

RYKO CORP
Form S-4/A
March 06, 2012
Table of Contents

As filed with the Securities and Exchange Commission on March 6, 2012

Registration No. 333-179167

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Warner Music Group Corp.

(Exact Name of Registrant as Specified in its Charter)

Edgar Filing: RYKO CORP - Form S-4/A

Delaware
(State or other jurisdiction of
incorporation)

7900
(Primary Standard Industrial
Classification Code Number)

13-4271875
(I.R.S. Employer
Identification No.)

WMG Acquisition Corp.*

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation)

7900
(Primary Standard Industrial
Classification Code Number)
75 Rockefeller Plaza

68-0576630
(I.R.S. Employer
Identification No.)

New York, NY 10019

(212) 275-2000

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Paul M. Robinson, Esq.

Executive Vice President,

General Counsel and Secretary

Warner Music Group Corp.

75 Rockefeller Plaza

New York, New York 10019

(212) 275-2000

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

With a copy to:

Edgar Filing: RYKO CORP - Form S-4/A

Matthew E. Kaplan, Esq.

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

* Information regarding additional registrants is contained in the Table of Additional Registrants on the following page.

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

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

Accelerated filer

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

Table of Contents**Table of Additional Registrants**

Exact Name of Registrant as Specified in its Charter*		State or Other Jurisdiction of Formation	I.R.S. Employer Identification Number
A.P. Schmidt Co.	Subsidiary	Delaware	36-2669470
	Guarantor		
Atlantic Recording Corporation	Subsidiary	Delaware	13-2597725
	Guarantor		
Atlantic/143 L.L.C.	Subsidiary	Delaware	13-3975703
	Guarantor		
Atlantic Mobile LLC	Subsidiary	Delaware	N/A
	Guarantor		
Atlantic/MR Ventures Inc.	Subsidiary	Delaware	13-3684268
	Guarantor		
Atlantic Productions LLC	Subsidiary	Delaware	20-8521163
	Guarantor		
Atlantic Scream LLC	Subsidiary	Delaware	41-2264144
	Guarantor		
Alternative Distribution Alliance	Subsidiary	New York	13-3713732
	Guarantor		
Artist Arena International, LLC	Subsidiary	New York	N/A
	Guarantor		
Artist Arena LLC	Subsidiary	New York	N/A
	Guarantor		
Asylum Records LLC (f/k/a WEA Urban LLC)	Subsidiary	Delaware	86-1120251
	Guarantor		
Atlantic Pix LLC	Subsidiary	Delaware	32-0290208
	Guarantor		
BB Investments LLC	Subsidiary	Delaware	20-2657459
	Guarantor		
Big Beat Records Inc.	Subsidiary	Delaware	13-3626173
	Guarantor		
Bulldog Entertainment Group LLC	Subsidiary	Delaware	N/A
	Guarantor		
Bulldog Island Events LLC	Subsidiary	New York	N/A
	Guarantor		
Bute Sound LLC	Subsidiary	Delaware	13-4032642
	Guarantor		
Cafe Americana Inc.	Subsidiary	Delaware	13-3246931
	Guarantor		
Chappell & Intersong Music Group (Australia) Limited	Subsidiary	Delaware	13-3395886
	Guarantor		
Chappell & Intersong Music Group (Germany) Inc.	Subsidiary	Delaware	13-3246911
	Guarantor		
Chappell Music Company, Inc.	Subsidiary	Delaware	13-3325475
	Guarantor		
Choruss LLC (f/k/a Network Licensing Collection LLC)	Subsidiary	Delaware	33-1200387
	Guarantor		
Cordless Recordings LLC	Subsidiary	Delaware	20-2657388
	Guarantor		
Cota Music, Inc.	Subsidiary	New York	13-3523591
	Guarantor		
Cotillion Music, Inc.	Subsidiary	Delaware	13-2597937
	Guarantor		

