Drive
Beverly Hills, California 90210
(310) 867-7000

Latham & Watkins LLP
355 South Grand Avenue
Los Angeles, CA 90071-1560
(213) 485-1234

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

CALCULATION OF FILING FEE

Transaction Valuation*:
\$220,000,000

Amount of Filing Fee**:
\$28,336

* Calculated solely for purposes of determining the filing fee. The transaction valuation upon which the filing fee was based was calculated as follows: The purchase price of the 2.875% Senior Convertible Notes due 2027 (the Securities), as described herein, is \$1,000 per \$1,000 principal amount outstanding. As of June 16, 2014, there was \$220,000,000 aggregate principal amount of Securities outstanding, resulting in an aggregate purchase price of \$220,000,000.

** The amount of the filing fee equals \$128.80 per \$1,000,000 of the value of the transaction.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable
Form or Registration No.: Not applicable

Filing Party: Not applicable
Date Filed: Not applicable

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- .. third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

As required by, pursuant to the terms of and subject to the conditions set forth in, the Indenture, dated as of July 16, 2007 (the **Indenture**), between Live Nation Entertainment, Inc., formerly known as Live Nation, Inc., a Delaware corporation (the **Company**), and HSBC Bank USA, National Association, as successor in interest to Wells Fargo Bank, N.A., as trustee (the **Trustee**), for the Company's 2.875% Senior Convertible Notes due 2027 (the **Securities**), this Tender Offer Statement on Schedule TO (**Schedule TO**) is filed by the Company with respect to the right of each holder (the **Holder**) of the Securities to sell and the obligation of the Company to purchase the Securities, as set forth in the Company's Issuer Repurchase Notice, dated June 16, 2014 (the **Issuer Repurchase Notice**), and the related notice materials filed as exhibits to this Schedule TO (which Issuer Repurchase Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the **Holder Put Option**).

This Schedule TO is intended to satisfy the disclosure requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended (the **Exchange Act**).

Items 1 through 9.

As permitted by General Instruction F to Schedule TO, all of the information set forth in the Holder Put Option is incorporated by reference into this Schedule TO.

Item 10. Financial Statements.

Pursuant to Instruction 2 to Item 10 of Schedule TO, the Company's financial condition is not material to a Holder's decision whether to put the Securities to the Company because (i) the consideration being paid to Holders surrendering Securities consists solely of cash, (ii) the Holder Put Option is not subject to any financing conditions, (iii) the Holder Put Option applies to all outstanding Securities and (iv) the Company is a public reporting company under Section 13(a) of the Exchange Act that files reports electronically on EDGAR. The financial condition and results of operations of the Company and its subsidiaries are reported electronically on EDGAR on a consolidated basis.

Item 11. Additional Information.

Not applicable.

Item 12. Exhibits.

- (a)(1) Issuer Repurchase Notice, dated June 16, 2014.
- (b) Not applicable.
- (d) Indenture, dated as of July 16, 2007, between the Company, as issuer, and HSBC Bank USA, National Association, as successor in interest to Wells Fargo Bank, N.A., as trustee, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 16, 2007.
- (g) Not applicable.
- (h) Not applicable.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 16, 2014

LIVE NATION ENTERTAINMENT, INC.

By: /s/ Kathy Willard
Name: Kathy Willard
Title: Chief Financial Officer

EXHIBIT INDEX

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- (g) Not applicable.
- (h) Not applicable.