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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):  
July 24, 2019

**Live Nation Entertainment, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32601**  
(Commission File No.)

**20-3247759**  
(I.R.S. Employer  
Identification No.)

**Beverly Hills, California**

**90210**

**9348 Civic Center Drive**

(Address of principal executive offices) (Zip Code)

**(310) 867-7000**

(Registrant's telephone number, including area code)

**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))

Securities registered pursuant to Section 12(b) of the Act:

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common stock, \$.01 Par Value Per Share</b> (Includes Preferred Stock Purchase Rights)	<b>LYV</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### **Item 1.01. Entry into a Material Definitive Agreement.**

On July 24, 2019, (i) Ticketmaster New Ventures, S. de R.L. de C.V. ("**TNV**"), an indirect wholly-owned subsidiary of Live Nation Entertainment, Inc. ("**Live Nation**"), and Corporación Interamericana de Entretenimiento, S.A.B. de C.V. ("**CIE**") entered into a Stock Purchase and Subscription Agreement (the "**CIE Purchase Agreement**") and (ii) TNV, Ticketmaster New Ventures Holdings, Inc., an indirect wholly-owned subsidiary of Live Nation ("**TNVH**" and together with TNV and Live Nation, the "**Live Nation Parties**"), Grupo Televisa, S.A.B. and Promo-Industrias Metropolitanas, S.A. de C.V. (together with (Grupo Televisa, S.A.B., "**TV**") entered into a Stock Purchase Agreement (the "**TV Purchase Agreement**" and together with the CIE Purchase Agreement, the "**Purchase Agreements**"), pursuant to which the Live Nation Parties will acquire an aggregate of 51% of the capital stock of OCESA Entretenimiento, S.A. de C.V. ("**OCESA**") and certain other related subsidiaries of CIE on the terms and subject to the satisfaction of the conditions set forth in the Purchase Agreements (the "**Acquisition**") for an aggregate purchase price of MXN\$8,835,000,000, subject to certain adjustments, of which MXN\$7,927,750,000 will be paid in cash and MXN\$907,250,000 will be paid in shares of Live Nation's common stock (such shares, the "**Share Consideration**") at closing of the Acquisition. Following the closing of the Acquisition, CIE will continue to hold the remaining 49% of the capital stock of OCESA and certain other related subsidiaries.

The Purchase Agreements contain customary representations, warranties and covenants by the Live Nation Parties, TV and CIE. The closing of the Acquisition is subject to customary closing conditions, including Mexican regulatory approvals and approval by CIE's shareholders. The Acquisition is anticipated to close by the end of 2019. The closing of the Acquisition is cross conditional on the closing of the transactions contemplated by each of the Purchase Agreements.

The Purchase Agreements may be terminated by their respective parties if the closing has not occurred on or before April 23, 2020 (or, at the respective parties' option, October 23, 2020 if, as of April 23, 2020, all closing conditions have been completed except for the receipt of certain regulatory approvals). In addition, the Live Nation Parties may terminate the CIE Purchase Agreement if the Acquisition is not authorized by CIE's shareholders, in which case CIE will pay to Live Nation a fee of MXN\$441,750,000 in cash.

Live Nation intends to issue the Share Consideration in reliance upon the exemption from registration under the Securities Act of 1933, as amended, provided by Section 4(a)(2) thereof for transactions not involving a public offering and the safe harbor afforded by Rule 506 thereunder, and has agreed to file a Registration Statement on Form S-3 covering the resale of the Share Consideration by the recipients. Live Nation expects to finance the cash portion of the purchase price with a combination of cash-on-hand, available borrowings under its existing credit facility and/or proceeds from one or more additional debt financing transactions.

The foregoing summary of the Purchase Agreements and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreements, which will be filed as exhibits to Live Nation's Quarterly Report on Form 10-Q for the quarter ending September 30, 2019.

