

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

Form 10-K

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

For the fiscal year ended December 31, 2020,

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
(State of Incorporation)

20-3247759
(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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, \$0.01 Par Value per Share	LYV	New York Stock Exchange

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 every Interactive Data File required to be submitted 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered accounting firm that prepared or issued its audit report.

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, 2020, 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 \$6.4 billion. (For purposes hereof, directors, executive officers and 10% or greater stockholders have been deemed affiliates).

On February 22, 2021, there were 218,047,105 outstanding shares of the registrant's common stock, \$0.01 par value per share, including 3,849,952 shares of unvested restricted and deferred stock awards and excluding 408,024 shares held in treasury.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our Definitive Proxy Statement for the 2021 Annual Meeting of Stockholders, expected to be filed within 120 days of our fiscal year end, are incorporated by reference into Part III.

LIVE NATION ENTERTAINMENT, INC.
INDEX TO FORM 10-K

	<u>Page</u>
PART I	
ITEM 1. BUSINESS	2
ITEM 1A. RISK FACTORS	16
ITEM 1B. UNRESOLVED STAFF COMMENTS	30
ITEM 2. PROPERTIES	31
ITEM 3. LEGAL PROCEEDINGS	31
PART II	
ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	32
ITEM 6. SELECTED FINANCIAL DATA	32
ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	33
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	52
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	53
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	102
ITEM 9A. CONTROLS AND PROCEDURES	102
ITEM 9B. OTHER INFORMATION	104
PART III	
ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	104
ITEM 11. EXECUTIVE COMPENSATION	104
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	104
ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	104
ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES	104
PART IV	
ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES	105
ITEM 16. FORM 10-K SUMMARY	112

LIVE NATION ENTERTAINMENT, INC.

GLOSSARY OF KEY TERMS

AOCI	Accumulated other comprehensive income (loss)
AOI	Adjusted operating income (loss)
Company	Live Nation Entertainment, Inc. and subsidiaries
FASB	Financial Accounting Standards Board
GAAP	United States Generally Accepted Accounting Principles
Liberty Media	Liberty Media Corporation
Live Nation	Live Nation Entertainment, Inc. and subsidiaries
LNE	Live Nation Entertainment, Inc.
SEC	United States Securities and Exchange Commission
VIE	Variable interest entity
Ticketmaster	The ticketing business of the Company

PART I

“Live Nation” (which may be referred to as the “Company,” “we,” “us” or “our”) means Live Nation Entertainment, Inc. and its subsidiaries, or one of our segments or subsidiaries, as the context requires.

Special Note About Forward-Looking Statements

Certain statements contained in this Form 10-K (or otherwise made by us or on our behalf from time to time in other reports, filings with the SEC, news releases, conferences, internet postings or otherwise) that are not statements of historical fact constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended, notwithstanding that such statements are not specifically identified. Forward-looking statements include, but are not limited to, statements about our financial position, business strategy, competitive position, potential growth opportunities, potential operating performance improvements, the effects of competition, the effects of future legislation or regulations and plans and objectives of our management for future operations. We have based our forward-looking statements on our beliefs and assumptions considering the information available to us at the time the statements are made. Use of the words “may,” “should,” “continue,” “plan,” “potential,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “outlook,” “could,” “target,” “project,” “seek,” “predict,” or variations of such words and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those set forth under Item 1A.—Risk Factors as well as other factors described herein or in our quarterly and other reports we file with the SEC (collectively, “cautionary statements”). Based upon changing conditions, should any risk or uncertainty that has already materialized, such as, for example, the risks and uncertainties posed by the global COVID-19 pandemic, worsen in scope, impact or duration, or should one or more of the currently unrealized risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described in any forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the applicable cautionary statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We do not intend to update these forward-looking statements, except as required by applicable law.

ITEM 1. BUSINESS

Impact of the Global COVID-19 Pandemic

The unprecedented and rapid spread of COVID-19 and the related government restrictions and social distancing measures implemented throughout the world have significantly impacted our live event business. We initially saw event restrictions in Asia and parts of Europe. Beginning in March 2020, large public events were cancelled, governmental authorities began imposing restrictions on non-essential activities, and businesses suspended activities around the world. As the impact of the global COVID-19 pandemic became clearer, we ceased all Live Nation tours and closed our venues in mid-March 2020 to support global efforts at social distancing and mitigating the virus, and to comply with restrictions put in place by various governmental entities, which has had a materially negative impact on our revenue and financial position.

Operating Results

Our annual results were materially impacted by these necessary actions. Our overall revenue for the year decreased by 84% to \$1.9 billion. The revenue reduction was across all of our segments as a result of few shows occurring globally beginning in the last half of March 2020 and low ticket sales for future shows during the same period, along with the impact of ticket refunds and show cancellations. Our operating results for the year decreased as compared to 2019 largely due to the global COVID-19 pandemic impacts to our business to a loss for the year of \$1.7 billion, including \$27.5 million of impairment charges for 2020.

The revenue recognized in our Concerts segment in 2020 included the results of all the shows that occurred prior to the stoppage of events in mid-March. Our event-related deferred revenue for Concerts, which is reported as part of deferred revenue on our consolidated balance sheets, includes the face value and Concerts' share of service charges for all tickets sold by December 31, 2020, for shows expected to occur in the next 12 months. Any refunds committed to for shows cancelled or rescheduled during the year have either been returned to fans or are reflected in accrued expenses on the consolidated balance sheets. In addition, we have recorded an estimate of \$102.0 million in Concerts for refunds that may occur in the future for shows we believe may be cancelled or rescheduled based on the limited amount of data available on refunds resulting from the global shutdown of our live events. This estimate only impacts our financial position as a reclassification from deferred revenue or other long-term liabilities to accrued expenses. We expect that the majority of our shows postponed due to the pandemic will be rescheduled. Event-related deferred revenue for tickets sold for shows expected to occur after December 31, 2021 totaled \$35 million and is reflected in other long-term liabilities on our consolidated balance sheets.

The revenue recognized in our Ticketing segment in 2020 includes our share of ticket service charges for tickets sold during the period for third-party clients and for shows that occurred in the period for our Concerts business where our promoters control the ticketing. Revenue in the period has been reduced by refunds given during the period. In addition, revenue has been reduced for any shows that were cancelled and for refunds requested on rescheduled shows up to the time of the filing of these consolidated financial statements, and funds have either been returned to the customer or are reflected in accrued expenses on the consolidated balance sheets. Our ticketing clients determine if shows will be rescheduled or cancelled and what the refund policy will be for those shows. We have not recorded an estimate for refunds that may occur in the future since our clients, not Ticketmaster, determine when shows are cancelled or rescheduled and we have a limited amount of historical data of refunds resulting from a global shutdown of live events on which to reliably determine an estimate. By the end of 2020 and through the time of this filing, Ticketing had processed or accrued for cancellations or refunds on 27.4 million tickets.

For events that are cancelled, our standard policy is to refund the fan within 30 days, though subject to regulations in various markets and in some cases at the discretion of venue or event organizer clients. Our ticket refund policies for rescheduled shows vary by ticketing client and country. In multiple international markets, including Germany, Italy and Belgium, governmental regulations which allow for the issuance of vouchers in place of cash refunds for rescheduled shows, and in some cases for cancelled shows, have been put in place in response to the global COVID-19 pandemic. The volume and pace of cash refunds has had and may continue to have a material negative effect on our liquidity and capital resources.

The length and severity of the reduction in live events due to the pandemic is uncertain; accordingly, we currently expect the negative impact to continue in 2021. The exact timing and pace of the recovery is uncertain given the significant impact of the pandemic and the uncertainty on the timing of the roll out of vaccines on the overall United States and global economies. We believe the ongoing effects of the global COVID-19 pandemic on our operations have had, and will continue to have a material negative impact on our financial results and liquidity, and such negative impact may continue beyond the containment of such outbreak. We have never previously experienced a complete cessation of our live events or a large-scale reduction in the number of events selling tickets, and as a consequence, our ability to be predictive regarding the impact of these circumstances is uncertain and we are unable to estimate the impact on our business, financial condition or near- or longer-term financial or operational results.

Cash and available liquidity

We amended our senior secured credit facility in April 2020 and further amended it in July 2020 which, among other things, substitutes our net leverage covenant under our senior secured credit facility with a \$500 million liquidity covenant (as defined in the agreement) until the earlier of (a) December 31, 2021 and (b) at our election, any fiscal quarter prior to December 31, 2021. These amendments will allow us the flexibility to manage our business through the disruption that we experienced in 2020 and expect to experience in 2021.

In addition, we added a new incremental revolving credit facility of \$130 million, extending our undrawn debt capacity. Following this increase, we currently have approximately \$961.7 million in available debt capacity, including \$400 million in undrawn term loan A capacity and \$561.7 million in available revolver capacity, net of outstanding letters of credit. In addition, in February 2020, we issued \$400 million principal amount of 2.0% convertible senior notes due 2025 and in May 2020 we issued \$1.2 billion principal amount of 6.5% senior secured notes due 2027. In January 2021, we issued \$500 million principal amount of 3.75% senior secured notes due 2028. We will continue to evaluate future financing opportunities to further expand liquidity at reasonable costs.

As of December 31, 2020, our total cash and cash equivalents balance was \$2.5 billion, which included \$673.5 million of ticketing client cash. We believe this cash, net of client cash, together with our available debt capacity of \$961.7 million, gives us the liquidity to fund our operations during the pandemic. Our total cash includes event-related deferred revenue for which the amount can fluctuate over the course of the year, but given the shift of shows into 2021, we expect this number to remain above seasonally normal levels throughout the first half of 2021.

Event-related deferred revenue consists of cash held by our Concerts business for future shows, with roughly half the funds associated with upcoming shows in the United States and half for international shows as of December 31, 2020. In the United States, the funds are largely associated with shows in our owned or operated venues, notably amphitheaters, festivals, theaters and clubs. Internationally, the funds held are from a combination of both shows in our owned or operated venues, as well as shows in third-party venues associated with our promoter share of tickets in allocation markets. We do not otherwise generally hold funds for concerts being held in third-party buildings. In the United States, venues traditionally hold all funds, and internationally either the venue holds all funds or holds the portion of funds associated with their ticket allocation.

Cost and Cash Management Programs

Given the uncertainty associated with the duration of current conditions globally, we have implemented a number of initiatives to reduce fixed costs and conserve cash. As part of these cost reduction efforts, we have implemented salary reductions for most of our employees, with salaries for senior executives reduced by up to 60% during 2020. Additional cost reduction efforts include hiring freezes, reduction in the use of contractors, rent re-negotiations, furloughs, termination of certain employees and reduction or elimination of other discretionary spending, including, among other things, travel and entertainment, repairs and maintenance, and marketing.

We are also making use of government support programs globally. In most European and Asian markets, including the United Kingdom, Germany, Italy, France, Spain and Australia, there were payroll support programs to mitigate a substantial portion of employee costs, some of which are continuing into 2021. Additionally, in the United States, we have filed for payroll support under the Employee Retention Credit program established as part of the 2020 CARES Act. Finally, the CARES Act also provides for deferred payment of the employer portion of social security taxes through the end of 2020, with 50% of the deferred amount due December 31, 2021 and the remaining 50% due December 31, 2022.

We are further protecting our cash outflows by reducing advances in both our ticketing and concert businesses, re-assessing all capital expenditure projects and evaluating all other cash deployment activities. As a result of these initiatives and government support programs, we achieved over \$950 million in cost reductions in 2020 and the elimination or deferral into 2021 of \$1.6 billion in cash outflows, which primarily includes the cost reductions discussed above along with lower capital expenditures, acquisition payments, and concert and ticketing advances. We believe this aggressive cost and cash management program, combined with a strong liquidity profile, positions us to manage through the global COVID-19 pandemic-related hold on show activity and provides the flexibility to scale up quickly when shows restart.

Based on these actions and assumptions regarding the impact of the global COVID-19 pandemic, we believe that we will remain in compliance with our debt covenants throughout 2021 and be able to generate sufficient liquidity to satisfy our obligations for the next twelve months, prior to giving effect to any additional financings that may occur. Our forecasted expense management and liquidity measures may be modified as we get more clarity on the timing of events. We cannot assure you that our assumptions used to estimate our liquidity requirements will be correct because we have never previously experienced a complete cessation of our live events and the magnitude, duration and speed of the global pandemic is unknown, and as a consequence, our ability to be predictive is uncertain.

Health and Safety and Planning for a Return to Business

We are currently planning for the health and safety of our employees as they return to work in our offices in the future, and for our artists and fans as they return to live events. We will return to work in local markets only after there is clear guidance that the time is right to do so, and then in appropriate numbers with expanded cleaning and any social distancing or other regulations. Similarly, we are planning for the resumption of concerts when the time is right. We will let the facts and science tell us when we should start putting on concerts again. We recognize the experience at our venues will change when concerts start back up, and are working with medical experts and public health officials to implement safety precautions and protocols necessary for fans to return to enjoy our shows. Recent fan surveys indicate that the demand will be there when the shows return, with 95% of fans expecting to attend concerts again once the pandemic is over. We expect the re-opening of concerts will happen on a market by market basis, and given we operate in 46 countries globally, the timelines will vary from now to not for several months or beyond. The length and severity of the impact to live events and our related sponsorship and ticketing businesses is still uncertain. We currently do not anticipate a significant change in activity levels until early in the second half of 2021. We expect that most global tours will resume and larger venues will reopen in the second half of 2021 and that the underlying business will begin generating operating income once again.

While this disruption has had a material impact on our business, as the leading global live event and ticketing company we believe that we are well-positioned to provide the best service to artists, teams, fans and venues once business resumes. Twenty years of global growth demonstrates the resilience of fan demand for the live entertainment experience. We are actively taking steps to ensure that when the time is right for us to do so, we will be ready to ramp back up quickly and once again connect audiences to artists at the concerts they are looking forward to.

