

Warner Music Group Corp.  
Form SC 13D/A  
July 26, 2011

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No.2)

WARNER MUSIC GROUP CORP.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

934550104  
(CUSIP Number)

Copies to:

David P. Kreisler, Esq.  
Weil, Gotshal & Manges LLP  
100 Federal Street, 34th Floor  
Boston, MA 02110 617-772-8300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 20, 2011  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes)..

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1	NAMES OF REPORTING PERSONS	Thomas H. Lee Equity Fund V, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) ..
3	SEC USE ONLY		
4	SOURCE OF FUNDS		OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		..
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		
7	SOLE VOTING POWER:	0	
8	SHARED VOTING POWER:	0	
9	SOLE DISPOSITIVE POWER:	0	
10	SHARED DISPOSITIVE POWER:	0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		..
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0%	
14	TYPE OF REPORTING PERSON:	PN	

1	NAMES OF REPORTING PERSONS	Thomas H. Lee Parallel Fund V, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) ..
3	SEC USE ONLY		
4	SOURCE OF FUNDS		OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		..
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		
7	SOLE VOTING POWER:	0	
8	SHARED VOTING POWER:	0	
9	SOLE DISPOSITIVE POWER:	0	
10	SHARED DISPOSITIVE POWER:	0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		..
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0%	
14	TYPE OF REPORTING PERSON:	PN	

1 NAMES OF REPORTING PERSONS Thomas H. Lee Equity (Cayman) Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF	7	SOLE VOTING POWER:	0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER:	0
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER:	0
REPORTING			
PERSON	10	SHARED DISPOSITIVE POWER:	0
WITH:			
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	0
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	..
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0%
14		TYPE OF REPORTING PERSON:	PN

1 NAMES OF REPORTING PERSONS 1997 Thomas H. Lee Nominee Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 7 SOLE VOTING POWER: 0  
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 0  
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 0

REPORTING 10 SHARED DISPOSITIVE POWER: 0  
PERSON WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY 0  
EACH REPORTING PERSON:

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN 0%  
ROW (11):

14 TYPE OF REPORTING PERSON: OO

1	NAMES OF REPORTING PERSONS	THL WMG Equity Investors, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) ..
3	SEC USE ONLY		
4	SOURCE OF FUNDS		OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		..
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		
7	SOLE VOTING POWER:	0	
8	SHARED VOTING POWER:	0	
9	SOLE DISPOSITIVE POWER:	0	
10	SHARED DISPOSITIVE POWER:	0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		..
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0%	
14	TYPE OF REPORTING PERSON:	PN	

1 NAMES OF REPORTING PERSONS Thomas H. Lee Investors Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF	7	SOLE VOTING POWER:	0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER:	0
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER:	0
REPORTING			
PERSON	10	SHARED DISPOSITIVE POWER:	0
WITH:			
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	0
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	..
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0%