

Live Nation Entertainment, Inc.

Form 4

January 17, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rowles Michael

(Last) (First) (Middle)

C/O LIVE NATION  
ENTERTAINMENT, INC., 9348  
CIVIC CENTER DRIVE

(Street)

BEVERLY HILLS, CA 90210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Live Nation Entertainment, Inc.  
[LYV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/15/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP & General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price \$ 0		
Common Stock	01/15/2014		A	25,000	A <u>(1)</u> <u>(2)</u>	290,218	D
Common Stock	01/15/2014		S <sup>(3)</sup>	2,253	D \$ 0	287,965	D

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  
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SEC 1474  
(9-02)

number.

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

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (buy)	\$ 20.9	01/15/2014		A		100,000		<u>(4)</u>	01/15/2024	Common Stock	100,000
Stock Option (buy)	\$ 11.01	01/15/2014		<u>J</u> <sup>(3)</sup>		2,253		<u>(5)</u>	06/23/2020	Common Stock	2,253

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Rowles Michael  
C/O LIVE NATION ENTERTAINMENT, INC.  
9348 CIVIC CENTER DRIVE  
BEVERLY HILLS, CA 90210

EVP & General Counsel

## Signatures

Kathy Willard, Attorney-in-Fact for Michael Rowles

01/17/2014

\_\_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) Reporting person received the award under the Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of April 15, 2011.
- (2) Represents a restricted stock award. These shares will vest in four equal annual installments on the first, second, third and fourth anniversaries of the grant date.  
  
On November 27, 2013, reporting person filed a Form 4 reporting 2,253 shares of common stock sold from the exercise of stock options.
- (3) The shares sold were fully vested restricted stock awards and not from the exercise of stock options. This transaction is being reported to correct the previously filed Form 4.
- (4) Only vested shares may be exercised. These options will vest in four equal annual installments on the first, second, third and fourth anniversaries of the grant date.

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- (5) Only vested shares may be exercised. As of the date of this report 101,760 shares are vested and exercisable and 33,920 shares will vest on June 23, 2014.

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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