Because of the impact that the pandemic has had on our business in 2020, we are using operational metrics below based on 2019 results as they are more representative of the size of our business.

Our Company

We believe that we are the largest live entertainment company in the world, connecting over 580 million fans across all of our concerts and ticketing platforms in 46 countries.

We believe we are the largest producer of live music concerts in the world, based on total fans that attend Live Nation events as compared to events of other promoters, connecting nearly 98 million fans to more than 40,000 events for over 5,000 artists in 2019. Live Nation owns, operates, has exclusive booking rights for or has an equity interest in 289 venues, including *House of Blues*[®] music venues and prestigious locations such as *The Fillmore*[®] in San Francisco, *Brooklyn Bowl*[®], the Hollywood Palladium, the Ziggo Dome in Amsterdam, 3Arena in Ireland, Royal Arena in Copenhagen and Spark Arena in New Zealand. We believe we are one of the world's leading artist management companies based on the number of artists represented. Our artist management companies manage music artists and acts across all music genres. As of December 31, 2019, we had nearly 110 managers providing services to more than 500 artists.

We believe we are the world's leading live entertainment ticketing sales and marketing company, based on the number of tickets we sell. Ticketmaster provides ticket sales, ticket resale services and marketing and distribution globally through www.ticketmaster.com and www.livenation.com and our other websites, mobile apps, numerous retail outlets and call centers, selling over 485 million tickets through our systems in 2019. Ticketmaster serves nearly 11,500 clients worldwide across multiple event categories, providing ticketing services for leading arenas, stadiums, festival and concert promoters, professional sports franchises and leagues, college sports teams, performing arts venues, museums and theaters.

We believe our global footprint is the world's largest music advertising network for corporate brands and includes one of the world's leading ecommerce websites, based on a comparison of gross sales of top internet retailers.

Our principal executive offices are located at 9348 Civic Center Drive, Beverly Hills, California 90210 (telephone: 310-867-7000). Our principal website is www.livenationentertainment.com. Live Nation is listed on the New York Stock Exchange, trading under the symbol "LYV."

Our Strategy

Our strategy is to grow our leadership position in live entertainment, promote more shows, sell more tickets and partner with more sponsors, thereby increasing our revenue, earnings and cash flow. We serve artists, venues and teams to secure content and tickets; we invest in technology to build innovative products which advance our ticketing, advertising and mobile platforms; and we are paid by advertisers that want to connect their brands with our passionate fan base.

Our core businesses surrounding the promotion of live events include ticketing, and sponsorship and advertising. We believe our focus on growing these businesses will increase shareholder value as we continue to enhance our revenue streams and achieve economies of scale with our global platforms. We also continue to strengthen our core operations, further expanding into global markets and optimizing our cost structure. Our strategy is to grow and innovate through the initiatives listed below.

- *Expand our Concert Platform.* We will deliver more shows, grow our fan base and increase our ticket sales by continuing to build our portfolio of concerts globally, expanding our business into additional top global music markets, and further building our presence in existing markets. Through our strong partnership with artists, agents and managers, we believe we can continue to expand our concert base by delivering strong and consistent services.
- *Grow our Revenue per Show.* We will grow our revenue per show across our venues through more effective ticket pricing, broader ticketing distribution and more targeted promotional marketing. We will also grow our onsite fan monetization through improved onsite products, merchandising, and enhanced experiences for our fans.
- *Sell More Tickets and Invest in Product Improvements.* We are focused on selling tickets through a wide set of sales channels, including mobile and online, and leveraging our fan database. We will continue to enhance our API features to reach a broader audience and expand our digital ticketing rollout, strengthening control over distribution for all parties and creating new and unique marketing opportunities. We will grow the volume of secondary tickets sold through a trusted environment for fan ticket exchanges, allowing our fans to have a dependable, secure destination for secondary ticket acquisition for all events. We will continue to invest in our ticketing platforms and develop innovative products to build fan traffic to our sales channels, drive increased ticket sales, and continue to build our client base.

- *Grow Sponsorship and Advertising Partnerships.* We will continue to drive growth in our sponsorship relationships and capture a larger share of the global music sponsorship market. We will focus on expanding existing partnerships and developing new corporate sponsor partners to provide them with targeted strategic programs, accessing the fans attending our shows each year. We will continue to develop and to scale new products in order to drive onsite revenue.

Our Strengths

We believe we have unique resources that are unmatched in the live entertainment industry.

- *Fans.* We connected over 580 million fans to their favorite live event in 2019. Our database of fans and their interests provides us with the means to efficiently market our shows to them.
- *Artists.* We have extensive relationships with artists ranging from those just beginning their careers to established superstars. We promoted shows or tours for over 5,000 artists globally in 2019. In addition, through our artist management companies, we manage more than 500 artists.
- *Online Services and Ticketing.* We own and operate various branded websites, both in the United States and abroad, which are customized to reflect services offered in each jurisdiction. Our primary websites, www.livenation.com and www.ticketmaster.com, together with our other branded ticketing websites, are designed to promote ticket sales for live events. We also have both Live Nation and Ticketmaster mobile apps that our fans can use to access event information and buy tickets.
- *Distribution Network.* We believe that our global distribution network of promoters, venues and festivals provides us with a strong position in the live concert industry. We believe we have one of the largest global networks of live entertainment businesses in the world, with offices in 41 countries worldwide. In addition, we own, operate, have exclusive booking rights for, or have an equity interest in, 289 venues located across 46 countries as of the end of 2020, making us, we believe, the second largest operator of music venues in the world. We also believe that we are one of the largest music festival producers in the world with 111 festivals globally in 2019. In addition, we believe that our global ticketing distribution network—which includes one of the largest ecommerce sites and related apps along with nearly 11,500 clients worldwide in 2019—makes us the largest ticketing network in the world.
- *Sponsors.* We employ a sales force of over 500 people that works with nearly 1,200 sponsors, through a combination of strategic partnerships, local venue-related deals, national agreements and digital campaigns, both in North America and internationally. Our sponsors include some of the most well-recognized national and global brands including Citibank, O., American Express, Cisco, Hilton, Red Bull and Anheuser Busch (each of these brands is a registered trademark of the sponsor).

Our Industry

We operate in the following main industries within the live entertainment business: live music events, music venue operations, the provision of management and other services to artists and athletes, ticketing services and sponsorship and advertising sales.

The live music industry includes concert promotion and/or production of music events or tours. Typically, to initiate live music events or tours, booking agents contract with artists to represent them for defined periods. Booking agents then work with promoters, who will contract with them or with artists directly, to arrange events. Promoters earn revenue primarily from the sale of tickets. Artists are paid by the promoter under one of several different formulas, which may include fixed guarantees and/or a percentage of ticket sales or event profits. In addition, promoters may also reimburse artists for certain costs of production, such as sound and lights. Under guaranteed payment formulas, promoters assume the risks of unprofitable events. Promoters may renegotiate lower guarantees or cancel events because of insufficient ticket sales in order to reduce their losses. Promoters can also reduce the risk of losses by entering into global or national touring agreements with artists and including the right to offset lower performing shows against higher performing shows on the tour in the determination of overall artist fees. Artist managers primarily provide services to music artists to manage their careers. The artist manager negotiates on behalf of the artist and is paid a fee, generally as a percentage of the artist's earnings.

For music tours, two to nine months typically elapse between initially booking artists and the first performances. Promoters, in conjunction with artists, managers and booking agents, set ticket prices and advertise events. Promoters market events, sell tickets, rent or otherwise provide venues and arrange for local production services, such as stages and equipment.

Venue operators typically contract with promoters to have their venues rented for specific events on specific dates and receive fixed fees or percentages of ticket sales as rental income. In addition, venue operators provide services such as concessions, parking, security, ushering and ticket-taking, and receive some or all of the revenue from concessions, merchandise, parking and premium seating.

Ticketing services include the sale of tickets primarily through online and mobile channels but also through phone, outlet and box office channels. Ticketing companies will contract with venues and/or promoters to sell tickets to events over a period of time, generally three to five years. The ticketing company generally gets paid a fixed fee per ticket sold or a percentage of the total ticket service charges. The ticketing company receives the cash for the ticket sales and related service charges at the time the ticket is sold and periodically remits these receipts to the venue and/or promoter after deducting its fee. Venues will often also sell tickets through a local box office at the venue using the ticketing company's technology. The ticketing company will generally not earn a fee on these box office tickets.

Ticketing resale services generally refers to the sale of tickets by a holder who originally obtained the tickets from a venue or other entity, or a ticketing services provider selling on behalf of a venue or other entity. Resale tickets are also referred to as secondary tickets. Generally, the ticket resale company is paid a service charge when the ticket is resold and the negotiated ticket value is paid to the holder.

The sponsorship and advertising industry within the live entertainment business involves the sale of international, national, regional and local advertising and promotional programs to a variety of companies to advertise or promote their brand, product or service. These sponsorships typically include venue naming rights, onsite venue signage, online advertisements and exclusive partner rights in various categories such as credit card, beverage, travel and telecommunications, and may include event pre-sales and onsite product activation.

Our Business

Our reportable segments are Concerts, Ticketing and Sponsorship & Advertising.

Concerts. Our Concerts segment principally involves the global promotion of live music events in our owned or operated venues and in rented third-party venues, the operation and management of music venues, the production of music festivals across the world, the creation of associated content and the provision of management and other services to artists. Including intersegment revenue, our Concerts business generated \$1.5 billion, or 78.9%, of our total revenue during 2020. We promoted more than 8,000 live music and other events in 2020. While our Concerts segment operates year-round traditionally, we experience higher revenue during the second and third quarters due to the seasonal nature of shows at our outdoor amphitheaters and festivals, which primarily occur from May through October. Due to the unprecedented stoppage of our concert events globally in mid-March due to the worldwide COVID-19 pandemic, we did not promote our usual number of shows or experience our typical seasonality trends in 2020.

As a promoter, we earn revenue primarily from the sale of tickets and pay artists under one of several formulas, including a fixed guaranteed amount and/or a percentage of ticket sales or event profits. For each event we promote, we either use a venue we own or operate, or rent a third-party venue. Revenue is generally impacted by the number of events, volume of ticket sales and ticket prices. Event costs such as artist fees and production expenses are included in direct operating expenses and are typically substantial in relation to the revenue. As a result, significant increases or decreases in promotion revenue do not typically result in comparable changes to operating income.

As a venue operator, we generate revenue primarily from the sale of concessions, parking, premium seating, rental income and ticket rebates or service charges earned on tickets sold through our internal ticketing operations or by third parties under ticketing agreements. In our amphitheaters, the sale of concessions is outsourced and we receive a share of the net revenue from the concessionaire, which is recorded in revenue with limited associated direct operating expenses. Revenue generated from venue operations typically has a higher margin than promotion revenue and therefore typically has a more direct relationship to changes in operating income.

As a festival promoter, we typically book artists, secure festival sites, provide for third-party production services, sell tickets and advertise events to attract fans. We also provide or arrange for third parties to provide operational services as needed such as concessions, merchandising and security. We earn revenue from the sale of tickets and typically pay artists a fixed guaranteed amount. We also earn revenue from the sale of concessions, camping fees and service charges earned on tickets sold. For each event, we either use a festival site we own or rent a third-party festival site. Revenue is generally impacted by the number of events, volume of ticket sales and ticket prices. Event costs such as artist fees and production expenses are included in direct operating expenses and are typically substantial in relation to the revenue. Since the artist fees are typically fixed guarantees for these events, significant increases or decreases in festival promotion revenue will generally result in comparable changes to operating income.

Ticketing. Our Ticketing segment is primarily an agency business that sells tickets for events on behalf of its clients and retains a portion of the service charge as its fee. We sell tickets for our events and also for third-party clients across multiple live event categories, providing ticketing services for leading arenas, stadiums, amphitheaters, music clubs, concert promoters, professional sports franchises and leagues, college sports teams, performing arts venues, museums and theaters. We sell tickets through websites, mobile apps, ticket outlets and telephone call centers. During 2020, we sold 41%, 54%, 4% and 1% of primary tickets through these channels, respectively. Our Ticketing segment also manages our online activities including enhancements to our websites and product offerings. Including intersegment revenue, our Ticketing business generated \$188.4 million, or 10.1%, of our total revenue during 2020, which excludes the face value of tickets sold and is net of the fees paid to our ticketing clients. Through all of our ticketing services, we sold 31 million tickets in 2020 on which we were paid fees for our services. In addition, approximately 89 million tickets were sold using our Ticketmaster systems, including through season seat packages, our venue clients' box offices, and other channels through which we did not receive a fee. Our ticketing sales are impacted by fluctuations in the availability of events for sale to the public, which may vary depending upon event scheduling by our clients. As ticket sales increase, related ticketing operating income generally increases as well. Due to the unprecedented stoppage of live events globally in mid-March or reduction in the number of fans in attendance due to the worldwide COVID-19 pandemic, we did not sell our usual number of tickets in 2020.

We sell tickets on behalf of our clients through our ticketing platforms across the world. We generally enter into written agreements with individual clients to provide primary ticketing services for specified multi-year periods, typically ranging from three to five years. Pursuant to these agreements, clients generally determine and then tell us what tickets will be available for sale, when such tickets will go on sale to the public and what the ticket price will be, sometimes with our guidance and recommendations. Agreements with venue clients in North America and Australia generally grant us exclusive rights to sell tickets for all events presented at the relevant venue for which tickets are made available to the general public. Agreements with promoter clients in other international markets generally grant us the right to an allocation of tickets for events presented by a given promoter at any venue, unless that venue is already covered by an existing exclusive agreement with our ticketing business or another ticketing service provider. Similarly, in such international markets we have venue agreements which provide Ticketmaster an allocation of tickets for all events at those venues. While we generally have the right to sell a substantial portion of our clients' tickets, venue and promoter clients often sell and distribute a portion of their tickets in-house through their box office and season ticket programs. In addition, under many written agreements between promoters and our clients, and generally subject to Ticketmaster approval, the client may allocate certain tickets for artist, promoter, agent and venue use and not make those tickets available for sale by us. Due to these and other permitted third-party ticket distribution channels, we do not always sell all of our clients' tickets, even at venues where we are the exclusive primary ticketing service provider, and the amount of tickets that we sell varies from client to client and from event to event, and also varies as to any given client from year to year.

