

BAIN CAPITAL VII COINVESTMENT FUND LLC  
 Form 4  
 July 22, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BAIN CAPITAL INVESTORS LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Warner Music Group Corp. [WMG]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

111 HUNTINGTON AVENUE

07/20/2011

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

BOSTON, MA 02199

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  |  |   |
| Common Stock, Par Value \$0.001 | 07/20/2011                           |  | D                              |   | 24,090,064  | D  |   |
|                                 |                                      |  |                                |   | \$ 8.25   |  |   |
|                                 |                                      |  |                                |   | 0   |  |   |
|                                 |                                      |  |                                |   |   | I  | See footnotes (1) (2) (3)                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199             |               | X         |         |       |
| BAIN CAPITAL PARTNERS VII LP<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199           |               | X         |         |       |
| BAIN CAPITAL VII COINVESTMENT FUND LLC<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199 |               | X         |         |       |
| Bain Capital Integral Investors, LLC<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199   |               | X         |         |       |
| BCIP TCV, LLC<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199                          |               | X         |         |       |

## Signatures

/s/ Bain Capital Investors, LLC by /s/ John P. Connaughton, Managing Director 07/22/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Bain Capital Investors, LLC ("BCI") is the administrative member of Bain Capital Integral Investors, LLC. ("Integral Investors"). As a result, BCI and Integral Investors may be deemed to share voting and dispositive power with respect to the 17,039,128 shares of Common Stock held by Integral Investors. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein..

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- BCI is the sole general partner of Bain Capital Partners VII, L.P. ("BCP"), which is the sole general partner of Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment Fund VII, L.P."), which is the managing and sole member of Bain Capital Fund VII Coinvestment Fund, LLC ("Coinvestment Fund VII, LLC"). As a result, each of BCI, BCP, Coinvestment Fund VII, L.P. and
- (2) Coinvestment Fund VII, LLC may be deemed to share voting and dispositive power with respect to the 6,949,553 shares of Common Stock held by Coinvestment Fund VII, LLC. Each of BCI, BCP and Coinvestment Fund VII, L.P. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, BCI and BCIP TCV may be deemed to share voting
- (3) and dispositive power with respect to the 101,383 shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein..

### Remarks:

#### Remarks:

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.