Table of Contents

Exact Name of Registrant as Specified in its Charter*		State or Other Jurisdiction of Formation	I.R.S. Employer Identification Number
CRK Music Inc.	Subsidiary Guarantor	Delaware	13-3663052
E/A Music, Inc.	Subsidiary Guarantor	Delaware	13-3203221
East West Records LLC (f/k/a WEA Rock LLC)	Subsidiary Guarantor	Delaware	86-1120258
Eleksylum Music, Inc.	Subsidiary Guarantor	Delaware	13-3174021
Elektra/Chameleon Ventures Inc.	Subsidiary Guarantor	Delaware	13-3626113
Elektra Entertainment Group Inc.	Subsidiary Guarantor	Delaware	13-4033729
Elektra Group Ventures Inc.	Subsidiary Guarantor	Delaware	13-3808252
EN Acquisition Corp.	Subsidiary Guarantor	Delaware	20-1118091
FBR Investments LLC	Subsidiary Guarantor	Delaware	20-8491174
Ferret Music Holdings LLC	Subsidiary Guarantor	Delaware	26-0306325
Fiddleback Music Publishing Company, Inc.	Subsidiary Guarantor	Delaware	13-2705484
Foz Man Music LLC	Subsidiary Guarantor	Delaware	13-4028790
Fueled By Ramen LLC	Subsidiary Guarantor	Delaware	26-1653472
Inside Job, Inc.	Subsidiary Guarantor	New York	13-2699020
Insound Acquisition Inc. (f/k/a Atlantic/MR II Inc.)	Subsidiary Guarantor	Delaware	13-3845524
Intersong U.S.A., Inc.	Subsidiary Guarantor	Delaware	13-3246932
Jadar Music Corp.	Subsidiary Guarantor	Delaware	13-3246915
Lava Records LLC	Subsidiary Guarantor	Delaware	01-0699083
Lava Trademark Holding Company LLC	Subsidiary Guarantor	Delaware	13-4139472
LEM America, Inc.	Subsidiary Guarantor	Delaware	94-2741964
London-Sire Records Inc.	Subsidiary Guarantor	Delaware	13-3954692
Made of Stone LLC (f/k/a Griffen Corp.)	Subsidiary Guarantor	Delaware	80-0362760
Maverick Partner Inc.	Subsidiary Guarantor	Delaware	20-5440714
McGuffin Music Inc.	Subsidiary Guarantor	Delaware	13-3663051
Mixed Bag Music, Inc.	Subsidiary Guarantor	New York	13-3111989

Table of Contents

Exact Name of Registrant as Specified in its Charter*		State or Other Jurisdiction of Formation	I.R.S. Employer Identification Number
MM Investment Inc. (f/k/a Warner Music Bluesky Holding Inc.)	Subsidiary Guarantor	Delaware	13-3829389
NC Hungary Holdings Inc.	Subsidiary Guarantor	Delaware	05-0536079
New Chappell Inc.	Subsidiary Guarantor	Delaware	13-3246920
Nonesuch Records Inc.	Subsidiary Guarantor	Delaware	20-1926784
Non-Stop Music Holdings, Inc.	Subsidiary Guarantor	Delaware	26-0635758
NVC International Inc.	Subsidiary Guarantor	Delaware	51-0267089
Octa Music, Inc.	Subsidiary Guarantor	New York	13-3523592
P & C Publishing LLC	Subsidiary Guarantor	New York	N/A
Penalty Records, L.L.C.	Subsidiary Guarantor	New York	13-3889367
Pepamar Music Corp.	Subsidiary Guarantor	New York	13-2512410
Perfect Game Recording Company LLC	Subsidiary Guarantor	Delaware	20-3809604
Restless Acquisition Corp.	Subsidiary Guarantor	Delaware	72-1554441
Revelation Music Publishing Corporation	Subsidiary Guarantor	New York	13-2705483
Rhino Entertainment Company	Subsidiary Guarantor	Delaware	13-3647166
Rhino/FSE Holdings, LLC	Subsidiary Guarantor	Delaware	37-1558190
Rhino Name & Likeness Holdings, LLC	Subsidiary Guarantor	Delaware	32-0226568
Rick s Music Inc.	Subsidiary Guarantor	Delaware	13-3246929
Rightsong Music Inc.	Subsidiary Guarantor	Delaware	13-3246926
Roadrunner Records, Inc.	Subsidiary Guarantor	New York	13-3333675
Ryko Corporation	Subsidiary Guarantor	Delaware	04-3254264
SR/MDM Venture Inc.	Subsidiary Guarantor	Delaware	13-3647169
Super Hype Publishing, Inc.	Subsidiary Guarantor	New York	13-2664278
T-Boy Music, L.L.C.	Subsidiary Guarantor	New York	13-3669372
T-Girl Music, L.L.C.	Subsidiary Guarantor	New York	13-3669731
The All Blacks U.S.A., Inc.	Subsidiary Guarantor	Delaware	52-2115774