We currently offer ticket resale services, sometimes referred to as secondary ticketing, principally through our integrated inventory platform, league/team platforms and other platforms internationally. We enter into arrangements with the holders of tickets previously distributed by a venue or other source to post those tickets for sale at a purchase price equal to a new sales price, determined by the ticket holder, plus a service fee to the buyer. The seller in this circumstance receives the new sales price less a seller service fee.

Sponsorship & Advertising. Our Sponsorship & Advertising segment employs a sales force that creates and maintains relationships with sponsors through a combination of strategic, international, national and local opportunities that allow businesses to reach customers through our concert, festival, venue and ticketing assets, including advertising on our websites. We work with our corporate clients to help create marketing programs that support their business goals and connect their brands directly with fans and artists. We also develop, book and produce custom events or programs for our clients' specific brands, which are typically presented exclusively to the clients' consumers. These custom events can involve live music events with talent and media, using both online and traditional outlets. Including intersegment revenue, our Sponsorship & Advertising business generated \$203.7 million, or 10.9%, of our total revenue during 2020. We typically experience higher revenue in the second and third quarters as a large portion of sponsorships are typically associated with our outdoor venues and festivals, which are primarily used in or occur from May through October. Due to the unprecedented stoppage of our concert events globally in mid-March due to the global COVID-19 pandemic, we did not recognize our normal amount of sponsorship revenue or experience our typical seasonality trends in 2020.

We believe that we have a unique opportunity to connect the music fan to corporate sponsors and therefore seek to optimize this relationship through strategic sponsorship programs. We continue to also pursue the sale of national and local sponsorships, both domestically and internationally, and placement of advertising, including signage, online advertising and promotional programs. Many of our venues have naming rights sponsorship programs. We believe national and international sponsorships allow us to maximize our network of venues and festivals and to arrange multi-venue or multi-festival branding opportunities for advertisers. Our local and venue-focused sponsorships include venue signage, promotional programs, onsite activation, hospitality and tickets, and are derived from a variety of client companies across various industry categories.

Live Nation Venue Details

In the live entertainment industry, venue types generally consist of:

- *Stadiums*—Stadiums are multi-purpose facilities, often housing local sports teams. Stadiums typically have 30,000 or more seats. Although they are the largest venues available for live music, they are not specifically designed for live music.
- *Amphitheaters*—Amphitheaters are generally outdoor venues with between 5,000 and 30,000 seats that are used primarily in the summer season. We believe they are popular because they are designed specifically for concert events, with premium seat packages and better lines of sight and acoustics.
- *Arenas*—Arenas are indoor venues that are used as multi-purpose facilities, often housing local sports teams. Arenas typically have between 5,000 and 20,000 seats. Because they are indoors, they are able to offer amenities that other similar-sized outdoor venues cannot, such as luxury suites and premium club memberships. As a result, we believe they are popular for higher-priced concerts aimed at audiences willing to pay for these amenities.
- *Theaters*—Theaters are indoor venues that are built primarily for music events, but may include theatrical performances. These venues typically have a capacity of between 1,000 and 6,500. Theaters represent less risk to concert promoters because they have lower fixed costs associated with hosting a concert and may provide a more appropriately-sized venue for developing artists and more artists in general. Because these venues have a smaller capacity than an amphitheater or arena, they do not offer as much economic upside on a per show basis. Theaters can also be used year-round.
- *Clubs*—Clubs are indoor venues that are built primarily for music events, but may also include comedy clubs. These venues typically have a capacity of less than 1,000 and often without full fixed seating. Because of their small size, they do not offer as much economic upside, but they also represent less risk to a concert promoter because they have lower fixed costs associated with hosting a concert and also may provide a more appropriately-sized venue for developing artists. Clubs can also be used year-round.
- *Restaurants & Music Halls*—Restaurants & Music Halls are indoor venues that offer customers an integrated live music, entertainment and dining experience. This category includes our *House of Blues*[®] and *Brooklyn Bowl*[®] venues whose live music halls are specially designed to provide optimum acoustics and typically can accommodate between 1,000 to 2,000 guests. A full-service restaurant and bar is located adjacent to the live music hall. We believe that the strength of the brand and the quality of the food, service and unique atmosphere in our restaurants attract customers to these venues independently from a live music event and generate a significant amount of repeat business from local customers.
- *Festival Sites*—Festival sites are outdoor locations used primarily in the summer season to stage large single-day or multi-day concert events featuring several artists on multiple stages. Depending on the location, festival site capacities can range from 10,000 to over 100,000 fans per day. We believe they are popular because of the value provided to the fan by packaging several artists together for an event. While festival sites only host a few events each year, they can provide higher operating income because we are able to generate income from many different services provided at the event.
- *Other Venues*—Other venues includes restaurants and exhibition halls that typically are not used for live music events.

The following table summarizes the number of venues by type that we owned, leased, operated, had exclusive booking rights for or had an equity interest in as of December 31, 2020:

Venue Type	Capacity	Owned	Leased	Operated	Exclusive Booking Rights	Equity Interest	Total
Stadium	More than 30,000	—	1	1	1	—	3
Amphitheater	5,000 - 30,000	10	33	4	13	—	60
Arena	5,000 - 20,000	1	10	2	3	1	17
Theater	1,000 - 6,500	7	53	9	21	2	92
Club	Less than 1,000	3	33	1	14	—	51
Restaurants & Music Halls	1,000 - 2,000	2	12	—	—	—	14
Festival Sites ⁽¹⁾	Varies	5	—	37	—	—	42
Other Venues	Varies	—	7	—	—	3	10
Total venues in operation ⁽²⁾		28	149	54	52	6	289
Venues currently under construction		—	8	1	—	3	12
Venues not currently in operation		—	1	—	—	—	1
Total venues in operation by location:							
North America		19	116	20	52	5	212
International		9	33	34	—	1	77

⁽¹⁾ Operated festival sites includes multi-year agreements providing us the right to use public or private land for a defined period of time leading up to and continuing after the festival. We may enter into multiple agreements for a single festival site or use the same site for multiple festivals. We have aggregated the agreements for each festival site and reported them as one festival site.

⁽²⁾ Venues in operation includes our venues that were closed temporarily beginning in mid-March 2020 due to the global COVID-19 pandemic.

Competition

Competition in the live entertainment industry is intense. We believe that we compete primarily on the basis of our ability to deliver quality music events, sell tickets and provide enhanced fan and artist experiences. We believe that our primary strengths include:

- the quality of service delivered to our artists, fans, ticketing clients and corporate sponsors;
- our track record and reputation in promoting and producing live music events and tours both domestically and internationally;
- our artist relationships;
- our global footprint;
- the quality of our ticketing software and services;
- our ecommerce site and its extensive database;
- our diverse distribution platform of venues;
- the scope, effectiveness and expertise of our advertising and sponsorship programs; and
- our financial stability.

Although we believe that our products and services currently compete favorably with respect to such factors, we cannot provide any assurance that we can maintain our competitive position against current and potential competitors, especially those with significantly greater brand recognition, or greater financial, marketing, technical and other resources.

In the markets in which we promote music concerts, we face competition from other promoters and venue operators. We believe that barriers to entry into the promotion services business are low and that certain local promoters are increasingly expanding the geographic scope of their operations.

Some of our competitors in the live music promotion industry are Anschutz Entertainment Group, or AEG, Another Planet Entertainment, Jam Productions, Ltd. and I.M.P in addition to numerous smaller regional companies and various casinos and venues in North America, Europe, Asia and Australia. AEG operates under a number of different names including AEG Presents, Concerts West, Frontier Touring, Goldenvoice and Messina Touring Group. Some of our competitors in the live music industry have a stronger presence in certain markets, have access to other sports and entertainment venues and may have greater financial resources in those markets, which may enable them to gain a greater competitive advantage in relation to us.

In markets where we own or operate a venue, we compete with other venues to serve artists likely to perform in that general region. Consequently, touring artists have various alternatives to our venues when scheduling tours. Our main competitors in venue management include ASM Global, Madison Square Garden Entertainment Corp., The Nederlander Organization and Bowery Presents, in addition to numerous smaller regional companies in North America, Europe, Australia and New Zealand. Some of our competitors in venue management may have more attractive or a greater number of venues in certain markets, and may have greater financial resources in those markets.

The ticketing services industry includes the sale of tickets primarily through online and mobile channels, but also through telephone and ticket outlets. As online and mobile ticket purchases increase, it has made it easier for technology-based companies to offer primary ticketing services and standalone, automated ticketing systems that enable venues to perform their own ticketing services or utilize self-ticketing systems. In the online environment, we compete with other websites, online event sites and ticketing companies to provide event information, sell tickets and provide other online services such as fan clubs and artist websites.

We experience competition from other national, regional and local primary ticketing service providers to secure new venues and to reach fans for events. Resale, or secondary, ticketing services have created more aggressive buying of primary tickets whereby certain brokers are using automated internet “bot” technology to attempt to buy the best tickets when they go on sale, notwithstanding federal and state prohibitions. The internet allows fans and other ticket resellers to reach a vastly larger audience through the aggregation of inventory on resale websites and marketplaces, and provides consumers with more convenient access to tickets for a larger number and greater variety of events.

We also face significant and increasing competition from companies that sell self-ticketing systems, as well as from venues that choose to integrate self-ticketing systems into their existing operations or acquire primary ticketing service providers. Our competitors include primary ticketing companies such as Tickets.com, AXS, Paciolan, Inc., CTS Eventim AG, Eventbrite, eTix, Ticketfly and SeatGeek; secondary ticketing companies such as StubHub, Vivid Seats, TicketNetwork, Viagogo and SeatGeek; and many others, including large technology and ecommerce companies that we understand have recently entered or could enter these markets.

Our main competitors at the local market level for sponsorships and advertising dollars include local sports teams, which often offer state-of-the-art venues, strong brand association and attractive local media packages, as well as festivals, theme parks and other local events. On the national level, our competitors include the major sports leagues that sell sponsorships combined with significant national media packages.

Government Regulations

We are subject to federal, state and local laws, both domestically and internationally, governing matters such as:

- privacy and the protection of personal or sensitive information;
- compliance with the United States Foreign Corrupt Practices Act, the United Kingdom Bribery Act 2010 and similar regulations in other countries;
- primary ticketing and ticket resale services;
- construction, renovation and operation of our venues;
- licensing, permitting and zoning, including noise ordinances;
- human health, safety and sanitation requirements;
- the service of food and alcoholic beverages;
- working conditions, labor, minimum wage and hour, citizenship and employment laws;
- compliance with the Americans with Disabilities Act of 1990 (“ADA”), the United Kingdom’s Disability Discrimination Act of 1995 (“DDA”) and similar regulations in other countries;

- hazardous and non-hazardous waste and other environmental protection laws;
- sales and other taxes and withholding of taxes;
- marketing activities via the telephone and online; and
- historic landmark rules.

We believe that we are materially in compliance with these laws.

We are required to comply with federal, state and international laws regarding privacy and the storing, sharing, use, disclosure and protection of personally identifiable information and user data, an area that is increasingly subject to legislation and regulations in numerous jurisdictions around the world, including the European Union's GDPR (as defined and discussed below in Item 1A.—Risk Factors) and the recently-enacted California Consumer Protection Act.

We are required to comply with the laws of the countries in which we operate and also the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act 2010 regarding anti-bribery regulations. These regulations make it illegal for us to pay, promise to pay or receive money or anything of value to, or from, any government or foreign public official for the purpose of directly or indirectly obtaining or retaining business. This ban on illegal payments and bribes also applies to agents or intermediaries who use funds for purposes prohibited by the statute.

From time to time, federal, state, local and international authorities and/or consumers commence investigations, inquiries or litigation with respect to our compliance with applicable consumer protection, advertising, unfair business practice, antitrust (and similar or related laws) and other laws, particularly as related to primary ticketing and ticket resale services.

The regulations relating to our food service operations in our venues are many and complex. A variety of regulations at various governmental levels relating to the handling, preparation and serving of food, the cleanliness of food production facilities and the hygiene of food-handling personnel are enforced primarily at the local public health department level.

We also must comply with applicable licensing laws, as well as state and local service laws, commonly called dram shop statutes. Dram shop statutes generally prohibit serving alcoholic beverages to certain persons such as an individual who is intoxicated or a minor. If we violate dram shop laws, we may be liable to third parties for the acts of the customer. Although we generally hire outside vendors to provide these services at our larger operated venues and regularly sponsor training programs designed to minimize the likelihood of such a situation, we cannot guarantee that intoxicated or minor customers will not be served or that liability for their acts will not be imposed on us.

We are also required to comply with the ADA, the DDA and certain state statutes and local ordinances that, among other things, require that places of public accommodation, including both existing and newly-constructed venues, be accessible to customers with disabilities. The ADA and the DDA require that venues be constructed to permit persons with disabilities full use of a live entertainment venue. The ADA and the DDA may also require that certain modifications be made to existing venues to make them accessible to customers and employees who are disabled. In order to comply with the ADA, the DDA and other similar ordinances, we may face substantial capital expenditures in the future.

From time to time, governmental bodies have proposed legislation that could have an effect on our business. For example, some legislatures have proposed laws in the past that would impose potential liability on us and other promoters and producers of live music events for entertainment taxes and for incidents that occur at our events, particularly relating to drugs and alcohol. Some jurisdictions have also proposed legislation that would restrict ticketing methods or mandate ticket inventory disclosure.

