

Hassan Fred
Form 4
June 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
Hassan Fred

(Last) (First) (Middle)

ONE TIME WARNER CENTER

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WARNER MEDIA, LLC [TWX]

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

06/14/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, Par Value \$.01 | 06/14/2018 | | D(1) | | 49,089 | D | 0 |

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)

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| 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 Security (Instr. 3 and 4) | Amount of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Shares |
| Director Stock Options (Right to Buy) | \$ 27.39 | 06/14/2018 | | D ⁽¹⁾ | 4,019 | ⁽²⁾ 10/28/2019 | Common Stock, Par Value \$0.01 | 4 | |
| Director Stock Options (Right to Buy) | \$ 28.84 | 06/14/2018 | | D ⁽¹⁾ | 5,708 | ⁽²⁾ 05/21/2020 | Common Stock, Par Value \$0.01 | 5 | |
| Director Stock Options (Right to Buy) | \$ 33.81 | 06/14/2018 | | D ⁽¹⁾ | 5,336 | ⁽²⁾ 05/15/2022 | Common Stock, Par Value \$0.01 | 5 | |
| Director Stock Options (Right to Buy) | \$ 35.27 | 06/14/2018 | | D ⁽¹⁾ | 4,880 | ⁽²⁾ 05/20/2021 | Common Stock, Par Value \$0.01 | 4 | |
| Director Stock Options (Right to Buy) | \$ 67.84 | 06/14/2018 | | D ⁽¹⁾ | 2,898 | ⁽²⁾ 06/13/2024 | Common Stock, Par Value \$0.01 | 2 | |
| Director Stock Options (Right to Buy) | \$ 56.83 | 06/14/2018 | | D ⁽¹⁾ | 2,996 | ⁽²⁾ 05/23/2023 | Common Stock, Par Value \$0.01 | 2 | |
| Director Stock Options (Right to Buy) | \$ 72.37 | 06/14/2018 | | D ⁽¹⁾ | 3,108 | ⁽²⁾ 06/17/2026 | Common Stock, Par Value \$0.01 | 3 | |
| Director Stock Options (Right to Buy) | \$ 88 | 06/14/2018 | | D ⁽¹⁾ | 2,460 | ⁽²⁾ 06/19/2025 | Common Stock, Par Value \$0.01 | 2 | |

Buy)

| | | | | | | | | |
|---------|-----|------------|------|------------|------------|------------|--|----------------------|
| Phantom | | | | | | | | Common |
| Stock | (3) | 06/14/2018 | D(1) | 1,128.3387 | 06/14/2018 | 06/14/2018 | | Stock, |
| Units | | | | | | | | Par Value 1,128.3387 |
| | | | | | | | | \$.01 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hassan Fred ONE TIME WARNER CENTER NEW YORK, NY 10019 | | | | |

Signatures

By: Brenda C. Karickhoff for Fred Hassan
Date: 06/18/2018

__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).

(1) On June 14, 2018, AT&T Inc., a Delaware corporation ("AT&T"), acquired Time Warner Inc. (the "Company") pursuant to that certain Agreement and Plan of Merger, dated October 22, 2016, by and among the Company, AT&T, West Merger Sub, Inc., a wholly owned subsidiary of AT&T, and West Merger Sub II, LLC, a wholly owned subsidiary of AT&T (the "Merger Agreement"). The acquisition is more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 9, 2017. In accordance with the terms of the Merger Agreement, each share of the Company's common stock was exchanged for 1.437 shares of AT&T common stock plus \$53.75 in cash. Each disposition reported in this Form 4 is an exempt disposition.

(2) Pursuant to the Merger Agreement, each outstanding option to purchase the Company's common stock (a "Company Option"), whether vested or unvested, was converted into an option to acquire a number of shares of AT&T common stock equal to the number of shares of Company common stock under such Company Option, subject to the vesting and other terms in the applicable Company Option award agreement, except that the exercise price and the number of shares of AT&T common stock issuable upon exercise of such Company Option were adjusted based on the option exchange ratio determined under a formula in the Merger Agreement (which yields approximately 3.0757).

(3) Pursuant to the Merger Agreement, each outstanding phantom stock unit with respect to the Company's common stock acquired pursuant to the Time Warner Inc. Non-Employee Directors' Deferred Compensation Plan (the "Deferred Compensation Plan") was deemed converted into an amount in cash equal to approximately \$100.8845 and reinvested in the investment option under the Deferred Compensation Plan that earns interest at a specified rate. Pursuant to the terms of the Deferred Compensation Plan, the amount credited to the account will be paid out in cash in a lump sum or in annual installments beginning on April 30, 2019.

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.