
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):

May 7, 2009

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 8.01 Other Events.

On May 7, 2009, Live Nation, Inc. (the "Company" or "Live Nation") held a conference call to discuss the Company's results of operations for the quarter ended March 31, 2009. During that earnings call, the Company's proposed merger (the "Merger") with Ticketmaster Entertainment, Inc. ("Ticketmaster Entertainment") was also discussed. A transcript of the portion of the earnings call addressing the Merger is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

The information contained in this Current Report shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

FORWARD-LOOKING STATEMENTS

Certain statements in this Current Report on Form 8-K may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, statements regarding: the growth of the North American concert industry; the Company's market and growth opportunities; ticket sales trend information; the Company's ticketing opportunity and strategies; and the amount of anticipated synergies and other benefits associated with the Merger.

Live Nation wishes to caution you that there are some known and unknown factors that could cause actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements, including but not limited to operational challenges in achieving strategic objectives and executing the Company's plans, the risk that markets do not evolve as anticipated, the possibility that artists may unexpectedly cancel or reschedule all or part of scheduled tours, the potential impact of the general economic slowdown, competition in the industry and challenges associated with building out the Company's ticketing and digital media operations.

Live Nation refers you to the documents that Live Nation and Ticketmaster Entertainment file from time to time with the Securities and Exchange Commission (the "SEC"), specifically the section entitled "Risk Factors" of each company's most recent Annual Report filed on Form 10-K and Quarterly Reports on Form 10-Q, which contain and identify other important factors that could cause actual results to differ materially from those contained in the Company's projections or forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K. All subsequent written and oral forward-looking statements by or concerning Live Nation or Ticketmaster Entertainment are expressly qualified in their entirety by the cautionary statements above. Live Nation and Ticketmaster Entertainment do not undertake any obligation to publicly update or revise any forward-looking statements because of new information, future events or otherwise.

ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

In connection with the proposed Merger, Ticketmaster Entertainment and Live Nation intend to file relevant materials with the SEC, including a joint proxy statement/prospectus. INVESTORS ARE URGED TO READ THESE MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT TICKETMASTER ENTERTAINMENT, LIVE NATION AND THE MERGER. The joint proxy statement/prospectus and other relevant materials (when they become available) and any other documents filed by Ticketmaster Entertainment or Live Nation with the SEC may be obtained free of charge at the SEC's website at <http://www.sec.gov>. In addition, investors may obtain free copies of the documents filed with the SEC (i) by contacting Live Nation's Investor Relations Department at (310) 867-7000 or by accessing Live Nation's investor relations website at www.livenation.com/investors; or (ii) by contacting Ticketmaster Entertainment's Investor Relations Department at (310) 360-2354 or by accessing Ticketmaster Entertainment's investor relations website at <http://investors.ticketmaster.com>. Investors are urged to read the joint proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the Merger.

The proposed Merger will be submitted to Ticketmaster Entertainment's and Live Nation's stockholders for their consideration. Live Nation will file a registration statement with the SEC, which will include a joint proxy statement/prospectus, and each of Ticketmaster Entertainment and Live Nation may file other relevant documents concerning the proposed Merger. Stockholders and other investors are urged to read the registration statement and the joint proxy statement/prospectus when they become available, as well as any other relevant documents concerning the proposed Merger filed with the SEC (and any amendments or supplements to those documents), because they will contain important information. You will be able to obtain a free copy of the registration statement and the joint proxy statement/prospectus, as well as other filings containing information about Ticketmaster Entertainment and Live Nation, at the SEC's website (<http://www.sec.gov>) and at the companies' respective websites, <http://investors.ticketmaster.com> and www.livenation.com/investors.

Ticketmaster Entertainment, Live Nation and their respective executive officers and directors may be deemed to be participating in the solicitation of proxies in connection with the Merger. Information about the executive officers and directors of each of Ticketmaster Entertainment and Live Nation and the number of shares of each company's common stock beneficially owned by such persons is set forth in the Amended Annual Reports on Form 10-K which each company filed with the SEC on April 30, 2009. Investors may obtain additional information regarding the direct and indirect interests of Ticketmaster Entertainment, Live Nation and their respective executive officers

and directors in the Merger by reading the joint proxy statement/prospectus regarding the Merger when it becomes available.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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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 8, 2009

By: Brian Capo

Name: Brian Capo

Title: Senior Vice President and Chief Accounting Officer

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---------------------------------------------------------------------------------------|
| 99.1 | Transcript of portion of earnings call conducted by Live Nation, Inc. on May 7, 2009. |

Transcript of portion of earnings call conducted by Live Nation, Inc. on May 7, 2009

Michael Rapino - Live Nation – President and Chief Executive Officer

Finally, as you're aware, in February we announced and entered into a merger agreement with Ticketmaster Entertainment. Upon closing we believe that the combined company will accelerate the execution of our vision and strategy to build an artist directed company that provides a full service connection between the artists and fans. We believe the combination will provide us with significant strategic and financial benefits, and we continue to work hard to close this merger. We still expect that we'll close in the third or fourth quarter of the year.

...

Question:

Okay. My last question is with regard to the Ticketmaster deal and the timing of it. Isn't closing by the end of this year a little bit aggressive and what are the milestones we should look for from this point forward?

Michael Rapino:

We're into second review as we announced. It is an extensive data collection period. So all indications we're getting from our advisors is that fall is a very reasonable close and time period. In terms of our business right now, we're pretty much focusing on executing the core, the milestones, and Ticketmaster is into some refinancing bank debt. That's going well. We assume that will get done soon. I guess we'll have a shareholder vote late Julyish, maybe early August would be the next milestone, and then after that you would just look for the close.

Question:

We should expect a proxy early June?

Kathy Willard:

By late May, early June is where we're timing right now.

...

Question:

Hello, everyone. I have some questions about the status of Live Nation's ticketing efforts off of here, and what part of new business you're soliciting as part of the upcoming merger. As I understand it, you're basically just doing ticketing for your own venues but not soliciting other outside venues, is that correct?

Michael Rapino:

Yes.

Question:

And is that under the planned business model going forward even after the merger?

Michael Rapino:

No. We have been talking well before we announced this merger that the most important thing to do in 2009 was to execute against our inventory. The scale of our inventory is a big challenge, so we didn't have the capability and the resources to be chasing other people's businesses this year, so our plan always was in 2009 let's make sure we can do the best job of executing our inventory and by the end of the year as we can prove out to others that we know how to do it, our model works, our website works, our platform works, then we would look at third-party business at that point.

Question:

Is that still the plan after the merger to still have that happen?

Michael Rapino:

Yes.

Question:

Okay. Is there any sort of official contracted agreement between you and Ticketmaster to not do that or is that just simply your own business strategy?

Michael Rapino:

That was our business strategy well before the merger announcement.

Question:

Okay.

Michael Rapino:

Merger or not we wouldn't be chasing new buildings this month. We have a big summer season, and selling our tickets in our amphitheater and maximizing every ticket sale we can is our number one execution strategy right now.

Question:

So you're going to show everyone look how we did it our own way in 2009 and in 2010 you will go out and go elsewhere to sell your opportunities? How is that going to work going forward when you're going to be competing basically one side of the house versus the other side of the house in 2010?

Michael Rapino:

I will leave all that merger stuff for another call because it is premature at this point on how the two will work together on a public basis. We'll leave those for another call when we can get into that.