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Live Nation Entertainment, Inc.
Form 10-K/A
June 30, 2014

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

Form 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the fiscal year ended December 31, 2013,

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission File Number 001-32601

LIVE NATION ENTERTAINMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

20-3247759

(State of Incorporation)

(I.R.S. Employer Identification No.)

9348 Civic Center Drive

Beverly Hills, CA 90210

(Address of principal executive offices, including zip code)

(310) 867-7000

(Registrant's telephone number, including area code)

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

Title of Each Class

Name of Each Exchange on which Registered

Common Stock, \$.01 Par Value per Share;

New York Stock Exchange

Preferred Stock Purchase Rights

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

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information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

On June 30, 2013, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the Common Stock beneficially held by non-affiliates of the registrant was approximately \$2,213,000,000. (For purposes hereof, directors, executive officers and 10% or greater stockholders have been deemed affiliates).

On February 19, 2014, there were 200,100,820 outstanding shares of the registrant's common stock, \$0.01 par value per share, including 2,324,013 shares of unvested restricted stock awards and excluding 408,024 shares held in treasury.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our Definitive Proxy Statement for the 2014 Annual Meeting of Stockholders, filed on April 23, 2014, were incorporated by reference into Part III of our Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 24, 2014.

Explanatory Note

On February 24, 2014, Live Nation Entertainment, Inc., (“Live Nation” or the “Company”) filed with the Securities and Exchange Commission its Annual Report on Form 10-K for the year ended December 31, 2013.

This Amendment No. 1 to Form 10-K, (“Amendment No. 1”) of Live Nation is being filed solely to amend Item 15(c) to include the separate financial statements of Venta de Boletos por Computadora, S.A. de C.V. (“VBC”) as required under Rule 3-09 of Regulation S-X. The audit of the financial statements of VBC for its fiscal year ended December 31, 2013 was not completed at the time the Company filed its Annual Report on Form 10-K. The required financial statements are now provided as Exhibits 99.1 and 99.2 to this Amendment No. 1.

Item 15(c) is the only portion of the Company’s Annual Report on Form 10-K being supplemented or amended by this Form 10-K/A. This Amendment No. 1 does not change any other information set forth in the original filing of the Company’s Annual Report on Form 10-K for the year ended December 31, 2013. This Amendment No. 1 consists solely of the preceding cover page, this explanatory note, the information required by Item 15(c) of Form 10-K as provided in Exhibits 99.1 and 99.2, a signature page, the accountants’ consent for VBC and certifications required to be filed as exhibits hereto.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)1. Financial Statements.

The following consolidated financial statements are included in Item 8 of the Company’s Annual Report on Form 10-K filed on February 24, 2014:

Consolidated Balance Sheets as of December 31, 2012 and 2013

Consolidated Statements of Operations for the Years Ended December 31, 2013, 2012 and 2011

Consolidated Statements of Comprehensive Loss for the Years Ended December 31, 2013, 2012 and 2011

Consolidated Statements of Changes in Equity for the Years Ended December 31, 2013, 2012 and 2011

Consolidated Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011

Notes to Consolidated Financial Statements

(a)2. Financial Statement Schedule.

The following financial statement schedule for the years ended December 31, 2013, 2012 and 2011 is filed as part of Item 15 of the Company’s Annual Report on Form 10-K filed on February 24, 2014 and should be read in conjunction with the consolidated financial statements.

Schedule II Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

(a)3. Exhibits.

The information in the Exhibit Index of this Amendment No. 1 is incorporated into this Item 15(a)3 by reference.

(c) Separate financial statements of subsidiaries not consolidated and fifty percent or less owned persons.

The financial statements included in Exhibit 99.1 for the years ended December 31, 2013 and 2012 and the financial statements included in Exhibit 99.2 for the years ended December 31, 2012 and 2011 are filed as part of Item 15 of the Company's Annual Report filed on February 24, 2014 and should be read in conjunction with the Company's consolidated financial statements.