In addition, we and our venues are subject to extensive environmental laws and regulations relating to the use, storage, disposal, emission and release of hazardous and non-hazardous substances, as well as zoning and noise level restrictions which may affect, among other things, the hours of operations of and the type of events we can produce at our venues.

Our People and Culture

Bringing more than 40,000 events to life and connecting over 580 million fans across all of our concerts and ticketing platforms, as we did in 2019 prior to the global Covid-19 pandemic, is a massive undertaking, made possible by our thousands of employees spread across 46 countries. Our teams come together every day to grow our business, and we recognize our people are the key to our success—whether they're putting on a show at one of our venues, selling tickets, working with our brand partners or supporting our businesses in a myriad of other ways.

Taking Care of Our Own

Our core value with our employees is “taking care of our own,” which means our top priority is making sure that every employee can rely on the company to go above just providing standard compensation and benefits by offering assistance for a range of planned and unplanned situations. We also ensure that our employees have direct access to senior executives to raise concerns and share ideas. Our programs are structured under seven core pillars, designed to support key life moments:

- **Taking Care of Yourself:** To enhance overall happiness and wellness, we offer flexible vacation time, free ticket perks and in-house meditation sessions, crisis support and crowdfunding networks, and more.
- **Taking Care of Your Health:** Beyond a full suite of medical, dental and vision benefits, we provide access to virtual doctor’s appointments and mental health services.
- **Taking Care of Your Family:** We provide assistance with fertility needs such as egg-freezing, egg-donation and IVF, as well as adoption or surrogacy, primary caregiver leave for new parents, sick leave to care for loved ones, and leave for bereavement or end-of-life care.
- **Taking Care of Your Career:** We offer many different career advancement opportunities including leadership workshops for mid-career employees, recognition for successful patent applications, live and on-demand training and tuition reimbursement to further an ongoing education.
- **Taking Care of Your Wealth:** To support long-term financial goals, we have traditionally provided 401(k) or pension matching, a stock reimbursement program, and student loan repayment assistance.
- **Taking Care of Our Own:** During life’s most difficult moments, we offer employees financial support to help them through a variety of crises, including unexpected deaths, natural disasters, and escaping domestic violence. To this end, in March 2020, in partnership with House of Blues Music Forward Foundation, we announced Crew Nation, a global relief fund offering financial support to live music crews while concerts are on pause due to the pandemic to which we have donated over \$10 million.
- **Taking Care of Others:** In order to empower our employees to get involved in causes that are meaningful to them, we provide paid time off for them to volunteer in their local communities.

While some of these programs have temporarily been impacted by the pandemic, our strong commitment of taking care of every employee makes Live Nation a better place, which in turn helps drive our operating successes.

Diversity, Inclusion and Belonging

We are continually striving towards our goal of being as diverse as the fans and artists that we serve, with an aim to uplift people across race, ethnicity, gender, sexual orientation, disability, and other underrepresented groups. Programs key to this mission include:

- **Live Nation Women Fund:** An early-stage investment fund we have created focused on female-led live music businesses.
- **Promotion and pay:** Ongoing reviews of positions and compensation with the goal of ensuring that all employees across Live Nation are paid appropriately and provided with promotion opportunities, regardless of individual demographics.
- **Employee Resource Groups:** Programs that focus on empowering underrepresented groups within our employee base through career development, networking, talent development, advocacy, non-profit support and community outreach. Our employees have created a network of over 40 local chapters across seven groups, with over 8,000 employees attending the over 140 events held across the world in 2019.
- **2025 Diversity Goals:** In July 2020, in response to events in the U.S. and around the world that sparked overdue reflection on racism and discrimination in our societies, we announced ambitious goals to strengthen the company’s diversity from the top down that we will strive to obtain by the end of 2025.

Human Capital

Our compensation philosophy is focused on attracting and retaining talented individuals who contribute to our values and help lead our dynamic and innovative environment. To determine market-competitive pay for our employees, we use a combination of entertainment and technology industry benchmarks.

We are committed to encouraging and rewarding pay-for-performance that is aligned with business objectives in the best interest of our shareholders for long-term growth and profitability. We further strive to reward individual achievements and contributions that are both aligned with and supportive of our short- and long-term goals and core business values. We believe that our efforts in these areas are working and contributing to the overall success of the company, as evidenced by accolades such as obtaining a Great Place to Work® certification (2017-19), placing fourth on Indeed's list of the World's 50 Best Workplaces (2019), placing third on Fast Company's Most Innovative Companies list for the music sector (2019), and our inclusion on Forbes' Best Employers For Diversity list (2019).

As of December 31, 2020, we had approximately 8,200 full-time employees, including those on furlough due to the interruption in our business from the pandemic. During regular operational times, our staffing needs vary significantly throughout the year. Therefore, we also employ seasonal and part-time employees, primarily for our live music venues and festivals. At the end of 2019, prior to the pandemic, we employed approximately 15,400 seasonal and part-time employees and during peak seasonal periods, particularly in the summer months, we employed as many as 28,000 seasonal and part-time employees in 2019.

Labor Relations

The stagehands at some of our venues and other employees are subject to collective bargaining agreements. Our union agreements typically have a term of three years and thus regularly expire and require negotiation in the course of our business. We believe that we have good relationships with our employees and other unionized labor involved in our events, and there have been no significant work stoppages in the past three years. Upon the expiration of any of our collective bargaining agreements, however, we may be unable to renegotiate on terms favorable to us, and our business operations at one or more of our facilities may be interrupted as a result of labor disputes or difficulties and delays in the process of renegotiating our collective bargaining agreements. In addition, our business operations at one or more of our facilities may also be interrupted as a result of labor disputes by outside unions attempting to unionize a venue even though we do not have unionized labor at that venue currently. A work stoppage at one or more of our owned or operated venues or at our promoted events could have a material adverse effect on our business, results of operations and financial condition. We cannot predict the effect that a potential work stoppage will have on our results of operations.

Information About Our Executive Officers

Set forth below are the names, ages and current positions of our executive officers and other significant employees as of February 22, 2021.

Name	Age	Position
Michael Rapino	55	President, Chief Executive Officer and Director
Joe Berchtold	56	President
Brian Capo	54	Chief Accounting Officer
Arthur Fogel	67	Chairman—Global Music and President—Global Touring
John Hopmans	62	Executive Vice President—Mergers and Acquisitions and Strategic Finance
John Reid	59	President—Europe Concerts
Alan Ridgeway	54	Chairman—Asia Pacific
Bob Roux	63	President—US Concerts
Michael Rowles	55	General Counsel and Secretary
Russell Wallach	55	President—Sponsorship and Advertising
Kathy Willard	54	Chief Financial Officer
Mark Yovich	46	President—Ticketmaster

Michael Rapino is our President and Chief Executive Officer and has served in this capacity since August 2005. He has also served on our board of directors since December 2005. Mr. Rapino has worked for us or our predecessors since 1999.

Joe Berchtold is our President and has served in this capacity since December 2017. Prior to that, Mr. Berchtold served as our Chief Operating Officer since joining us in April 2011.

Brian Capo is our Chief Accounting Officer and has served in this capacity since joining us in December 2007.

Arthur Fogel is the Chairman of our Global Music group and President of our Global Touring division and has served in these capacities since 2005. Mr. Fogel has worked for us or our predecessors since 1999.

John Hopmans is our Executive Vice President of Mergers and Acquisitions and Strategic Finance and has served in this capacity since joining us in April 2008.

John Reid is President of our Europe Concerts division and has served in this capacity since joining us in January 2012.

Alan Ridgeway is Chairman of our Asia Pacific region and has served in this capacity since January 2019. Prior to that, Mr. Ridgeway served as President of our International and Emerging Markets division since November 2011. Mr. Ridgeway has worked for us or our predecessors since 2002.

Bob Roux is President of our US Concerts division and has served in this capacity since October 2010. Mr. Roux has worked for us or our predecessors since 1990.

Michael Rowles is our General Counsel and has served in this capacity since joining us in March 2006 and as our Secretary since May 2007.

Russell Wallach is President of our Sponsorship and Advertising division and has served in this capacity since July 2006. Mr. Wallach has worked for us or our predecessors since 1996.

Kathy Willard is our Chief Financial Officer and has served in this capacity since September 2007. Ms. Willard has worked for us or our predecessors since 1998.

Mark Yovich is President of Ticketmaster and has served in this capacity since December 2020. Prior to that, Mr. Yovich served as President of Ticketmaster's International division since November 2011. Mr. Yovich has worked for us or our predecessors since 2000.

Available Information

We are required to file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any materials we have filed with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our filings with the SEC are also available to the public through the SEC's website at www.sec.gov.

You can find more information about us online at our investor relations website located at www.investors.livenationentertainment.com. Our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and any amendments to those reports are available free of charge on our website as soon as reasonably practicable after we electronically file such material with the SEC. The information posted on or accessible through our website is not incorporated into this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

You should carefully consider each of the following risks and all of the other information set forth in this Annual Report. The following risks relate principally to our business and operations, our leverage and our common stock. If any of the risks and uncertainties develop into actual events, this could have a material adverse effect on our business, financial condition or results of operations. In that case, the trading price of our common stock could decline.

Risks Relating to the COVID-19 Pandemic

The global COVID-19 pandemic has had, and is likely to continue to have, a material negative impact on our business and operating results. The ultimate magnitude of this impact will depend on a variety of factors, including the duration of the pandemic, restrictions or new operational requirements in place or that result as our operations recommence on a jurisdiction by jurisdiction basis, the state of the global economy as a result of the pandemic, and the public's willingness to attend events with large numbers of people, all of which are unknowable at this time.

In mid-March 2020, as the unprecedented impact of the global COVID-19 pandemic became clearer, we ceased all Live Nation tours and closed our venues to support global efforts at social distancing and mitigating the spread of the virus, and to comply with restrictions put in place by various governmental entities. Other concert promoters, venue operators and sports leagues around the globe similarly shut down. Each of our segments—Concerts, Ticketing and Sponsorship & Advertising—depends on live music and sporting events in order to generate most of its revenue. As of the date of this report, certain sports leagues have recommenced, but they have largely done so without fans or at greatly reduced capacity, and thus without the typical need for ticketing. There has also been extremely limited concert activity, largely outside of the United States, at reduced capacity. Until such time as fans are allowed at sporting events at capacity and concerts recommence in a meaningful way, our revenue will be minimal; the possibility exists that these circumstances might continue for a longer period of time than current expectations.

We have never previously experienced a complete cessation of our live music operations, and as a result, our ability to gauge the impact of such a cessation on our company and its future prospects is uncertain. Due to the unprecedented nature of the global COVID-19 pandemic and its impacts on our business, our ability to forecast our cash inflows is hampered, and therefore our focus is on forecasting and managing operating costs and cash outflows against our overall liquidity position. At this time, it is impossible to know or predict when events will once again be held at a meaningful scope and scale, as at the outset of the pandemic national and local governments around the world placed various restrictions on gatherings of people and implemented social distancing requirements that prohibit the holding of these events, and have largely not relaxed these restrictions in a way that would again allow such events. In addition, it is currently unclear as to what restrictions will be placed on events once they recommence at various points in time in the 46 countries in which we operate.

The company faces ancillary risks and uncertainties arising from the global COVID-19 pandemic in addition to the current shutdown of its revenue-generating operations. Many of these risks and uncertainties are more fully described below in this Item 1A, whether or not such risk factors identify the global COVID-19 pandemic as the underlying cause, and many extend beyond the duration of the current shutdown due to the uncertainty as to how the live music and sporting industries, and the world in general, will change in the short and long term as a result of the pandemic. The risks and uncertainties described herein should be read in conjunction with those set forth below. Such additional or attendant risks and uncertainties include, among other things:

- the impact of any lingering economic downturn or recession resulting from the pandemic, including without limitation any reduction in discretionary spending or confidence for both consumers and sponsors/advertisers, such as a decline in ticket sales, attendance and revenue that the company has generally avoided in prior economic slowdowns but experienced during and after the global financial crisis in 2010;
- the increased risk of litigation in the current and future environment, such as pending lawsuits challenging aspects of the company's ticket refund policies and procedures;
- a reduction in the profitability of our operations when concerts resume, whether due to increased operating costs of complying with governmental restrictions or safety precautions and protocols voluntarily undertaken, such as the need to supply personal protective equipment or conduct health screenings at points of ingress, or due to a reduction in revenue arising from such precautions, such as the potential that venues may not be able to be filled to capacity due to spacing and social distancing limitations in place at such time;
- the impact on our workforce, including as a result of employee furloughs as part of our cost-savings initiatives, which may include loss of key personnel as furloughed employees find other employment or choose not to return to the company, lowered employee morale, inability to replace hourly/seasonal workforce, or loss of important subcontractors, all of which may negatively impact our ability to quickly capitalize on opportunities as pandemic restrictions are eased or to conduct our operations in the future;

- potential decreased willingness of artists to tour, or impracticability of touring due to varying restrictions from jurisdiction to jurisdiction, including the possibility that national or sub-national borders are closed to travel;
- potential changes to consumer preferences for consumption of live music or sporting events due to fears of, or restrictions on, large gatherings;
- some customers of our ticketing business may not receive refunds for ticket purchases if the venue/client hosting the impacted event is unable or unwilling to return the funds;
- loss of ticketing clients due to the economic impacts of the pandemic whereby they are no longer in operation, reducing the number of events to which our ticketing business can sell tickets;
- the inability to pursue expansion opportunities or acquisitions due to capital constraints;
- the future availability or increased cost of insurance coverage;
- a potential shift away from live events by sponsors and advertisers; and
- the incurrence of additional expenses related to compliance, precautions and management of our company during and after this period.

