

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**SCHEDULE TO**  
**Amendment No. 1**  
(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.  
9348 Civic Center Drive  
Beverly Hills, California 90210  
(310) 867-7000

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

with copy to:  
Steven B. Stokdyk  
Gregory P. Rodgers  
Latham & Watkins LLP  
355 South Grand Avenue  
Los Angeles, CA 90071-1560  
(213) 485-1234

**CALCULATION OF FILING FEE**

Transaction Valuation*:	Amount of Filing Fee**:
\$220,000,000	\$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 equaled \$128.80 per \$1,000,000 of the value of the transaction. Such amount was previously paid.

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.  
 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)

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## INTRODUCTORY STATEMENT

This Amendment No. 1 (this “**Amendment No. 1**”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (“**SEC**”) on June 16, 2014 (the “**Original Schedule TO**” and together with this Amendment No. 1, the “**Schedule TO**”) by Live Nation Entertainment, Inc. (the “**Company**”). The Schedule TO relates to the right of each holder (each a “**Holder**”) of the Company’s 2.875% Senior Convertible Notes due 2027 (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, filed as an exhibit to the Original Schedule TO (the “**Original Issuer Repurchase Notice**”), and Amendment No. 1 to the Original Issuer Repurchase Notice, dated July 8, 2014, filed as an exhibit to this Amendment No. 1 (together with the Original Issuer Repurchase Notice, the “**Issuer Repurchase Notice**”). The right of a Holder to sell and the obligation of the Company to purchase the Securities, as described in the Issuer Repurchase Notice, as amended or supplemented from time to time, is referred to as the “**Put Option**.”

This Amendment No. 1 includes only the items in the Schedule TO that are being amended. Unaffected items are not being included herein. Except as specifically set forth herein, this Amendment No. 1 does not modify any of the information in the Schedule TO. Capitalized terms used but not defined herein have the respective meanings given to such terms in the Issuer Repurchase Notice. You should read this Amendment No. 1 together with the Schedule TO and the exhibits thereto and hereto.

The Schedule TO is intended to satisfy the disclosure requirements of Rule 13e-4(c)(2) and Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

### **Items 1 through 9.**

The Company previously announced that it intended to redeem any outstanding Securities on July 30, 2014. On July 8, 2014, the Company issued an amendment to the Issuer Repurchase Notice announcing that although the Company continues to intend to redeem any outstanding Securities in the near future, pursuant to Section 3.01 of the Indenture, the exact redemption date has not yet been determined by the Company. A copy of the amendment to the Issuer Repurchase Notice is filed as Exhibit (a)(1)(B) and is incorporated herein by reference.

### **Item 12. Exhibits.**

- (a)(1)(A) Issuer Repurchase Notice, dated June 16, 2014 (previously filed with the Original Schedule TO on June 16, 2014).
- (a)(1)(B) Amendment No. 1 to the Issuer Repurchase Notice, dated July 8, 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.

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**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: July 8, 2014

LIVE NATION ENTERTAINMENT, INC.

By: /s/ Kathy Willard

Name: Kathy Willard

Title: Chief Financial Officer

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**EXHIBIT INDEX**

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- (a)(1)(B) Amendment No. 1 to the Issuer Repurchase Notice, dated July 8, 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.

**AMENDMENT NO. 1 TO THE  
ISSUER REPURCHASE NOTICE  
TO HOLDERS OF  
2.875% SENIOR CONVERTIBLE NOTES DUE 2027  
ISSUED BY  
LIVE NATION ENTERTAINMENT, INC.  
CUSIP Numbers: 538034 AA7 and 538034 AB5**

Reference is made to the Issuer Repurchase Notice issued by Live Nation Entertainment, Inc. (the “**Company**”) on June 16, 2014 (the “**Original Issuer Repurchase Notice**”) to the Holders of the Securities. All capitalized terms used but not specifically defined in this amendment (the “**Amendment**”) shall have the respective meanings given to such terms in the Original Issuer Repurchase Notice.

The Company previously announced that it intended to redeem any outstanding Securities on July 30, 2014. The Company hereby provides notice to the Holders that although the Company continues to intend to redeem any outstanding Securities in the near future, pursuant to Section 3.01 of the Indenture, the exact redemption date has not yet been determined by the Company.

The first full paragraph on pages 4 and 6 of the Original Issuer Repurchase Notice is hereby amended and restated in its entirety as follows: “However, the Company plans to issue a notice of redemption to the Holders that it intends to redeem any outstanding Securities in the near future (the date of such redemption being referred to as the “**Redemption Date**”) pursuant to its option under Section 3.01 of the Indenture. Securities called for redemption, including your Securities, may therefore only be surrendered for conversion prior to 5:00 p.m., New York City time, on the business day prior to the Redemption Date. Securities not surrendered for purchase pursuant to the Holder Put Option prior to 5:00 p.m., New York City time, on July 15, 2014, will be redeemed by the Company on the Redemption Date at a redemption price of 100% of the principal amount of the Securities, plus any accrued and unpaid Interest, accrued and unpaid Contingent Interest, if any, and accrued and unpaid Additional Amounts, if any, to, but not including, the Redemption Date. (Pages 5-6)”

The last two sentences of paragraph 2.6 on page 7 of the Original Issuer Repurchase Notice are hereby amended and restated in their entirety as follows: “The Company plans to issue a notice of redemption to the Holders that it intends to redeem any outstanding Securities on the Redemption Date pursuant to its option under Section 3.01 of the Indenture. Securities not surrendered for purchase pursuant to the Holder Put Option prior to 5:00 p.m., New York City time, on July 15, 2014, will be redeemed by the Company on the Redemption Date at the Redemption Price.”

The last paragraph on page 11 of the Original Issuer Repurchase Notice is hereby amended and restated in its entirety as follows: “The Company plans to issue a notice of redemption to the Holders that it intends to redeem any outstanding Securities in the near future pursuant to its option under Section 3.01 of the Indenture. Securities called for redemption, including your Securities, may therefore only be surrendered for conversion prior to 5:00 p.m., New York City time, on the business day prior to the Redemption Date. Securities not surrendered for purchase pursuant to the Holder Put Option prior to 5:00 p.m., New York City time, on July 15, 2014, will be redeemed by the Company on the Redemption Date at the Redemption Price.”

**Additional Information**

The information under the caption “Additional Information” in the Original Issuer Repurchase Notice is hereby amended to include a reference to Amendment No. 1 to the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2014 (as such documents may be amended from time to time), which contain important information about the Company and its financial condition.

This Amendment is being made to comply with the rules and procedure requirements of the SEC. Except for the additional information described above, all of the terms and conditions set forth in the Original Issuer Repurchase Notice issued to Holders and filed with the SEC on June 16, 2014 remain unchanged.

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**The Trustee, Paying Agent and Conversion Agent is:  
HSBC Bank USA, National Association**

*By Regular, Registered or Certified  
Mail or Overnight Courier:*  
HSBC Bank USA, National Association  
Attention: CLTA Debt Services  
452 Fifth Avenue, 8E6  
New York, NY 10018

*For Information:*  
HSBC Bank USA, National Association  
Attention: CLTA Debt Services  
452 Fifth Avenue, 8E6  
New York, NY 10018  
212-525-1427

*By Facsimile:*  
212-525-1366  
Attention: CLTA Debt Services  
*Confirm Receipt of Facsimile Only:*  
212-525-1427

Any questions or requests for assistance or copies of this Amendment, the Original Issuer Repurchase Notice or other materials may be directed to the Trustee and Paying Agent.

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LIVE NATION ENTERTAINMENT, INC.

Dated: July 8, 2014