EXHIBIT INDEX

| Exhibit No. | Exhibit Description | Incorporated by Reference | | | Filing Date | Filed By | Filed HereWith |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------|-------------|-------------|---------------------------------|----------------|
| | | Form | File No. | Exhibit No. | | | |
| 2.1 | Agreement and Plan of Merger, dated February 10, 2009, between Ticketmaster Entertainment, Inc. and Live Nation, Inc. | 8-K | 001-32601 | 2.1 | 2/13/2009 | Live Nation Entertainment, Inc. | |
| 3.1 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Live Nation Entertainment, Inc. | 8-K | 001-32601 | 3.1 | 6/7/2013 | Live Nation Entertainment, Inc. | |
| 3.2 | Fifth Amended and Restated Bylaws of Live Nation Entertainment, Inc. | 8-K | 001-32601 | 3.2 | 6/7/2013 | Live Nation Entertainment, Inc. | |
| 4.1 | Rights Agreement, dated December 21, 2005, between CCE Spinco, Inc. and The Bank of New York, as Rights Agent. | 8-K | 001-32601 | 4.1 | 12/23/2005 | Live Nation Entertainment, Inc. | |
| 4.2 | First Amendment to Rights Agreement, dated February 25, 2009, between Live Nation, Inc. and The Bank of New York Mellon, as Rights Agent. | 8-K | 001-32601 | 4.1 | 3/3/2009 | Live Nation Entertainment, Inc. | |
| 4.3 | Second Amendment to Rights Agreement, effective as of September 23, 2011, entered into by and between Live Nation Entertainment, Inc. and The Bank of New York Mellon, as rights agent. | 8-K | 001-32601 | 4.1 | 9/28/2011 | Live Nation Entertainment, Inc. | |
| 4.4 | Third Amendment to Rights Agreement, effective as of January 11, 2013, entered into by and between Live Nation Entertainment, Inc. and Computershare Shareowner Services, LLC, as rights agent. | 8-K | 001-32601 | 4.1 | 1/17/2013 | Live Nation Entertainment, Inc. | |
| 4.5 | Form of Certificate of Designations of Series A Junior Participating Preferred Stock. | 8-K | 001-32601 | 4.2 | 12/23/2005 | Live Nation Entertainment, Inc. | |
| 4.6 | Form of Right Certificate. | 8-K | 001-32601 | 4.3 | 12/23/2005 | Live Nation Entertainment, Inc. | |
| 10.1 | Indenture, dated July 16, 2007, between Live Nation, Inc. and Wells Fargo Bank, N.A., as Trustee. | 8-K | 001-32601 | 4.1 | 7/16/2007 | Live Nation Entertainment, Inc. | |

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| 10.2 | Lockup and Registration Rights Agreement, dated May 26, 2006, among Live Nation, Inc., SAMCO Investments Ltd., Concert Productions International Inc., CPI Entertainment Rights, Inc. and the other parties set forth therein. | 8-K | 001-32601 | 4.1 | 6/2/2006 | Live Nation Entertainment, Inc. |
| 10.3 | Stockholder Agreement, dated February 10, 2009, among Live Nation, Inc., Liberty Media Corporation, Liberty USA Holdings, LLC and Ticketmaster Entertainment, Inc. | 8-K | 001-32601 | 10.2 | 2/13/2009 | Live Nation Entertainment, Inc. |

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|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|-------------|-------------|---------------------------------|----------------|
| | | Form | File No. | Exhibit No. | | | |
| 10.4 | Note, dated January 24, 2010, among Ticketmaster Entertainment, Inc., Azoff Family Trust of 1997 and Irving Azoff. | 10-K | 001-32601 | 10.17 | 2/25/2010 | Live Nation Entertainment, Inc. | |
| 10.5 | Registration Rights Agreement, dated January 25, 2010, among Live Nation, Inc., Liberty Media Corporation and Liberty Media Holdings USA, LLC. | 8-K | 001-32601 | 10.1 | 1/29/2010 | Live Nation Entertainment, Inc. | |
| 10.6 | Tax Matters Agreement, dated December 21, 2005, among CCE Spinco, Inc., CCE Holdco #2, Inc. and Clear Channel Communications, Inc. | 8-K | 001-32601 | 10.2 | 12/23/2005 | Live Nation Entertainment, Inc. | |
| 10.7 | Tax Sharing Agreement, dated August 20, 2008, among IAC/InterActiveCorp, HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc. | 8-K | 001-34064 | 10.2 | 8/25/2008 | Ticketmaster Entertainment LLC | |
| 10.8 | Form of Indemnification Agreement. | 10-K | 001-32601 | 10.23 | 2/25/2010 | Live Nation Entertainment, Inc. | |
| 10.9 § | Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of April 15, 2011. | 8-K | 001-32601 | 10.3 | 6/20/2011 | Live Nation Entertainment, Inc. | |
| 10.10 § | Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan. | S-8 | 333-164507 | 10.1 | 1/26/2010 | Live Nation Entertainment, Inc. | |
| 10.11 § | Amendment No. 1 to the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan. | 10-Q | 001-32601 | 10.1 | 11/4/2010 | Live Nation Entertainment, Inc. | |
| 10.12 § | Live Nation Entertainment, Inc. 2006 Annual Incentive Plan, as amended and restated as of April 15, 2011. | 8-K | 001-32601 | 10.2 | 6/20/2011 | Live Nation Entertainment, Inc. | |
| 10.13 § | Amended and Restated Live Nation, Inc. Stock Bonus Plan. | 8-K | 001-32601 | 10.1 | 1/25/2010 | Live Nation Entertainment, Inc. | |
| 10.14 § | Employment Agreement, dated October 21, 2009, among Live | 8-K | 001-32601 | 10.1 | 10/22/2009 | Live Nation Entertainment, | |