Table of Contents

Exact Name of Registrant as Specified in its Charter*		State or Other Jurisdiction of Formation	I.R.S. Employer Identification Number
The Biz LLC	Subsidiary Guarantor	Delaware	32-0158413
The Rhythm Method Inc.	Subsidiary Guarantor	Delaware	13-4141258
Tommy Boy Music, Inc.	Subsidiary Guarantor	New York	13-3070723
Tommy Valando Publishing Group, Inc.	Subsidiary Guarantor	Delaware	13-2705485
TW Music Holdings Inc.	Subsidiary Guarantor	Delaware	20-0769163
T.Y.S., Inc.	Subsidiary Guarantor	New York	13-3955956
Unichappell Music Inc.	Subsidiary Guarantor	Delaware	13-3246914
Upped.com LLC (f/k/a Big Tree Recording Corporation)	Subsidiary Guarantor	Delaware	13-2945275
Walden Music Inc.	Subsidiary Guarantor	New York	13-6125056
Warner Alliance Music Inc.	Subsidiary Guarantor	Delaware	95-4391760
Warner Brethren Inc.	Subsidiary Guarantor	Delaware	95-4391762
Warner Bros. Music International Inc.	Subsidiary Guarantor	Delaware	13-2839469
Warner Bros. Records Inc.	Subsidiary Guarantor	Delaware	95-1976532
Warner/Chappell Music, Inc.	Subsidiary Guarantor	Delaware	13-3246913
Warner/Chappell Production Music Inc (f/k/a/ Tri-Chappell Music Inc.)	Subsidiary Guarantor	Delaware	13-3246916
Warner Domain Music Inc.	Subsidiary Guarantor	Delaware	13-3845523
Warner-Elektra-Atlantic Corporation	Subsidiary Guarantor	New York	13-6170726
Warner Music Discovery Inc.	Subsidiary Guarantor	Delaware	13-3695120
Warner Music Distribution LLC	Subsidiary Guarantor	Delaware	13-3713729
Warner Music Inc. (f/k/a Warner Music Group Inc.)	Subsidiary Guarantor	Delaware	13-3565869
Warner Music Latina Inc.	Subsidiary Guarantor	Delaware	13-3586626
Warner Music SP Inc.	Subsidiary Guarantor	Delaware	13-3802269
Warner Sojourner Music Inc.	Subsidiary Guarantor	Delaware	62-1530861
WarnerSongs, Inc.	Subsidiary Guarantor	Delaware	13-2793164
Warner Special Products Inc.	Subsidiary Guarantor	Delaware	13-2788802

Table of Contents

Exact Name of Registrant as Specified in its Charter*		State or Other Jurisdiction of Formation	I.R.S. Employer Identification Number
Warner Strategic Marketing Inc.	Subsidiary	Delaware	01-0569802
	Guarantor		
Warprise Music Inc.	Subsidiary	Delaware	13-3845521
	Guarantor		
WB Gold Music Corp.	Subsidiary	Delaware	13-3155100
	Guarantor		
WBM/House of Gold Music, Inc.	Subsidiary	Delaware	13-3146335
	Guarantor		
W.B.M. Music Corp.	Subsidiary	Delaware	13-3166007
	Guarantor		
WBR Management Services Inc.	Subsidiary	Delaware	13-3032834
	Guarantor		
WBR/QRI Venture, Inc.	Subsidiary	Delaware	13-3647168
	Guarantor		
WBR/Ruffnaton Ventures, Inc.	Subsidiary	Delaware	13-4079805
	Guarantor		
WBR/Sire Ventures Inc.	Subsidiary	Delaware	13-2953720
	Guarantor		
WEA Europe Inc.	Subsidiary	Delaware	13-2805638
	Guarantor		
WEA Inc.	Subsidiary	Delaware	13-3862485
	Guarantor		
WEA International Inc.	Subsidiary	Delaware	13-2805420
	Guarantor		
WEA Management Services Inc.	Subsidiary	Delaware	52-2280908
	Guarantor		
WMG Artist Brand LLC	Subsidiary	Delaware	20-8437773
	Guarantor		
WMG Management Services Inc.	Subsidiary	Delaware	52-2314190
	Guarantor		
WMG Trademark Holding Company LLC	Subsidiary	Delaware	20-0233769
	Guarantor		
615 Music Library, LLC	Subsidiary	Tennessee	N/A
	Guarantor		
Berna Music, Inc.	Subsidiary	California	95-2565721
	Guarantor		
Ferret Music LLC	Subsidiary	New Jersey	N/A
	Guarantor		
Ferret Music Management LLC	Subsidiary	New Jersey	N/A
	Guarantor		
Ferret Music Touring LLC	Subsidiary	New Jersey	N/A
	Guarantor		
FHK, Inc.	Subsidiary	Tennessee	62-1548343
	Guarantor		
Foster Frees Music, Inc.	Subsidiary	California	95-3297348
	Guarantor		
J. Ruby Productions, Inc.	Subsidiary	California	95-3473976
	Guarantor		
Maverick Recording Company	Subsidiary	California	95-4373009
	Guarantor		