This Current Report on Form 8-K contains forward-looking statements, including the expected closing of the Acquisition and the time frame in which this is expected to occur. Statements regarding future events are based on Live Nation's current expectations and are necessarily subject to associated risks related to, among other things, regulatory approval of the Acquisition or that other conditions to the closing may not be satisfied, the occurrence of any event, change or other circumstances that could give rise to the termination of the Purchase Agreements, and general economic conditions. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. The forward-looking statements included herein are made only as of the date hereof, and Live Nation undertakes no obligation to revise or update any forward-looking statements for any reason, whether as a result of changes in underlying factors, new information, future events or otherwise. Live Nation refers you to the documents it files with the Securities and Exchange Commission, specifically the section titled "Item 1A. Risk Factors" of its annual report on Form 10-K for the year ended December 31, 2018, which contains and identifies important factors that could cause actual results to differ materially from those contained in Live Nation's forward-looking statements.

### **Item 3.02. Unregistered Sales of Equity Securities.**

See the disclosure under Item 1.01 of this Current Report on Form 8-K, which is incorporated into this Item 3.02 by reference.

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**Item 8.01. Other Events.**

On July 24, 2019, Live Nation issued a press release announcing that it is expanding its global platform by acquiring a controlling interest in OCESA Entertainment, a leading promoter in Mexico. A copy of the press release is attached hereto as Exhibit 99.1.

**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 Entertainment, Inc.

By: /s/ Brian Capo  
**Brian Capo**  
**Chief Accounting Officer**

July 26, 2019

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## EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	<a href="#">Press release dated July 24, 2019.</a>
101.INS	XBRL Instance Document - this instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Schema Document.
101.CAL	XBRL Taxonomy Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Definition Linkbase Document.
101.LAB	XBRL Taxonomy Label Linkbase Document.
101.PRE	XBRL Taxonomy Presentation Linkbase Document.



#### LIVE NATION EXPANDS ITS GLOBAL PLATFORM BY ACQUIRING LEADING MEXICO PROMOTER OCESA ENTERTAINMENT

**LOS ANGELES & MEXICO CITY, MX (July 24, 2019)** – Live Nation Entertainment (NYSE: LYV), the world's leading live entertainment company, has entered into definitive agreements to acquire a controlling interest in OCESA Entretenimiento, a leading promoter in Latin America and owner of Ticketmaster Mexico from CIE (BMV: CIE), a prominent player in the live entertainment industry in Latin America, and Grupo Televisa (NYSE: TV), the largest multimedia company in the Spanish-speaking world.

One of the most prominent live events businesses globally, OCESA promotes more than 3,100 events for nearly 6 million fans annually across Mexico and Colombia and has a robust business portfolio in ticketing, sponsorship, food & beverage, merchandise, and venue operation with 14 premier venues across Mexico with a collective capacity of nearly 250,000 seats. OCESA's primary ticketing business, Ticketmaster Mexico, is a leading ticketing company in Mexico, with more than 37 million tickets sold annually. As part of the transaction, Live Nation will also acquire an interest in OcesaSeitrack, OCESA's booking and artist management joint venture; CREA, one of Mexico's special and corporate event specialists; and Centro Citibanamex, an exhibition and convention center in Mexico City.

This move furthers Live Nation's goal of building its global live entertainment platform, allowing the company to better service artists who now travel the world to play to their expanding global fan base.

"OCESA has been Live Nation's touring, festival, and ticketing partner in Mexico for years, and I admire the business Alex has built," said Michael Rapino, President and CEO, Live Nation Entertainment. "This next step is a logical extension for both our teams, and we look forward to working on many more shows together."

"We are extremely proud to join Live Nation," said Alejandro Soberón Kuri, President and CEO of CIE. "This evolution of our long-standing relationship with Live Nation gives us a unique opportunity to continue OCESA's 30-year contribution to the development of the Mexican live entertainment industry. In addition, this will further foster CIE's commitment to the promotion of Mexican artistic talent abroad."

Soberón Kuri will serve as CEO and sit on the board of the newly-formed joint venture. Rapino will become Chairman of the venture's board of directors.

The acquisition has been approved by the boards of directors of Live Nation, CIE, and Televisa. The consummation of the transactions is subject to the approval of the relevant regulatory authorities and other customary closing conditions. Live Nation anticipates that the transactions will close by the end of 2019. LionTree Advisors is serving as financial advisor to Live Nation in connection with the transaction.