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| | Nation, Inc., Live Nation Worldwide, Inc. and Michael Rapino. | | | | | Inc. |
| 10.15 § | First Amendment to Employment Agreement, dated December 27, 2012 by and between Live Nation Entertainment, Inc. and Michael Rapino. | 10-K | 001-32601 | 10.29 | 2/26/2013 | Live Nation Entertainment, Inc. |
| 10.16 § | Amended and Restated Employment Agreement, effective September 1, 2009, between Live Nation Worldwide, Inc. and Michael G. Rowles. | 8-K | 001-32601 | 10.2 | 10/22/2009 | Live Nation Entertainment, Inc. |
| 10.17 § | Employment Agreement, effective January 1, 2014, between Live Nation Entertainment, Inc. and Michael Rowles. | 10-K | 001-32601 | 10.17 | 2/24/2014 | Live Nation Entertainment, Inc. |

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| | | Form | File No. | Exhibit No. | | | |
| 10.18§ | Amended and Restated Employment Agreement, effective September 1, 2009, between Live Nation Worldwide, Inc. and Kathy Willard. | 8-K | 001-32601 | 10.3 | 10/22/2009 | Live Nation Entertainment, Inc. | |
| 10.19 § | Employment Agreement, effective January 1, 2014, between Live Nation Entertainment, Inc. and Kathy Willard. | 10-K | 001-32601 | 10.19 | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 10.20 § | Employment Agreement, effective December 17, 2007, between Live Nation Worldwide, Inc. and Brian Capo. | 10-Q | 001-32601 | 10.4 | 8/7/2008 | Live Nation Entertainment, Inc. | |
| 10.21 § | First Amendment to Employment Agreement, effective December 31, 2008, between Live Nation Worldwide, Inc. and Brian Capo. | 10-K | 001-32601 | 10.30 | 3/5/2009 | Live Nation Entertainment, Inc. | |
| 10.22 § | Separation Agreement, entered into as of August 31, 2013, by and between Live Nation Worldwide, Inc. and Nathan Hubbard. | 8-K | 001-32601 | 10.2 | 8/16/2013 | Live Nation Entertainment, Inc. | |
| 10.23 § | Employment Agreement, effective March 18, 2011, between Live Nation Entertainment, Inc. and Joe Berchtold. | 10-Q | 001-32601 | 10.1 | 8/7/2012 | Live Nation Entertainment, Inc. | |
| 10.24 § | Employment Agreement, effective January 1, 2014, between Live Nation Entertainment, Inc. and Joe Berchtold. | 10-K | 001-32601 | 10.24 | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 10.25 | Credit Agreement entered into as of May 6, 2010, among Live Nation Entertainment, Inc., the Foreign Borrowers party thereto, the Guarantors identified therein, the Lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent, | 10-Q | 001-32601 | 10.4 | 8/5/2010 | Live Nation Entertainment, Inc. | |

10.26 JPMorgan Chase Bank, N.A.,
Toronto Branch, as Canadian
Agent and J.P. Morgan Europe
Limited, as London Agent.
Amendment No. 1, dated as of
June 29, 2012, entered into by
and among Live Nation
Entertainment, Inc., the relevant
Credit Parties identified therein, 10-Q 001-32601 10.2 8/7/2012 Live Nation
Entertainment,
Inc.
the lenders party thereto, and
JPMorgan Chase Bank, N.A., as
administrative agent for the
Lenders.

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|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------|-------------|-------------|---------------------------------|----------------|
| | | Form | File No. | Exhibit No. | | | |
| 10.27 | Amendment No. 2 to the credit agreement, dated as of August 16, 2013, entered into by and among Live Nation Entertainment, Inc., the Guarantors identified therein, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent for the Lenders, JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian agent and J.P. Morgan Europe Limited, as London agent. | 10-Q | 001-32601 | 10.1 | 11/5/2013 | Live Nation Entertainment, Inc. | |
| 10.28 | Incremental Term Loan Joinder Agreement No. 1, dated August 20, 2012, by and among Live Nation Entertainment, Inc., JPMorganChase Bank, N.A., as administrative agent, each Incremental Term Loan Lender defined therein and the relevant Credit Parties identified therein. | 10-Q | 001-32601 | 10.2 | 11/5/2012 | Live Nation Entertainment, Inc. | |
| 10.29 | Indenture, dated August 20, 2012, by and among Live Nation Entertainment, Inc., the Guarantors defined therein, and the Bank of New York Mellon Trust Company, N.A., as trustee. | 10-Q | 001-32601 | 10.1 | 11/5/2012 | Live Nation Entertainment, Inc. | |
| 10.30 | First Supplemental Indenture, entered into as of October 4, 2012, among Live Nation Entertainment, Inc., the Guarantors listed in Appendix I attached hereto, Live Nation Ushtours (USA), LLC, and The Bank of New York Mellon Trust Company, N.A., as trustee. | 10-Q | 001-32601 | 10.3 | 11/5/2012 | Live Nation Entertainment, Inc. | |
| 10.31 | Second Supplemental Indenture, entered into as of August 13, 2013, among Live Nation Entertainment, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as | 8-K | 001-32601 | 10.1 | 8/16/2013 | Live Nation Entertainment, Inc. | |