Table of Contents

Exact Name of Registrant as Specified in its Charter*		State or Other Jurisdiction of Formation	I.R.S. Employer Identification Number
Non-Stop Cataclysmic Music, LLC	Subsidiary Guarantor	Utah	26-1339620
Non-Stop International Publishing, LLC	Subsidiary Guarantor	Utah	26-1339660
Non-Stop Music Library, L.C.	Subsidiary Guarantor	Utah	87-0527735
Non-Stop Music Publishing, LLC	Subsidiary Guarantor	Utah	23-1339523
Non-Stop Outrageous Publishing, LLC	Subsidiary Guarantor	Utah	26-1339694
Non-Stop Productions, LLC	Subsidiary Guarantor	Utah	26-1339453
Rep Sales, Inc.	Subsidiary Guarantor	Minnesota	41-1766770
Rodra Music, Inc.	Subsidiary Guarantor	California	95-2561531
Rykodisc, Inc.	Subsidiary Guarantor	Minnesota	41-1516587
Rykomusic, Inc.	Subsidiary Guarantor	Minnesota	41-1660484
Sea Chime Music, Inc.	Subsidiary Guarantor	California	95-3335535
Six-Fifteen Music Productions, Inc.	Subsidiary Guarantor	Tennessee	62-1253560
Summy-Birchard, Inc.	Subsidiary Guarantor	Wyoming	36-1026750
Warner/Chappell Music (Services), Inc.	Subsidiary Guarantor	New Jersey	95-2685983
Warner Custom Music Corp.	Subsidiary Guarantor	California	94-2990925
Warner Music Nashville LLC	Subsidiary Guarantor	Tennessee	30-0583729
Warner-Tamerlane Publishing Corp.	Subsidiary Guarantor	California	13-6132127
WB Music Corp.	Subsidiary Guarantor	California	13-6132128
Wide Music, Inc.	Subsidiary Guarantor	California	95-3500269

* The address including zip code and telephone number including area code for each Additional Registrant is 75 Rockefeller Plaza, New York, New York 10019, (212) 275-2000.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not complete this exchange offer or issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED March 6, 2012

PROSPECTUS

WMG Acquisition Corp.

Offer to Exchange

\$765,000,000 Outstanding 11.50% Senior Notes due 2018

for

\$765,000,000 Registered 11.50% Senior Notes due 2018

WMG Acquisition Corp. is offering to exchange the \$765 million aggregate principal amount of outstanding 11.50% Senior Notes due 2018 (the Old Notes) for a like principal amount of registered 11.50% Senior Notes due 2018 (the New Notes).

The terms of the New Notes are identical in all material respects to the terms of the Old Notes, except that the New Notes are registered under the Securities Act of 1933, as amended (the Securities Act), and will not contain restrictions on transfer or provisions relating to additional interest, will bear a different CUSIP number from the Old Notes and will not entitle their holders to registration rights.

The New Notes are fully and unconditionally guaranteed, on a senior unsecured basis by Warner Music Group Corp., the corporate parent of WMG Holdings Corp. and, jointly and severally, on a senior unsecured basis by substantially all of WMG Acquisition Corp.'s subsidiaries that guarantee WMG Acquisition Corp.'s revolving credit facility.

No public market currently exists for the Old Notes or the New Notes.

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2012 (the Expiration Date) unless we extend the Expiration Date. You should read the section called The Exchange Offer for further information on how to exchange your Old Notes for New Notes.

See Risk Factors beginning on page 18 for a discussion of risk factors that you should consider prior to tendering your Old Notes in the exchange offer and risk factors related to ownership of the Notes.

Edgar Filing: RYKO CORP - Form S-4/A

Each broker-dealer that receives New Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a pr