The likelihood of the realization or intensification of these risks and uncertainties and the ultimate magnitude of their impact on the company are not knowable or quantifiable at this time. The global COVID-19 pandemic and its impacts may continue to endure for an unknown period of time. In addition, as has already occurred in various locations, the potential exists for further waves of the pandemic after the current wave of infections subsides, which may lead to stronger restrictions being put into place for a greater duration of time. Different jurisdictions will lift social distancing guidelines and restrictions on gatherings of people at different times, and will have different rules in place thereafter. The longer the duration of the global COVID-19 pandemic, and the greater the ancillary and lingering effects, the greater the material negative impact on the company and its results of operations will be. While vaccination programs have begun around the world, we are still at the early stages and the ultimate impact of such programs on the pandemic and its duration, and thus on our business, are unknown.

In addition, due to the reduction in cash flows we have experienced and are likely to experience in the future from the global COVID-19 pandemic, we have proactively taken a number of steps to enhance our liquidity position, including our cost-savings and cash management programs described in Item 8.—Financial Statements—Note 2—Impact of the Global COVID-19 Pandemic, the additional debt issuances and the amendments we made to our senior secured credit facility described in Item 8.—Financial Statements—Note 5—Long-Term Debt.

Our decreased cash flows have heightened and intensified the risks described under the “Risks Relating to Our Leverage” section of the risk factors in this report. While amendments to our senior secured credit facility have relieved some of the pressure on the consolidated net leverage covenant therein, which requires us to maintain a ratio of consolidated total net debt to consolidated EBITDA (both as defined in the credit agreement), there can be no assurances that we will remain in compliance with this or other covenants in our debt and credit instruments, or that we would be able to obtain waivers or amendments in order to avoid default.

We will continue to evaluate and explore additional mechanisms to attempt to ensure that we have adequate capital to fund our business, including through the issuance and sale of additional debt or equity securities. The terms of future debt agreements could include more restrictive covenants, or require incremental collateral, which may further restrict our business operations or be unavailable due to our covenant restrictions then in effect. Due to potential liquidity concerns caused by the global COVID-19 pandemic, in March and August 2020, Moody’s downgraded our Corporate Family Ratings and in May 2020, S&P downgraded the company’s credit ratings to B+ with a negative outlook; the likelihood that we may experience further negative credit actions increases the longer the duration of the pandemic and its ancillary effects. There is no guarantee that debt financings will be available in the future to fund our obligations, or that they will be available on terms consistent with our expectations. Additionally, the impact of the global COVID-19 pandemic on the financial markets could adversely impact our ability to raise funds.

Risks Relating to Our Business and the Live Events and Ticketing Industries

Our business is highly sensitive to public tastes and is dependent on our ability to secure popular artists and other live music events, and we and our ticketing clients may be unable to anticipate or respond to changes in consumer preferences, which may result in decreased demand for our services.

Our business is highly sensitive to rapidly changing public tastes and is dependent on the availability of popular artists and events. Our live entertainment business depends in part on our ability to anticipate the tastes of consumers and to offer events that appeal to them. Since we rely on unrelated parties to create and perform at live music events, any unwillingness to tour or lack of availability of popular artists could limit our ability to generate revenue. In particular, there are a limited number of artists that can headline a major North American or global tour or who can sell out larger venues, including many of our amphitheaters. If those artists do not choose to tour, or if we are unable to secure the rights to their future tours, then our concerts business would be adversely affected. Our artist management business could be adversely affected if the artists it represents do not tour or perform as frequently as anticipated, or if such tours or performances are not as widely attended by fans as anticipated due to changing tastes, general economic conditions or otherwise. Our ticketing business relies on third parties to create and perform live entertainment, sporting and leisure events and to price tickets to such events. Accordingly, our ticketing business' success depends, in part, upon the ability of these third parties to correctly anticipate public demand for particular events, as well as the availability of popular artists, entertainers and teams.

In addition, our live entertainment business typically books our live music tours two to nine months in advance of the beginning of the tour and often agrees to pay an artist a fixed guaranteed amount prior to our receiving any revenue. Therefore, if the public is not receptive to the tour, or we or an artist cancel the tour, we may incur a loss for the tour depending on the amount of the fixed guarantee or incurred costs relative to any revenue earned, as well as revenue we could have earned at booked venues. We have cancellation insurance policies in place to cover a portion of our losses if an artist cancels a tour but such policies may not be sufficient and are subject to deductibles. Furthermore, consumer preferences change from time to time, and our failure to anticipate, identify or react to these changes could result in reduced demand for our services, which would adversely affect our business, financial condition and results of operations.

Our business depends on relationships between key promoters, executives, agents, managers, artists and clients and any adverse changes in these relationships could adversely affect our business, financial condition and results of operations.

The live music business is uniquely dependent upon personal relationships, as promoters and executives within live music companies such as ours leverage their existing network of relationships with artists, agents and managers in order to secure the rights to the live music tours and events which are critical to our success. Due to the importance of those industry contacts to our business, the loss of any of our promoters, officers or other key personnel could adversely affect our business. Similarly, the artist management business is dependent upon the highly personalized relationship between a manager and an artist, and the loss of a manager may also result in a loss of the artist represented by the manager, which could adversely affect our business. Although we have entered into long-term agreements with many of those individuals described above to protect our interests in those relationships, we can give no assurance that all or any of these key employees or managers will remain with us or will retain their associations with key business contacts, including music artists, as some agreements between a manager and an artist are not for a fixed period of time and are instead terminable at will.

The success of our ticketing business depends, in significant part, on our ability to maintain and renew relationships with existing clients and to establish new client relationships. We anticipate that, for the foreseeable future, the substantial majority of our Ticketing segment revenue will be derived from both online and mobile sales of tickets. We also expect that revenue from primary ticketing services, which consists primarily of our portion of per ticket convenience charges and per order service fees, will continue to comprise the substantial majority of our Ticketing segment revenue. We cannot provide assurances that we will be able to maintain existing client contracts, or enter into or maintain new client contracts, on acceptable terms, if at all, and the failure to do so could have a material adverse effect on our business, financial condition and results of operations.

Another important component of our success is our ability to maintain existing and to build new relationships with third-party distribution channels, advertisers, sponsors and service providers. Any adverse change in these relationships, including the inability of these parties to fulfill their obligations to our businesses for any reason, could adversely affect our business, financial condition and results of operations.

We face intense competition in the live music and ticketing industries, and we may not be able to maintain or increase our current revenue, which could adversely affect our business, financial condition and results of operations.

Our businesses are in highly competitive industries, and we may not be able to maintain or increase our current revenue due to such competition. The live music industry competes with other forms of entertainment for consumers' discretionary spending and within this industry we compete with other venues to book artists, and, in the markets in which we promote music concerts, we face competition from other promoters and venue operators. Our competitors compete with us for key employees who have relationships with popular music artists and who have a history of being able to book such artists for concerts and tours. These competitors may engage in more extensive development efforts, undertake more far-reaching marketing campaigns, adopt more aggressive pricing policies and make more attractive offers to existing and potential artists. Due to increasing artist influence and competition to attract and maintain artist clients, we may enter into agreements on terms that are less favorable to us, which could negatively impact our financial results. Our competitors may develop services, advertising options or music venues that are equal or superior to those we provide or that achieve greater market acceptance and brand recognition than we achieve. Within the live music industry, our artist management business also competes with numerous other artist management companies and individual managers in the United States alone, both to discover new and emerging artists and to represent established artists. Across the live music industry, it is possible that new competitors may emerge and rapidly acquire significant market share.

Our ticketing business faces significant competition from other national, regional and local primary ticketing service providers to secure new and retain existing clients on a continuous basis. Additionally, we face significant and increasing challenges from companies that sell self-ticketing systems and from clients who choose to self-ticket, through the integration of such systems into their existing operations or the acquisition of primary ticket services providers or by increasing sales through venue box offices and season and subscription sales. We also face competition in the resale of tickets from resale marketplaces and from other ticket resellers with online distribution capabilities. The advent of new technology, particularly as it relates to online ticketing, has amplified this competition. The intense competition that we face in the ticketing industry could cause the volume of our ticketing services business to decline. As we are also a content provider and venue operator we may face direct competition with our prospective or current primary ticketing clients, who primarily include live event content providers. This direct competition with our prospective or current primary ticketing clients could result in a decline in the number of ticketing clients we have and a decline in the volume of our ticketing business, which could adversely affect our business, financial condition and results of operations.

In the secondary ticket sales market, we have restrictions on our business that are not faced by our competitors, imposed as a result of agreements entered into with the Federal Trade Commission ("FTC"), the Attorneys General of several individual states, and various international governing bodies. These restrictions include: a requirement to clearly and conspicuously disclose on any primary ticketing website where a link or redirect to a resale website owned or controlled by us is posted, that the link is directing the user to a resale website and that ticket prices often exceed the ticket's original price; and a requirement to make certain clear and conspicuous disclosures and in certain instances disclose when a ticket being offered for resale is not "in-hand" as well as a requirement to monitor and enforce the compliance of third parties offering tickets on our websites with such disclosure requirements. There are certain state laws that now ban such ticket listings, and the New York Attorney General has brought a lawsuit against resale companies for these practices.

Other variables related to the competitive environment that could adversely affect our financial performance by, among other things, leading to decreases in overall revenue, the number of sponsors, event attendance, ticket prices and fees or profit margins include:

- an increased level of competition for advertising dollars, which may lead to lower sponsorships as we attempt to retain advertisers or which may cause us to lose advertisers to our competitors offering better programs that we are unable or unwilling to match;
- unfavorable fluctuations in operating costs, including increased guarantees to artists, which we may be unwilling or unable to pass through to our customers via higher ticket prices;
- inability or unwillingness to fund the significant up-front cash requirements associated with our touring and ticketing businesses due to insufficient cash on hand or capacity under our senior secured credit facility, which could result in the loss of key tours to competitors or the inability to secure and retain ticketing clients;
- competitors' offerings that may include more favorable terms than we do in order to obtain agreements for new venues or ticketing arrangements or to obtain events for the venues they operate;
- technological changes and innovations that we are unable to adopt or are late in adopting that offer more attractive entertainment alternatives than we or other live entertainment providers currently offer, which may lead to a reduction in attendance at live events, a loss of ticket sales or lower ticket fees; and
- other entertainment options available to our audiences that we do not offer.

Our success depends, in significant part, on entertainment, sporting and leisure events and economic and other factors adversely affecting such events could have a material adverse effect on our business, financial condition and results of operations.

A decline in attendance at or reduction in the number of live entertainment, sporting and leisure events may have an adverse effect on our revenue and operating income. In addition, during periods of economic slowdown and recession, many consumers have historically reduced their discretionary spending and advertisers have reduced their advertising expenditures. The impact of economic slowdowns on our business is difficult to predict, but they may result in reductions in ticket sales, sponsorship opportunities and our ability to generate revenue. The risks associated with our businesses may become more acute in periods of a slowing economy or recession, which may be accompanied by a decrease in attendance at live entertainment, sporting and leisure events. Many of the factors affecting the number and availability of live entertainment, sporting and leisure events are beyond our control. For instance, certain sports leagues have experienced labor disputes leading to threatened or actual player lockouts. Any such lockouts that result in shortened or canceled seasons would adversely impact our business to the extent that we provide ticketing services to the affected teams both due to the loss of games and ticketing opportunities as well as the possibility of decreased attendance following such a lockout due to adverse fan reaction.

Our business depends on discretionary consumer and corporate spending. Many factors related to corporate spending and discretionary consumer spending, including economic conditions affecting disposable consumer income such as unemployment levels, fuel prices, interest rates, changes in tax rates and tax laws that impact companies or individuals, and inflation can significantly impact our operating results. Business conditions, as well as various industry conditions, including corporate marketing and promotional spending and interest levels, can also significantly impact our operating results. These factors can affect attendance at our events, premium seat sales, sponsorship, advertising and hospitality spending, concession and merchandise sales, as well as the financial results of sponsors of our venues, events and the industry. Negative factors such as challenging economic conditions and public concerns over terrorism and security incidents, particularly when combined, can impact corporate and consumer spending, and one negative factor can impact our results more than another. There can be no assurance that consumer and corporate spending will not be adversely impacted by current economic conditions, or by any future deterioration in economic conditions, thereby possibly impacting our operating results and growth.

We are dependent upon our ability to lease, acquire and develop live music venues, and if we are unable to do so on acceptable terms, or at all, our results of operations could be adversely affected.

Our Concerts and Sponsorship & Advertising segments require access to venues to generate revenue from live music events. For these events, we use venues that we own, but we also operate a number of our live music venues under various agreements which include leases with third parties, ownership through an equity interest or booking agreements, which are agreements where we contract to book the events at a venue for a specific period of time. Our long-term success in the live music business will depend in part on the availability of venues, our ability to lease these venues and our ability to enter into booking agreements upon their expiration. As many of these agreements are with third parties over whom we have little or no control, we may be unable to renew these agreements or enter into new agreements on acceptable terms or at all, and may be unable to obtain favorable agreements with venues. Our ability to renew these agreements or obtain new agreements on favorable terms depends on a number of other factors, many of which are also beyond our control, such as national and local business conditions and competition from other promoters. If the cost of renewing these agreements is too high or the terms of any new agreement with a new venue are unacceptable or incompatible with our existing operations, we may decide to forego these opportunities. There can be no assurance that we will be able to renew these agreements on acceptable terms or at all, or that we will be able to obtain attractive agreements with substitute venues, which could have a material adverse effect on our results of operations.

We may continue to expand our operations through the development of live music venues and the expansion of existing live music venues, which poses a number of risks, including:

- construction of live music venues may result in cost overruns, delays or unanticipated expenses;
- desirable sites for live music venues may be unavailable or costly; and
- the attractiveness of our venue locations may deteriorate over time.

Growth or maintenance of our existing revenue depends in part on consistent investment in our venues. Therefore, we expect to continue to make substantial capital improvements to meet long-term increasing demand, improve value and grow revenue. We frequently have a number of significant capital projects underway. Numerous factors, many of which are beyond our control, may influence the ultimate costs and timing of various capital improvements.

