

AT&T INC.
 Form 4
 January 05, 2016

FORM 4

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

OMB APPROVAL

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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 *
 STEPHENSON RANDALL L

(Last) (First) (Middle)
 208 S. AKARD STREET
 (Street)

DALLAS, TX 75202
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 AT&T INC. [T]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/31/2015

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)
 Chairman, CEO and President

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

Restricted Stock Award Agreement for Paul-Rene Albertini

Restricted Stock Award Agreement for Richard Blackstone

Restricted Stock Award Agreement for Edgar Bronfman, Jr.

Restricted Stock Award Agreement for Lyor Cohen

Restricted Stock Award Agreement for Michael D. Fleisher

Restricted Stock Award Agreement for Julie Greenwald

Restricted Stock Award Agreement for David H. Johnson

**Restricted Stock Award Agreement for
Kevin Liles**

**Restricted Stock Award Agreement for
Nick Phillips**

**Restricted Stock Award Agreement for
Alex Zubillaga**

**Director Restricted Stock Award
Agreement for Richard Bressler**

**Warner Music Group Corp. Amended and
Restated 2005 Omnibus Award Plan**

(Full title of the plan)

Paul M. Robinson, Esq.

Warner Music Group Corp.

75 Rockefeller Plaza

New York, New York 10019

(Name and address of agent for service)

(212) 275-2000

(Telephone number, including area code, of
agent for service)

copy to:

Matthew E. Kaplan, Esq.

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

**EXPLANATORY NOTE
DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment (the Post-Effective Amendment) relates to the following Registration Statements of Warner Music Group Corp. (the Company) on Form S-8 (each a Registration Statement, and collectively, the Registration Statements):

Registration Statement No. 333-127899, registering an aggregate of 8,416,744 shares of Common Stock (including 1,303,791 shares of Common Stock underlying options granted pursuant to the WMG Parent Corp. LTIP Stock Option Agreements, 1,034,000 shares of Common Stock granted under the Warner Music Group Corp. 2005 Omnibus Award Plan, 2,377,133 additional shares of Common Stock issuable under the Warner Music Group Corp. 2005 Omnibus Award Plan, and 3,701,850 shares of Common Stock underlying options granted pursuant to Stock Option Agreements with certain individuals), and an indeterminate number of additional shares that may be offered and issued to prevent dilution resulting from stock splits, stock dividends, or similar transactions;

Registration Statement No. 333-127900, registering 8,305,390.72 shares of restricted Common Stock issuable under Restricted Stock Award Agreements with certain individuals, and an indeterminate number of additional shares that may be offered and issued to prevent dilution resulting from stock splits, stock dividends, or similar transactions; and

Registration Statement No. 333-150441, registering an aggregate of 16,500,000 additional shares of Common Stock for issuance under the Amended and Restated 2005 Omnibus Award Plan.

On May 6, 2011, the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with Airplanes Music LLC, a Delaware limited liability company (Parent) and Airplanes Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (Merger Sub). Pursuant

to the Merger Agreement, Merger Sub merged with and into the Company (the Merger) on July 20, 2011, with the Company surviving as a wholly owned subsidiary of Parent.

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statements. Accordingly, the Company is filing this Post-Effective Amendment No. 1 as to each Registration Statement, pursuant to Rule 478 under the Securities Act of 1933, as amended, to hereby terminate the effectiveness of each of the Registration Statements. The Company hereby removes from registration all shares of Common Stock registered under the Registration Statements that remain unsold as of the date of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, the State of New York, on July 22, 2011.

WARNER
MUSIC GROUP
CORP.

By: /s/ Paul M.
Robinson
Name: Paul
M. Robinson
Title:
Executive
Vice
President and
General
Counsel