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|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|------|-----------|---------------------------------------|--|
| | trustee. | | | | | |
| | Stock Purchase Agreement, dated as of February 4, 2011, by and among Live Nation Entertainment, Inc., FLMG Holdings Corp., Irving Azoff, the Azoff Family Trust of 1997, 8-K | 001-32601 | 10.1 | 2/7/2011 | Live Nation Entertainment, Inc. | |
| 10.32 | dated May 27, 1997, as amended, Madison Square Garden, L.P., LNE Holdings, LLC, and Front Line Management Group, Inc. Subscription Agreement, dated as of February 4, 2011, by and between Liberty Media Corporation and Live Nation Entertainment, Inc. | 8-K 001-32601 | 10.2 | 2/7/2011 | Live Nation Entertainment, Inc. | |
| 10.33 | | | | | | |
| 12.1 | Computation of Ratio of Earnings to Fixed Charges. | 10-K 001-32601 | 12.1 | 2/24/2014 | Live Nation Entertainment, Inc. | |

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| | | Form | File No. | Exhibit No. | | | |
| 14.1 | Code of Business Conduct and Ethics. | 10-K | 001-32601 | 14.1 | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 21.1 | Subsidiaries of the Company. | 10-K | 001-32601 | 21.1 | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 23.1 | Consent of Ernst & Young LLP. | 10-K | 001-32601 | 23.1 | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 23.2 | Consent of PricewaterhouseCoopers LLP | | | | | | X |
| 24.1 | Power of Attorney (see signature page 124 of 10-K). | 10-K | 001-32601 | 24.1 | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 31.1 | Certification of Chief Executive Officer. | | | | | | X |
| 31.2 | Certification of Chief Financial Officer. | | | | | | X |
| 32.1 | Section 1350 Certification of Chief Executive Officer. | | | | | | X |
| 32.2 | Section 1350 Certification of Chief Financial Officer. | | | | | | X |
| 99.1 | Financial statements of Venta de Boletos por Computadora, S.A. de C.V. as of and for the years ended December 31, 2013 and 2012 | | | | | | X |
| 99.2 | Financial statements of Venta de Boletos por Computadora, S.A. de C.V. as of and for the years ended December 31, 2012 and 2011 | | | | | | X |
| 101.INS | XBRL Instance Document | 10-K | 001-32601 | 101.INS | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 101.SCH | XBRL Taxonomy Schema Document | 10-K | 001-32601 | 101.SCH | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 101.CAL | XBRL Taxonomy Calculation Linkbase Document | 10-K | 001-32601 | 101.CAL | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 101.DEF | XBRL Taxonomy Definition Linkbase Document | 10-K | 001-32601 | 101.DEF | 2/24/2014 | Live Nation Entertainment, Inc. | |
| 101.LAB | XBRL Taxonomy Label Linkbase Document | 10-K | 001-32601 | 101.LAB | 2/24/2014 | Live Nation Entertainment, | |

| | | | | | | |
|---------|-------------------------------------------------|------|-----------|---------|-----------|-----------------------------------------------|
| 101.PRE | XBRL Taxonomy Presentation Linkbase Document | 10-K | 001-32601 | 101.PRE | 2/24/2014 | Inc. Live Nation Entertainment, Inc. |
|---------|-------------------------------------------------|------|-----------|---------|-----------|-----------------------------------------------|

§ Management contract or compensatory plan or arrangement.

The Company has not filed long-term debt instruments of its subsidiaries where the total amount under such instruments is less than ten percent of the total assets of the Company and its subsidiaries on a consolidated basis. However, the Company will furnish a copy of such instruments to the Commission upon request.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on June 30, 2014.

LIVE NATION ENTERTAINMENT, INC.

By: /s/ Michael Rapino
 Michael Rapino
 President and Chief Executive Officer