This acquisition, including material information pertaining thereto, may be discussed on Live Nation's previously-scheduled Q2 2019 earnings call, which will be held on Thursday, July 25 at 5:00pm Eastern Time. Interested parties should visit the "News / Events" section of Live Nation's website at [investors.livenationentertainment.com](http://investors.livenationentertainment.com) to listen to the webcast. Supplemental statistical and financial information to be provided on the call, which may include information about the acquisition, if any, will be posted to the "Financial Info" section of the website. A replay of the webcast will also be available on the Live Nation website.

#### Forward-Looking Statements

This news release contains forward-looking statements, including the expected closing of the proposed transactions described herein and the time frame in which this will occur. Statements regarding future events are based on Live Nation's current expectations and are necessarily subject to associated risks related to, among other things, regulatory approval of the proposed transactions or that other conditions to

the closing may not be satisfied, the occurrence of any event, change or other circumstances that could give rise to the termination of the definitive agreements related to the proposed transactions, and general economic conditions. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. The forward-looking statements included herein are made only as of the date hereof, and Live Nation undertakes no obligation to revise or update any forward-looking statements for any reason, whether as a result of changes in underlying factors, new information, future events or otherwise. Live Nation refers you to the documents it files with the Securities and Exchange Commission, specifically the section titled "Item 1A. Risk Factors" of its annual report on Form 10-K for the year ended December 31, 2018, which contains and identifies important factors that could cause actual results to differ materially from those contained in Live Nation's forward-looking statements.

#### **About Live Nation Entertainment**

Live Nation Entertainment (NYSE:LYV) is the world's leading live entertainment company comprised of global market leaders: Ticketmaster, Live Nation Concerts and Live Nation Sponsorship. For additional information, visit [www.livenationentertainment.com](http://www.livenationentertainment.com).

#### **About Corporacion Interamericana de Entretenimiento**

Corporacion Interamericana de Entretenimiento (BMV: CIE) is a prominent player in the out-of-home entertainment industry in Latin America. The Company is a promotor and producer of concerts, music festivals, theater, as well as sports, family, and cultural events. CIE operates Centro Citibanamex, a convention and conference venue in Mexico City, as well as the El Salitre Magico amusement park in Colombia. Likewise, the Company produces corporate events for the public sector. CIE promotes and markets the Formula 1 Mexican Grand Prix.

#### **About Grupo Televisa**

Televisa is a leading media company in the Spanish-speaking world, an important cable operator in Mexico and an operator of a leading direct-to-home satellite pay television system in Mexico. Televisa distributes the content it produces through several broadcast channels in Mexico and in over 75 countries through 26 pay-tv brands, television networks, cable operators and over-the-top or "OTT" services. In the United States, Televisa's audiovisual content is distributed through Univision Communications Inc. ("Univision") the leading media company serving the Hispanic market. Univision broadcasts Televisa's audiovisual content through multiple platforms in exchange for a royalty payment. In addition, Televisa has equity and warrants which upon their exercise would represent approximately 36% on a fully-diluted, as-converted basis of the equity capital in Univision Holdings, Inc., the controlling company of Univision. Televisa's cable business offers integrated services, including video, high-speed data and voice services to residential and commercial customers as well as managed services to domestic and international carriers. Televisa owns a majority interest in Sky, a leading direct-to-home satellite pay television system and broadband provider in Mexico, operating also in the Dominican Republic and Central America. Televisa also has interests in magazine publishing and distribution, radio production and broadcasting, professional sports and live entertainment, feature- film production and distribution, and gaming.

#### **About OSECA Entretenimiento**

One of the most prominent live events businesses globally, OCECA promotes more than 3,100 events for nearly 6 million fans annually across Mexico and Colombia and has a robust business portfolio in ticketing, sponsorship, food & beverage, merchandise, and venue operation with 14 premiere venues across Mexico with a collective capacity of nearly 250,000 seats. OCECA's primary ticketing business, Ticketmaster Mexico, is a leading ticket company in Mexico, with more than 37 million tickets sold annually

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