The amount of capital expenditures can vary significantly from year to year. In addition, actual costs could vary materially from our estimates if our assumptions about the quality of materials, equipment or workmanship required or the cost of financing such expenditures were to change. Construction is also subject to governmental permitting processes which, if changed, could materially affect the ultimate cost.

Additionally, the market potential of live music venue sites cannot be precisely determined, and our live music venues may face competition in markets from unexpected sources. Newly constructed live music venues may not perform up to our expectations. We face significant competition for potential live music venue locations and for opportunities to acquire existing live music venues. Because of this competition, we may be unable to add to or maintain the number of our live music venues on terms we consider acceptable.

There is the risk of personal injuries and accidents in connection with our live music events, which could subject us to personal injury or other claims and increase our expenses, as well as reduce attendance at our live music events, causing a decrease in our revenue.

There are inherent risks involved with producing live music events. As a result, personal injuries and accidents have occurred, and may in the future occur, from time to time, which could subject us to claims and liabilities for personal injuries. Incidents in connection with our live music events at any of our venues or festival sites that we own or rent could also result in claims, reducing operating income or reducing attendance at our events, which could cause a decrease in our revenue. We have been subject to wrongful death claims and are currently subject to other litigation. In addition, while we have security protocols in place at our events, illegal drug use or alcohol consumption at our events could result in negative publicity, adverse consequences (including illness, injury or death) to the persons engaged in such activities or others, and litigation against us. While we maintain insurance policies that provide coverage within limits that are sufficient, in management's judgment, to protect us from material financial loss for personal injuries sustained by persons at our venues or events or accidents in the ordinary course of business, there can be no assurance that such insurance will be adequate at all times and in all circumstances.

Poor weather adversely affects attendance at our live music events, which could negatively impact our financial performance from period to period.

We promote and/or ticket many live music events. Weather conditions surrounding these events affect sales of tickets, concessions and merchandise, among other things. Poor weather conditions can have a material effect on our results of operations particularly because we promote and/or ticket a finite number of events. Increased weather variability due to climate change exacerbates weather-related issues we face. Due to weather conditions, we may be required to cancel or reschedule an event to another available day or a different venue, which would increase our costs for the event and could negatively impact the attendance at the event, as well as concession and merchandise sales. Poor weather can affect current periods as well as successive events in future periods.

Risks Relating to Information Technology, Cybersecurity and Intellectual Property

The success of our ticketing business and other operations depends, in part, on the integrity of our systems and infrastructure, as well as affiliate and third-party computer systems, computer networks and other communication systems. System interruption and the lack of integration and redundancy in these systems and infrastructure may have an adverse impact on our business, financial condition and results of operations.

System interruption and the lack of integration and redundancy in the information systems and infrastructure, both of our own ticketing systems and other computer systems and of affiliate and third-party software, computer networks and other communications systems service providers on which we rely, may adversely affect our ability to operate websites, process and fulfill transactions, respond to customer inquiries and generally maintain cost-efficient operations. Such interruptions could occur by virtue of natural disaster, malicious actions such as hacking or acts of terrorism or war, or human error. In addition, the loss of some or all of certain key personnel could require us to expend additional resources to continue to maintain our software and systems and could subject us to systems interruptions. The large infrastructure plant that is required to operate our systems requires an ongoing investment of time, money and effort to maintain or refresh hardware and software and to ensure it remains at a level capable of servicing the demand and volume of business that Ticketmaster receives. Failure to do so may result in system instability, degradation in performance, or unfixable security vulnerabilities that could adversely impact both the business and the consumers utilizing our services.

While we have backup systems for certain aspects of our operations, disaster recovery planning by its nature cannot be sufficient for all eventualities. In addition, we may not have adequate insurance coverage to compensate for losses from a major interruption. If any of these adverse events were to occur, it could adversely affect our business, financial condition and results of operations.

Data loss or other breaches of our network security could materially harm our business and results of operations, and the processing, storage, use and disclosure of personal or sensitive information could give rise to liabilities and additional costs as a result of governmental regulation, litigation and conflicting legal requirements relating to personal privacy rights.

Due to the nature of our business, we process, store, use, transfer and disclose certain personal or sensitive information about our customers and employees. Penetration of our network or other misappropriation or misuse of personal or sensitive information and data, including credit card information and other personally identifiable information, could cause interruptions in our operations and subject us to increased costs, litigation, inquiries and actions from governmental authorities, and financial or other liabilities. In addition, security breaches, incidents or the inability to protect information could lead to increased incidents of ticketing fraud and counterfeit tickets. Security breaches and incidents could also significantly damage our reputation with consumers, ticketing clients and other third parties, and could result in significant costs related to remediation efforts, such as credit or identity theft monitoring.

Although we have developed systems and processes that are designed to protect customer and employee information and to prevent security breaches or incidents (which could result in data loss or other harm or loss), such measures cannot provide absolute security or certainty. It is possible that advances in computer and hacker capabilities, new variants of malware, the development of new penetration methods and tools, inadvertent violations of company policies or procedures or other developments could result in a compromise of customer or employee information or a breach of the technology and security processes that are used to protect customer and employee information. The techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems may change frequently and as a result, may be difficult for our business to detect for long periods of time. In addition, despite our best efforts, we may be unaware of or unable to anticipate these techniques or implement adequate preventative measures. We have expended significant capital and other resources to protect against and remedy such potential security breaches, incidents and their consequences, including the establishment of a dedicated cybersecurity organization within our larger technology environment, and will continue to do so in the future.

We also face risks associated with security breaches and incidents affecting third parties with which we are affiliated or with which we otherwise conduct business. In particular, hardware, software or applications we develop or procure from third parties may contain defects in design or manufacture and/or may pose a security risk that could unexpectedly compromise information security. For example, in the second quarter of 2018, we became aware that a third-party customer support product, used in certain jurisdictions outside the U.S., was infected with a malicious code that may have allowed an unauthorized party to skim customers' personal or payment information from their browsers. While we acted promptly to disable the infected third-party product, we continue to review our systems and interface with regulatory authorities as a result of this incident. These include proceedings contesting a proposed fine issued by the United Kingdom's ("U.K.") Information Commissioner's Office in November 2020 against Ticketmaster U.K. Limited in connection with this incident. Consumers are generally concerned with the security and privacy of the internet, and any publicized security problems affecting our businesses and/or third parties may discourage consumers from doing business with us, which could have an adverse effect on our business, financial condition and results of operations.

In addition to the above concerns related to network and data security, the collection, transfer, use, disclosure, security and retention of personal or sensitive information and other user data are governed by existing and evolving federal, state and international laws. We have expended significant capital and other resources to keep abreast of the evolving privacy landscape, including the establishment of a dedicated global privacy organization within our legal team. However, our business could be adversely affected if legislation or regulations are expanded to require changes in business practices or policies (including, for example, practices or policies regarding the collection, transfer, use, disclosure, security, and retention of personal or sensitive information), or if governing jurisdictions interpret or implement legislation or regulations in a manner which negatively affects our business, financial condition and/or results of operations. Due to the changes in the data privacy regulatory environment, we may incur additional costs and challenges to our business that restrict or limit our ability to collect, transfer, use, disclose, secure, or retain personal or sensitive information. These changes in data privacy laws may require us to modify our current or future products, services, programs, practices or policies, which may in turn impact the products and services available to our customers.

Regulators and government enforcement actions worldwide are imposing significant fines against companies for data privacy violations. Our business operations, including our ticketing business, involve the collection, transfer, use, disclosure, security, and disposal of personal or sensitive information in various locations around the world, including the European Union ("E.U."), where the General Data Protection Regulation ("GDPR") governs data privacy and can result in the imposition of significant fines and penalties. In addition, following the withdrawal of the United Kingdom from the E.U. on December 31, 2020, we must separately comply with the U.K.'s data protection law, under which additional fines and penalties could be imposed independent of the GDPR. The relationship between U.K. data protection law and the GDPR remains unclear, including regarding how data transfers between the E.U. and U.K. will be treated. These changes could lead to additional compliance costs and could increase our overall risk.

As we expand our operations into new jurisdictions, the costs associated with compliance with applicable local data privacy laws and regulations increases. It is possible that government or industry regulation in these markets will require us to deviate from our standard processes and/or make changes to our products, services and operations, which will increase operational cost and risk.

Our failure or the failure of the various third-party vendors and service providers with which we are affiliated or otherwise conduct business to comply with applicable federal, state or international laws and regulations and/or to comply with our privacy policies and/or or any compromise of security that results in the unauthorized collection, transfer, use or disclosure of personal or sensitive information or other user data may result in negative publicity resulting in reputation or brand damage, may discourage potential users from purchasing tickets or trying our products and services, and may result in proceedings/fines by governmental agencies and/or private litigation brought by consumers; the realization of one or all of the foregoing could adversely affect our business, financial condition and results of operations.

We may fail to adequately protect our intellectual property rights or may be accused of infringing upon intellectual property rights of third parties.

We regard our intellectual property rights, including patents, trademarks and domain names, copyrights, trade secrets and similar intellectual property (as applicable) as critical to our success. We also rely heavily upon software codes, informational databases and other components that make up our products and services.

We have been granted trademark registrations and patents and/or have trademark and patent applications pending with the United States Patent and Trademark Office and/or various foreign authorities for various proprietary trademarks, technologies and other inventions. Any patent or trademark application filed may not result in a patent or trademark registration being issued, or existing or future patents or trademarks may not be adjudicated valid by a court or be afforded adequate protection against competitors. Likewise, the issuance of a patent or trademark registration to us does not mean that its processes, inventions or trademark will not be found to infringe upon rights previously issued to third parties. We rely on a combination of laws and contractual restrictions with employees, customers, suppliers, affiliates and others to establish and protect these proprietary rights. Despite these precautions, it may be possible for a third party to copy or otherwise obtain and use our intellectual property without authorization which, if discovered, might require legal action to correct. In addition, third parties may independently and lawfully develop substantially similar intellectual properties.

From time to time, we are subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of the intellectual property rights of third parties. Our failure to protect our intellectual property rights in a meaningful manner or challenges to related contractual rights could result in erosion of brand names or other intellectual property and could adversely affect our business, financial condition and results of operations. Therefore, litigation may be necessary in the future to enforce our intellectual property rights, protect trade secrets or determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect our business, financial condition and results of operations.

Risks Relating to Governmental Regulation and Litigation

We operate in international markets which subject us to risks associated with the legislative, judicial, accounting, regulatory, political and economic risks and conditions specific to such markets, which could adversely affect our business, financial condition and results of operations.

We provide services in various jurisdictions abroad through a number of brands and businesses that we own and operate, as well as through joint ventures, and we expect to continue to expand our international presence. We face, and expect to continue to face, additional risks in the case of our existing and future international operations, including:

- political instability, adverse changes in diplomatic relations and unfavorable economic and business conditions in the markets in which we currently have international operations or into which we may expand, particularly in the case of emerging markets;
- more restrictive or otherwise unfavorable government regulation of the live entertainment and ticketing industries, which could result in increased compliance costs and/or otherwise restrict the manner in which we provide services and the amount of related fees charged for such services;
- limitations on the enforcement of intellectual property rights;
- limitations on the ability of foreign subsidiaries to repatriate profits or otherwise remit earnings;
- adverse tax consequences due both to the complexity of operating across multiple tax regimes as well as changes in, or new interpretations of, international tax treaties and structures;
- expropriations of property and risks of renegotiation or modification of existing agreements with governmental authorities;
- diminished ability to legally enforce our contractual rights in foreign countries;
- limitations on technology infrastructure, which could limit our ability to migrate international operations to a common ticketing system;
- variability in venue security standards and accepted practices;
- lower levels of internet usage, credit card usage and consumer spending in comparison to those in the United States; and

- difficulties in managing operations and adapting to consumer desires due to distance, language and cultural differences, including issues associated with (i) business practices and customs that are common in certain foreign countries but might be prohibited by United States law and our internal policies and procedures, and (ii) management and operational systems and infrastructures, including internal financial control and reporting systems and functions, staffing and managing of foreign operations, which we might not be able to do effectively or cost-efficiently.

As we expand into new markets these risks will be intensified and will have the potential to impact a greater percentage of our business and operating results. Our ability to expand our international operations into new jurisdictions, or further into existing jurisdictions will depend, in significant part, on our ability to identify potential acquisition candidates, joint venture or other partners, and enter into arrangements with these parties on favorable terms, as well as our ability to make continued investments to maintain and grow existing international operations. If the revenue generated by international operations is insufficient to offset expenses incurred in connection with the maintenance and growth of these operations, our business, financial condition and results of operations could be materially and adversely affected. In addition, in an effort to make international operations in one or more given jurisdictions profitable over the long term, significant additional investments that are not profitable over the short term could be required over a prolonged period.

In foreign countries in which we operate, a risk exists that our employees, contractors or agents could, in contravention of our policies, engage in business practices prohibited by applicable United States laws and regulations, such as the United States Foreign Corrupt Practices Act, as well as the laws and regulations of other countries prohibiting corrupt payments to government officials such as the United Kingdom Bribery Act 2010. We maintain policies prohibiting such business practices and have in place global anti-corruption compliance and training programs designed to ensure compliance with these laws and regulations. Nevertheless, the risk remains that one or more of our employees, contractors or agents, including those based in or from countries where practices that violate such United States laws and regulations or the laws and regulations of other countries may be customary, as well as those associated with newly-acquired businesses, will engage in business practices that are prohibited by our policies, circumvent our compliance programs and, by doing so, violate such laws and regulations. Any such violations, even if prohibited by our internal policies, could result in fines, criminal sanctions against us and/or our employees, prohibitions on the conduct of our business and damage to our reputation, which could adversely affect our business, financial condition and results of operations.

