

Live Nation Entertainment, Inc.
Form 4
November 04, 2015

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 *
MAYS RANDALL THOMAS

(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)
11/02/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	11/02/2015		M	(A) or (D) Amount 50,000 (1) Price \$ 10.6	130,821 (1) (2)	D	
Common Stock	11/02/2015		S	(A) or (D) Amount 50,000 (1) Price \$ 27 (3)	105,821 (2)	D	
Common Stock					38,198	I	See Footnote (4)

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)

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. Amount or Number of Shares
Stock Option (buy)	\$ 10.6	11/02/2015		M	50,000 (1)	(5) 12/22/2015	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAYS RANDALL THOMAS
C/O LIVE NATION ENTERTAINMENT, INC.
9348 CIVIC CENTER DRIVE
BEVERLY HILLS, CA 90210

X

Signatures

Kathy Willard, Attorney-in-Fact for Randall Thomas
Mays

11/04/2015

__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).

The economic benefits of 25,000 of the stock options underlying this transaction were transferred to the reporting person's former spouse pursuant to a domestic relations order. These 25,000 stock options were exercised and sold at the direction of the reporting person's

- (1) former spouse, and the proceeds from their sale were delivered to the former spouse. At the same time, the reporting person exercised and sold the 25,000 stock options retained by him. Accordingly, the reporting person never acquired beneficial ownership of 25,000 of these shares.

Since the date of the reporting person's last ownership report, he transferred an aggregate of 118,225 shares of LYV common stock to his

(2) former spouse pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his former spouse.

(3)

Edgar Filing: Live Nation Entertainment, Inc. - Form 4

This transaction was executed in multiple trades at prices ranging from \$27.00 to \$27.06. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) The reporting person's indirect beneficial ownership is comprised of (i) 32,568 shares held by trusts of which the reporting person is the trustee, but not the beneficiary and (ii) 5,630 shares held by a trust of which the reporting person is a 25% beneficiary and a co-trustee.
- (5) The options vested in five equal installments on December 22, 2006, 2007, 2008, 2009 and 2010.

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.