

BAIN CAPITAL VII COINVESTMENT FUND LLC  
 Form 4/A  
 July 26, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**  
  
 (Last) (First) (Middle)  
 111 HUNTINGTON AVENUE  
  
 (Street)  
 BOSTON, MA 02199  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Warner Music Group Corp. [WMG]**  
  
 3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/20/2011  
  
 4. If Amendment, Date Original Filed(Month/Day/Year)  
 07/22/2011

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 \_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
  
 6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**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 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.

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL PARTNERS VII LP 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL VII COINVESTMENT FUND LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL VII COINVESTMENT FUND LP 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
Bain Capital Integral Investors, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TCV, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		

## Signatures

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

07/26/2011

\_\_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..
- (2) 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 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.
- (3) BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, BCI and BCIP TCV may be deemed to share voting 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: This amendment is being filed solely to include Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment Fund VII, L.P.")

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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