

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

**Post-Effective Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Live Nation Entertainment, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

7900
(Primary Standard Industrial
Classification Code Number)

20-3247759
(I.R.S. Employer
Identification Number)

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

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Michael G. Rowles, Esq.
Executive Vice President, General Counsel and Secretary
Live Nation Entertainment, Inc.
9348 Civic Center Drive
Beverly Hills, California 90210
(310) 867-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale of the securities to the public: The registrant registered 120,000,000 shares of common stock, par value \$0.01 per share, of the registrant in connection with the merger of Ticketmaster Entertainment, Inc. with and into a wholly owned subsidiary of the registrant on January 25, 2010. The registrant is hereby amending this registration statement to deregister 16,082,627 shares of common stock of the registrant that remain unissued under the Registration Statement on Form S-4 (No. 333-159991) as of the effective date of this Post-Effective Amendment No. 1 and not otherwise issuable upon exercise of options or settlement of other equity awards granted pursuant to the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan, which was assumed by the registrant in connection with the merger.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer (Do not check if a smaller reporting company)

Smaller Reporting Company

This Post-Effective Amendment No. 1 to Registration Statement on Form S-4 (No. 333-159991) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE — DEREGISTRATION OF SECURITIES

On January 25, 2010, Live Nation Entertainment, Inc. (formerly known as Live Nation, Inc.) (“Live Nation”) completed the previously announced merger (the “Merger”) of Ticketmaster Entertainment, Inc. (“Ticketmaster”) with and into a wholly owned subsidiary of Live Nation (“Merger Sub”) pursuant to the Agreement and Plan of Merger, dated February 10, 2009, among Live Nation, Ticketmaster and Merger Sub (the “Merger Agreement”).

As a result of the consummation of the transactions contemplated by the Merger Agreement, Live Nation has terminated the offering of Live Nation common stock, par value \$0.01 per share (“Live Nation common stock”), pursuant to the Registration Statement on Form S-4 (No. 333-159991) (the “Registration Statement”), under which Live Nation registered 120,000,000 shares of Live Nation common stock to be issued in connection with the Merger. Accordingly, pursuant to the undertakings contained in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities being registered that remain unsold at the termination of the offering, Live Nation is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister 16,082,627 shares of Live Nation common stock that remain unissued under the Registration Statement as of the effective date of this Post-Effective Amendment No. 1 and are not otherwise issuable upon exercise of options or settlement of other equity awards granted pursuant to the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan, which was assumed by Live Nation in connection with the Merger.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules.

See the attached Exhibit Index, which is incorporated herein by reference.

<u>/S/ VICTOR KAUFMAN</u> Victor Kaufman	Director	February 25, 2010
<u>/S/ JOHN C. MALONE</u> John C. Malone	Director	February 25, 2010
<u>/S/ RANDALL T. MAYS</u> Randall T. Mays	Director	February 25, 2010
<u>/S/ JONATHAN F. MILLER</u> Jonathan F. Miller	Director	February 25, 2010
<u>/S/ MARK S. SHAPIRO</u> Mark S. Shapiro	Director	February 25, 2010

EXHIBIT INDEX

Exhibit
Number

Exhibit Description

24.1 Power of Attorney (included in this Registration Statement under "Signatures").