

Live Nation Entertainment, Inc.
 Form 3
 February 04, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DILLER BARRY | | (Month/Day/Year) | Live Nation Entertainment, Inc. [LYV] | |
| (Last) | (First) | (Middle) | 01/25/2010 | |
| C/O IAC/INTERACTIVE CORP,Â 555 WEST 18TH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10011 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,535,732 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|---------------------------|-----------------|--------------------------------|----------------------------|-------------------------|---------------------------------------|---|
| Restricted Stock Units | Â (2) | Â (2) | Common Stock, par value \$0.01 | 15,684 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock, par value \$0.01 | 6,002 | \$ 0 (3) | D | Â |
| Stock Option (buy) | 06/07/2010 ⁽⁴⁾ | 06/07/2015 | Common Stock, par value \$0.01 | 707,644 ⁽⁴⁾ | \$ 29.68 ⁽⁴⁾ | D | Â |
| Stock Option (buy) | 06/07/2010 ⁽⁵⁾ | 06/07/2015 | Common Stock, par value \$0.01 | 412,791 ⁽⁵⁾ | \$ 39.95 ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DILLER BARRY C/O IAC/INTERACTIVE CORP 555 WEST 18TH STREET NEW YORK, NY 10011 | Â X | Â | Â | Â |

Signatures

Michael Rowles, Attorney-in-Fact for Barry Diller
Date: 02/04/2010

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) In connection with the merger (the "Merger") of Ticketmaster Entertainment, Inc. ("Ticketmaster") with and into a wholly-owned subsidiary of the Issuer on January 25, 2010, each of the 1,719,872 shares of common stock, par value \$0.01, of Ticketmaster ("Ticketmaster Common Stock") previously held by the Reporting Person was cancelled and converted into the right to receive 1.4743728 shares of common stock, par value \$0.01 per share, of the Issuer ("Issuer Common Stock"). On January 25, 2010, the closing price of Issuer Common Stock as reported on the New York Stock Exchange was \$10.51 per share, and the closing price of Ticketmaster Common Stock as reported on the NASDAQ Global Select Market was \$15.40 per share.
- (2) Received in connection with the Merger on January 25, 2010 in exchange for 10,638 Ticketmaster restricted stock units previously held by the Reporting Person. The Issuer restricted stock units vest in equal installments on January 8, 2011 and January 8, 2012.
- (3) Received in connection with the Merger on January 25, 2010 in exchange for 4,071 Ticketmaster restricted stock units previously held by the Reporting Person. The Issuer restricted stock units were 50% vested on January 25, 2010, the Merger date, and the remainder vests on

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August 20, 2010.

Received in connection with the Merger on January 25, 2010 in exchange for an option to acquire 479,963 shares of Ticketmaster

- (4) Common Stock at an exercise price of \$43.75 per share previously held by the Reporting Person. This option to acquire Issuer Common Stock vests in full on June 7, 2010.

Received in connection with the Merger on January 25, 2010 in exchange for an option to acquire 279,978 shares of Ticketmaster

- (5) Common Stock at an exercise price of \$58.90 per share previously held by the Reporting Person. This option to acquire Issuer Common Stock vests in full on June 7, 2010.

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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