In addition, given our substantial operations in the U.K. and the E.U., we face risks and uncertainties due to the U.K.'s exit from the European Union. The U.K. has agreed "third country" trading status in a new E.U.-U.K. Trade and Cooperation Agreement applicable from January 1, 2021. The trade agreement sets out arrangements in areas such as tariff-free trade in goods. However, it does not match the level of economic integration that existed while the U.K. was an E.U. Member State. There will be additional bureaucracy and cost with customs formalities, VAT, excise duties and ATA carnets for goods moved between the U.K. and the E.U.

These risks and uncertainties include some regulatory uncertainty for data protection. It has been confirmed that the U.K. ICO will not be able to act as the single authority for E.U. multinationals; this means that E.U. multinationals will often have two regulators; one for U.K. activities and one for the rest of the E.U.²⁷ where cross-border processing takes place. Live Nation is currently re-assessing its lead authority based on its cross-border processing, so it continues to have a main point of contact for the E.U. In addition, the U.K. is now not part of the E.U. for purposes of data transfers. The GDPR principle that data cannot leave the E.U. (to the U.K. in this case) now applies. While a four to six month grace period is currently in effect, following this, there are two possible scenarios: (1) the U.K. is granted adequacy by the E.U., allowing data to continue to flow to the U.K. or (2) adequacy is not granted, in which case additional safeguards, such as contractual commitments would need to be implemented for E.U.-U.K. transfers. Live Nation has already documented data flows to identified where U.K. flows occur and have contractual templates prepared should scenario two materialize.

Live Nation as a tour sponsor will continue to use Tier 5 routes into the U.K. now including E.U. and E.E.A. musicians and crew on the sponsor's license. For tours in Europe, U.K. musicians' working arrangements will be subject to individual E.U. member states and bilateral agreements reached with the U.K. Government. In many member states the working arrangements will be the same or similar, such as in France and Germany. In others, there may be new requirements for the sponsor. As a significant sponsor with a long-established footprint across the E.U. and E.E.A. markets, Live Nation remains in a strong position when European markets reopen from coronavirus restrictions.

We are subject to extensive governmental regulation, and our failure to comply with these regulations could adversely affect our business, financial condition and results of operations.

Our operations are subject to federal, state and local statutes, rules, regulations, policies and procedures, both domestically and internationally, which are subject to change at any time, governing matters such as:

- privacy laws and protection of personal or sensitive information, as more particularly described above under the risk factor related to our processing, storage, use and disclosure of personal or sensitive information;
- compliance with the United States Foreign Corrupt Practices Act, the United Kingdom Bribery Act 2010 and similar regulations in other countries, as more particularly described above under the risk factor related to our international operations;
- primary ticketing and ticket resale services;
- construction, renovation and operation of our venues;
- licensing, permitting and zoning, including noise ordinances;
- human health, safety and sanitation requirements;
- the service of food and alcoholic beverages;
- working conditions, labor, minimum wage and hour, citizenship and employment laws;
- compliance with the ADA and the DDA;
- hazardous and non-hazardous waste and other environmental protection laws;
- sales and other taxes and withholding of taxes;
- marketing activities via the telephone and online; and
- historic landmark rules.

Our failure to comply with these laws and regulations could result in proceedings/fines against us by governmental agencies and private actions brought by consumers, which if material, could adversely affect our business, financial condition and results of operations. While we attempt to conduct our business and operations in a manner that we believe to be in compliance with such laws and regulations, there can be no assurance that a law or regulation will not be interpreted or enforced in a manner contrary to our current understanding of the law or regulation. In addition, the promulgation of new laws, rules and regulations could restrict or unfavorably impact our business, which could decrease demand for services, reduce revenue, increase costs and/or subject us to additional liabilities. For example, some legislatures have proposed laws in the past that would impose potential liability on us and other promoters and producers of live music events for entertainment taxes and for incidents that occur at our events, particularly relating to drugs and alcohol. New legislation could be passed that may negatively impact our business, such as provisions that have recently been proposed in various jurisdictions that would restrict ticketing methods. Additionally, governmental actions such as the current sanctions by the United States Department of the Treasury's Office of Foreign Assets Control and European regulators on certain Russian individuals and entities, as well as other sanctions elsewhere in the world, could restrict or limit our business activities in certain areas or subject us to sanction for noncompliance, even if inadvertent.

From time to time, federal, state and local authorities and/or consumers commence investigations, inquiries or litigation with respect to our compliance with applicable consumer protection, advertising, unfair business practice, antitrust (and similar or related laws) and other laws. Our businesses have historically cooperated with authorities in connection with these investigations and have satisfactorily resolved each such material investigation, inquiry or litigation. We are currently subject to agreements with the States of New Jersey, Maryland and Illinois and the FTC which govern, and in certain cases place limitations on, our ticketing resale practices. Our competitors in the secondary ticket sales market are not, to our knowledge, bound by such limitations (other than as a result of laws that apply equally to all secondary ticket sellers) and as a result, we may be at a competitive disadvantage. From time to time, other states, Canadian provinces and the federal government have commenced investigations or inquiries related to other aspects of our ticketing business, including a now-settled suit brought by the Canadian Competition Bureau relating to alleged deceptive marketing practices. In addition, we recently agreed with the United States Department of Justice to extend the duration of the consent decree we entered into in connection with our merger with Ticketmaster Entertainment LLC, which places certain restraints on our business (see the risk factor entitled "We recently agreed with the United States Department of Justice to extend and clarify the court-imposed final judgment to which we became subject in connection with the merger of Live Nation, Inc. and Ticketmaster Entertainment LLC, which places certain restrictions and obligations on us which could negatively impact our business" below). We have incurred legal expenses in connection with the defense of governmental investigations and litigation in the past and may be required to incur additional expenses in the future regarding such investigations and litigation. In the case of antitrust (and similar or related) matters, any adverse outcome could limit or prevent us from engaging in the ticketing business generally (or in a particular segment thereof) or subject us to potential damage assessments, all of which could have a material adverse effect on our business, financial condition and results of operations.

Unfavorable outcomes in legal proceedings may adversely affect our business and operating results.

Our results may be affected by the outcome of pending and future litigation. Unfavorable rulings in our legal proceedings may have a negative impact on us that may be greater or smaller depending on the nature of the rulings. In addition, we are currently, and from time to time in the future may be, subject to various other claims, investigations, legal and administrative cases and proceedings (whether civil or criminal) or lawsuits by governmental agencies or private parties, as further described in the immediately preceding risk factor. If the results of these investigations, proceedings or suits are unfavorable to us or if we are unable to successfully defend against third-party lawsuits, we may be required to pay monetary damages or may be subject to fines, penalties, injunctions or other censure that could have a material adverse effect on our business, financial condition and results of operations. Even if we adequately address the issues raised by an investigation or proceeding or successfully defend a third-party lawsuit or counterclaim, we may have to devote significant financial and management resources to address these issues, which could harm our business, financial condition and results of operations.

In January 2020, we agreed with the United States Department of Justice to extend and clarify the court-imposed final judgment to which we became subject in connection with the merger of Live Nation, Inc. and Ticketmaster Entertainment LLC, which places certain restrictions and obligations on us which could negatively impact our business.

In connection with the merger of Live Nation, Inc. and Ticketmaster Entertainment LLC in 2010, we became subject, through July 2020, to a court-imposed final judgment (the “Final Judgment”) that places certain restrictions and obligations on us in order to address the issues the United States Department of Justice (the “DOJ”) raised in its antitrust review of the merger. Pursuant to the Final Judgment, we agreed to abide by certain behavioral remedies and to provide periodic reports to the DOJ about our compliance with the Final Judgment. The Final Judgment was due to expire in July 2020; in December 2019, we reached an agreement with the DOJ to clarify certain aspects of the Final Judgment and extend its duration through the end of 2025 (the “Amended Final Judgment”).

Under the Amended Final Judgment we may not (i) threaten to condition (or actually condition) the provision of Live Nation concerts on a venue choosing Ticketmaster, or (ii) retaliate (i.e., withhold any Live Nation concerts) in response to a venue choosing a ticketing services provider other than Ticketmaster. In addition, pursuant to the Amended Final Judgment, (i) an independent monitor has been appointed to monitor and report to the DOJ on our compliance with the Amended Final Judgment, and investigate any potential violations thereof, (ii) we appointed an internal antitrust compliance officer and have conducted (and will continue to annually conduct) internal trainings to ensure our employees fully comply with the Amended Final Judgment; (iii) we provided, and will continue to provide, notice to current or potential venue customers of the Amended Final Judgment and its restrictions on our business conduct; and (iv) we are subject to an automatic penalty of \$1,000,000 for each violation. We agreed to pay costs and fees for the independent monitor and the DOJ’s past investigation and enforcement.

During the duration of the Amended Final Judgment, we are restricted from engaging in certain business activities that, absent the Final Judgment, would be lawful for us to undertake. Our inability to undertake these business strategies could disadvantage us when we compete against firms that are not restricted by any such order. In addition, our business will be under continued and enhanced scrutiny by the DOJ, including by the independent monitor. Our compliance with the Amended Final Judgment therefore creates certain unquantifiable business risks for us.

In connection with the merger we also entered into a consent agreement with the Canadian Commissioner of Competition (the “Canadian Consent Agreement”), which had the effect of imposing essentially the same terms as the Final Judgment on our business in Canada. The various terms of the Canadian Consent Agreement expired on or before July 2020.

Risks Relating to Our Leverage

We have a large amount of debt and lease obligations that could restrict our operations and impair our financial condition. The agreements governing our senior secured credit facility and certain of our other indebtedness impose restrictions on us that limit the discretion of management in operating our business and that, in turn, could impair our ability to meet our obligations under our debt.

The agreements governing our senior secured credit facility and certain of our other indebtedness include restrictive covenants that, among other things, restrict our ability to:

- incur additional debt;
- pay dividends and make distributions;
- make certain investments;
- repurchase our stock and prepay certain indebtedness;
- create liens;
- enter into transactions with affiliates;
- modify the nature of our business;
- enter into sale-leaseback transactions;
- transfer and sell material assets; and

- merge or consolidate.

In addition, our senior secured credit facility includes other restrictions, including requirements to maintain certain financial ratios. Our failure to comply with the terms and covenants of our indebtedness could lead to a default under the terms of the governing documents, which would entitle the lenders to accelerate the indebtedness and declare all amounts owed due and payable.

As of December 31, 2020, our total indebtedness, excluding unamortized debt discounts and debt issuance costs of \$129.8 million, was \$5.0 billion. Our available borrowing capacity under the revolving portion of our senior secured credit facility at that date was \$961.7 million, with outstanding letters of credit of \$68.3 million. We may also incur significant additional indebtedness in the future.

Our substantial indebtedness could have adverse consequences, including:

- making it more difficult for us to satisfy our obligations;
- increasing our vulnerability to adverse economic, regulatory and industry conditions;
- limiting our ability to obtain additional financing for future working capital, capital expenditures, acquisitions and other purposes;
- requiring us to dedicate a substantial portion of our cash flow from operations to fund payments on our debt, thereby reducing funds available for operations and other purposes;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- making us more vulnerable to increases in interest rates; and
- placing us at a competitive disadvantage compared to our competitors that have less debt.

To service our debt and lease obligations and to fund potential acquisitions, artist and ticketing advances and capital expenditures, we will require a significant amount of cash, which depends on many factors beyond our control.

As of December 31, 2020, \$53.4 million of our total indebtedness (excluding interest and unamortized debt discount and debt issuance costs) is due in 2021, \$612.5 million is due in the aggregate in 2022 and 2023, \$1.0 billion is due in the aggregate in 2024 and 2025 and \$3.3 billion is due thereafter. In addition, as of December 31, 2020, we had \$2.4 billion in operating lease liabilities, of which \$192.4 million is due in 2021 and \$196.0 million is due in 2022. All long-term debt without a stated maturity date is considered current and is reflected here as due in 2021. See the table in Item 7.—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations and Commitments—Firm Commitments.

Our ability to service our debt and lease obligations and to fund potential acquisitions, artist and ticketing advances and capital expenditures will require a significant amount of cash, which depends on many factors beyond our control. Our ability to make payments on and to refinance our debt will also depend on our ability to generate cash in the future. This is, to an extent, subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot provide assurance that our business will generate sufficient cash flow or that future borrowings will be available to us in an amount sufficient to enable us to pay our debt or to fund our other liquidity needs. If our future cash flow from operations and other capital resources is insufficient to pay our obligations as they mature or to fund our liquidity needs, we may be forced to reduce or delay our business activities and capital expenditures, sell assets, obtain additional equity capital or restructure or refinance all or a portion of our debt on or before maturity. In addition, the terms of our existing debt, including our senior secured credit facility, and other future debt may limit our ability to pursue any of these alternatives.

These measures might also be unsuccessful or inadequate in permitting us to meet scheduled debt service or lease obligations. We may be unable to restructure or refinance our obligations and obtain additional debt or equity financing or sell assets on satisfactory terms or at all. Capital markets have been volatile in the recent past; a downturn could negatively impact our ability to access capital should the need arise. As a result, the inability to meet our debt or lease obligations could cause us to default on those obligations. Any such defaults could materially harm our financial condition and liquidity.

We depend on the cash flows of our subsidiaries in order to satisfy our obligations.

We rely on distributions and loans from our subsidiaries to meet our payment requirements under our obligations. If our subsidiaries are unable to pay dividends or otherwise make payments to us, we may not be able to make debt service payments on our obligations. We conduct substantially all of our operations through our subsidiaries. Our operating cash flows and consequently our ability to service our debt is therefore principally dependent upon our subsidiaries' earnings and their distributions of those earnings to us and may also be dependent upon loans or other payments of funds to us by those subsidiaries. Our subsidiaries are separate legal entities and may have no obligation, contingent or otherwise, to pay any amount due pursuant to our obligations or to make any funds available for that purpose. Our foreign subsidiaries generate a portion of our operating cash flows. Although we do not intend to repatriate these funds from our foreign subsidiaries in order to satisfy payment requirements in the United States, we would be required to accrue and pay United States state income taxes as well as any applicable foreign withholding or transaction taxes on future repatriations. These taxes could be substantial and could have a material adverse effect on our financial condition and results of operations. In addition, the ability of our subsidiaries to provide funds to us may be subject to restrictions under our senior secured credit facility and may be subject to the terms of such subsidiaries' future indebtedness, as well as the availability of sufficient surplus funds under applicable law.

