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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 29, 2008

Live Nation, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-32601

20-3247759

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

9348 Civic Center Drive, Beverly Hills,  
California

90210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

310-867-7000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.02 Unregistered Sales of Equity Securities.**

On April 29, 2008, Live Nation, Inc. (the "Company") issued a warrant to purchase 500,000 shares of Common Stock at an exercise price of \$13.73 per share to Marcy Media LLC, a company affiliated with Shawn Carter (p/k/a Jay-Z), in connection with the formation by the Company and Marcy Media LLC of Roc Nation LLC.

The warrant has not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and was issued in reliance upon the exemptions from registration provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D. The warrant agreement contained representations from the holder of the warrant to support the Company's reasonable belief that the holder acquired the warrant for its own accounts and not with a view to distribution in violation of the Securities Act, and that the holder is an "accredited investors" as defined in Regulation D.

**Item 8.01 Other Events.**

Concurrently with the filing of this Current Report on Form 8-K, the Company filed a prospectus supplement (the "Prospectus Supplement") with the Securities and Exchange Commission (the "SEC") in connection with an offering of an aggregate of 1,275,434 shares of Common Stock, which includes the 500,000 shares of Common Stock issuable upon exercise of the warrant described in Item 3.02 above. The Prospectus Supplement was filed pursuant to Rule 424(b)(2) under the Securities Act pursuant to a shelf registration statement on Form S-3 (Reg. No. 333-148930) originally filed with the SEC on January 30, 2008.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The information in the Exhibit Index of this Current Report on Form 8-K is incorporated into this Item 9.01(d) by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Live Nation, Inc.

*May 1, 2008*

*By: Kathy Willard*

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*Name: Kathy Willard*

*Title: Executive Vice President and Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Latham & Watkins LLP regarding the validity of the securities issued.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).

May 1, 2008

Live Nation, Inc.  
9348 Civic Center Drive  
Beverly Hills, California 90210  
Re:

Prospectus Supplement filed pursuant to Rule 424(b)

Ladies and Gentlemen:

We have acted as special counsel to Live Nation, Inc., a Delaware corporation (the "Company"), in connection with the filing of a prospectus supplement (the "Prospectus Supplement") pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the "Act"), with the Securities and Exchange Commission (the "Commission") on May 1, 2008, with respect to (a) the issuance of 775,434 shares (the "Agreement Shares") of the Company's common stock, \$0.01 par value per share ("Common Stock"), (b) the issuance of up to 500,000 shares of Common Stock (the "Warrant Shares" and together with the Agreement Shares, the "Shares") upon exercise of warrants and (c) the related Series A Junior Participating Preferred Stock purchase rights (the "Rights") issued by the Company pursuant to a Rights Agreement, dated as of December 21, 2005, between the Company and The Bank of New York, as rights agent, supplementing the registration statement on Form S-3 under the Act, filed with the Commission on January 30, 2008, as amended to date (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the prospectus forming a part thereof or the Prospectus Supplement, other than as expressly stated herein with respect to the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or laws of any local agencies within any state.

Subject to the foregoing and the others set forth herein, it is our opinion that, as of the date hereof, the Shares have been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and nonassessable and will be accompanied by the Rights upon issuance.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion and to the reference to our firm contained in the Prospectus Supplement under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

**Consent of Latham & Watkins LLP (included in Exhibit 5.1)**