General Risks Relating to our Business and Operations

We may be adversely affected by the occurrence of extraordinary events, such as terrorist attacks or disease epidemics.

The occurrence and threat of extraordinary events, such as terrorist attacks, intentional or unintentional mass-casualty incidents, public health concerns such as contagious disease outbreaks, natural disasters or similar events, may deter artists from touring and/or substantially decrease the use of and demand for our services and the attendance at live music events, which may decrease our revenue or expose us to substantial liability. The terrorism and security incidents in the past, military actions in foreign locations, periodic elevated terrorism alerts and fears from publicized contagious disease outbreaks have raised numerous challenging operating factors, including public concerns regarding air travel, military actions and additional national or local catastrophic incidents, causing a nationwide disruption of commercial and leisure activities.

In the event of actual or threatened terrorism events, some artists may refuse to travel or book tours, which could adversely affect our business. Attendance at events may decline due to fears over terrorism and contagious disease outbreaks, which could adversely impact our operating results. There have been terrorist attacks at events that we have promoted or with which we have otherwise been involved, which have resulted in lawsuits questioning, among other things, the adequacy of the security precautions at these events. While we are constantly evaluating the security precautions for our events in an effort to ensure the safety of the public, no security measures can guarantee safety and there can be no assurances that we won't face liabilities, which could be substantial and materially impact our operating results, in connection with such terrorist attacks at our events. In addition, we hold a large number of events at third-party venues that we do not own or operate. While we do not have direct control over the security at such venues, there can be no guarantees that victims of a terrorism or casualty event at such venues will not seek to impose, or ultimately be successful in imposing, liability on us.

While we have health and safety programs designed to mitigate the risks that are inherent in the staging of concerts and other events, as well as those associated with extraordinary occurrences or actions that may take place at our events, there can be no assurances that these programs will be sufficient to fully cover every possibility. Despite our best efforts, some occurrences or actions are difficult to foresee and adequately plan for, which could lead to fan, vendor and/or employee harm resulting in fines, penalties, legal costs and reputational risk that could materially and adversely impact our business and results of operations.

Exchange rates may cause fluctuations in our results of operations that are not related to our operations.

Because we own assets overseas and derive revenue from our international operations, we may incur currency translation losses or gains due to changes in the values of foreign currencies relative to the United States Dollar. We cannot predict the effect of exchange rate fluctuations upon future operating results. For the year ended December 31, 2020, our international operations accounted for approximately 36% of our revenue. We cannot predict the future relationship between the United States Dollar and the currencies used by our international businesses, principally the British Pound, Euro, Australian Dollar and Canadian Dollar. We experienced foreign exchange rate operating income of \$2.6 million for the year ended December 31, 2020 and foreign exchange operating losses of \$9.8 million and \$1.8 million for the years ended December 31, 2019 and 2018, respectively, which impacted our operating income (loss). See Item 7A.—Quantitative and Qualitative Disclosures about Market Risk.

We may enter into future acquisitions and take certain actions in connection with such transactions, including actions taken to comply with antitrust, competition and other regulations, that could affect our business and results of operations; if we are unsuccessful in our future acquisition endeavors, our business could be adversely impacted.

Our future growth rate depends in part on our selective acquisition of additional businesses. A portion of our growth has been attributable to acquisitions. We may be unable to identify other suitable targets for further acquisition or make further acquisitions at favorable prices. If we identify a suitable acquisition candidate, our ability to successfully complete the acquisition would depend on a variety of factors, and may include our ability to obtain financing on acceptable terms and requisite government approvals. In addition, the credit agreement for our senior secured credit facility restricts our ability to make certain acquisitions. In connection with future acquisitions, we could take certain actions that could adversely affect our business, including:

- using a significant portion of our available cash;
- issuing equity securities, which would dilute current stockholders' percentage ownership;
- incurring substantial debt;
- incurring or assuming contingent liabilities, known or unknown;
- incurring amortization expenses related to intangibles; and
- incurring large accounting write-offs or impairments.

In addition, acquisitions involve inherent risks which, if realized, could adversely affect our business and results of operations, including those associated with:

- integrating the operations, financial reporting, technologies and personnel of acquired companies, including establishing and maintaining a system of internal controls appropriate for a public company environment;
- managing geographically dispersed operations;
- the diversion of management's attention from other business concerns;
- the inherent risks in entering markets or lines of business in which we have either limited or no direct experience;
- the potential loss of key employees, customers and strategic partners of acquired companies; and
- the impact of laws and regulations relating to antitrust at the state, federal and international levels, which could significantly affect our ability to complete acquisitions and expand our business.

Our operations are seasonal and our results of operations vary from quarter to quarter and year over year, so our financial performance in certain financial quarters or years may not be indicative of, or comparable to, our financial performance in subsequent financial quarters or years.

We believe our financial results and cash needs will vary greatly from quarter to quarter and year to year depending on, among other things, the timing of tours, tour cancellations, event ticket on-sales, capital expenditures, seasonal and other fluctuations in our operating results, the timing of guaranteed payments and receipt of ticket sales and fees, financing activities, acquisitions and investments and receivables management. Because our results may vary significantly from quarter to quarter and year to year, our financial results for one quarter or year cannot necessarily be compared to another quarter or year and may not be indicative of our future financial performance in subsequent quarters or years. Typically, we experience our lowest financial performance in the first and fourth quarters of the calendar year as our outdoor venues are primarily used, and our festivals primarily occur, during May through October. In addition, the timing of tours of top grossing acts can impact comparability of quarterly results year over year and potentially annual results. The timing of event on-sales by our ticketing clients can also impact this comparability. In addition, the seasonality of our businesses could create cash flow management risks if we do not adequately anticipate and plan for periods of decreased activity, which could negatively impact our ability to execute on our strategy, which in turn could harm our results of operations. Due to the unprecedented stoppage of our concert events globally in mid-March due to the global COVID-19 pandemic, we did not experience our typical seasonality trends in 2020.

The following table sets forth our operating income (loss) for the last eight fiscal quarters (in thousands):

	2020	2019
March 31	\$ (172,670)	\$ (23,863)
June 30	(588,067)	171,586
September 30	(504,441)	260,041
December 31	(388,014)	(82,920)

Costs associated with, and our ability to obtain, adequate insurance could adversely affect our profitability and financial condition.

We currently secure insurance programs to address our various risks with terms, conditions and costs that are appropriate for our business. However, heightened concerns and challenges regarding property, casualty, business interruption, contingency and other insurance coverage have resulted from terrorist and related security incidents along with varying weather-related conditions, pandemics and other incidents. Any such events that are of a massive scale causing significant losses to insurance providers could negatively impact the insurance marketplace, and as a result, we may experience increased difficulty obtaining sufficiently high policy limits of coverage at a cost we believe to be reasonable, including coverage for acts of terrorism, cyber attacks, weather-related damage and disruptions and other perils associated with our operations, including communicable diseases and/or pandemics. We have experienced a significant increase in our cost to obtain appropriate insurance over the past several years, though it is difficult to gauge the portion of this increase that is due to conditions in the insurance marketplace generally versus that attributable to our claims history for the mass casualty, cybersecurity, the global COVID-19 pandemic and other incidents we have faced. We have a material investment in property and equipment at each of our venues, which are generally located near major cities and which hold events typically attended by a large number of fans. We also have a significant investment in technology, including our ticketing systems. At December 31, 2020, we had property and equipment with a net book value of \$1.1 billion. We cannot guarantee that future increases in insurance costs and difficulties obtaining high policy limits will not adversely impact our profitability, thereby possibly impacting our operating results and growth.

We cannot provide assurance that our insurance policy coverage limits, including insurance coverage for property, casualty, artists, business interruption losses, cyber attacks and acts of terrorism, would be adequate under the circumstances should one or multiple events occur at or near any of our business locations, or that our insurers would have adequate financial resources to sufficiently or fully pay our related claims or damages. We cannot guarantee that adequate coverage limits will be available, offered at a reasonable cost, or offered by insurers with sufficient financial soundness. The occurrence of such an incident or incidents affecting any one or more of our business facilities could have a material adverse effect on our financial position and future results of operations if asset damage and/or company liability were to exceed insurance coverage limits or if an insurer were unable to sufficiently or fully pay our related claims or damages.

We depend upon unionized labor for the provision of some of our services and any work stoppages or labor disturbances could disrupt our business; potential union pension obligations could cause us to incur unplanned liabilities.

The stagehands at some of our venues and other employees are subject to collective bargaining agreements. Our union agreements typically have a term of three years and thus regularly expire and require negotiation in the ordinary course of our business. Upon the expiration of any of our collective bargaining agreements, however, we may be unable to negotiate new collective bargaining agreements on terms favorable to us, and our business operations may be interrupted as a result of labor disputes or difficulties and delays in the process of renegotiating our collective bargaining agreements. In addition, our business operations at one or more of our facilities may also be interrupted as a result of labor disputes by outside unions attempting to unionize a venue even though we do not have unionized labor at that venue currently. A work stoppage at one or more of our owned or operated venues or at our promoted events could have a material adverse effect on our business, financial condition and results of operations. We cannot predict the effect that a potential work stoppage would have on our business.

We participate in, and make recurrent contributions to, various multiemployer pension plans that cover many of our current and former union employees. Our required recurrent contributions to these plans could unexpectedly increase during the term of a collective bargaining agreement due to ERISA laws that require additional contributions to be made when a pension fund enters into critical status, which may occur for reasons that are beyond our control. In addition, we may be required by law to fulfill our pension withdrawal liability with respect to any multiemployer pension plans from which we may withdraw or partially withdraw. Our potential withdrawal liability will increase if a multiemployer pension plan in which we participate has significant underfunded liabilities. Any unplanned or greater than expected multiemployer pension liabilities could have a material adverse effect on our business, financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of December 31, 2020, we own, operate or lease 155 entertainment venues throughout North America and 76 entertainment venues internationally. We have a lease ending June 30, 2030 for our corporate headquarters in Beverly Hills, California, used primarily by our executive group and certain of our domestic operations management staff. We also lease office space and other facilities in 41 countries that support our Concerts, Ticketing and Sponsorship & Advertising segment operations. We believe our venues and facilities are generally well-maintained and in good operating condition and have adequate capacity to meet our current business needs.

Our leases are for varying terms ranging from monthly to multi-year. These leases can typically be for terms of three to 10 years for our office leases and five to 25 years for our venue leases, and many include renewal options. There is no significant concentration of venues under any one lease or subject to negotiation with any one landlord. We believe that an important part of our management activity is to negotiate suitable lease renewals and extensions.

ITEM 3. LEGAL PROCEEDINGS

Information regarding our legal proceedings can be found in Part II—Financial Information—Item 8. Financial Statements and Supplementary Data—Note 8—Commitments and Contingent Liabilities.

PART II—FINANCIAL INFORMATION**ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock was listed on the New York Stock Exchange under the symbol “LYV” beginning on December 21, 2005. There were 3,155 stockholders of record as of February 22, 2021. This figure does not include an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

Purchase of Equity Securities

The following table provides information regarding repurchases of our common stock during the quarter ended December 31, 2020.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Program ⁽²⁾	Maximum Fair Value of Shares that May Yet Be Purchased Under the Program ⁽²⁾
October 2020	1,313	\$54.94		
November 2020	38,106	\$48.80		
December 2020	30,541	\$72.72		
	<u>69,960</u>			

⁽¹⁾ Represents shares of common stock that employees surrendered as part of the default option to satisfy withholding taxes in connection with the vesting of restricted stock awards, and in respect of the exercise price and withholding taxes for net stock option exercises where no resulting shares were sold, under our stock incentive plan. Pursuant to the terms of our stock plan, such shares revert to available shares under the plan.

⁽²⁾ We do not have a publicly announced program to purchase shares of our common stock. Accordingly, there were no shares purchased as part of a publicly announced program.

Dividend Policy

Information regarding our dividend policy can be found in Part II—Financial Information—Item 8.—Financial Statements and Supplementary Data—Note 11—Equity.

Recent Sales of Unregistered Securities

None.

ITEM 6. SELECTED FINANCIAL DATA

Information is within Part II—Financial Information—Item 8.—Financial Statements and Supplementary Data and should be read in conjunction with Item 7.—Management’s Discussion and Analysis of Financial Condition and Results of Operations.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with the audited consolidated financial statements and notes to the consolidated financial statements included elsewhere in this Annual Report. This discussion contains forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed under Item 1A.—Risk Factors and other sections in this Annual Report.

The following discussion of our financial condition and results of operations generally discusses 2020 and 2019 items along with year-over-year comparisons between these two years. Discussion of 2018 items and year-over-year comparisons between 2019 and 2018 can be found in Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2019 Annual Report on Form 10-K.

Executive Overview

Due to the global COVID-19 pandemic, we ceased all Live Nation tours and closed all our venues beginning in mid-March 2020 to support global efforts to mitigate the spread of the virus. To ensure the safety of our artists, fans, and employees, we held very few traditional events in the year and had minimal ticket sales.

As a result, our overall revenue for 2020 decreased by 84%, from \$11.5 billion in 2019 to \$1.9 billion in 2020. The revenue reduction was largely in our Concerts and Ticketing segments as a result of almost no shows occurring from mid-March through the end of the year and ticket sales for future shows sharply reduced given the uncertainty around when live events will return. Our Ticketing revenue was also impacted by refunds for cancelled and postponed events. The pandemic led to an operating loss for 2020 of \$1.7 billion compared to operating income of \$325 million for 2019. The impact of foreign exchange rates to both our revenue and operating income were minimal. While the unparalleled disruption of the pandemic has had a material impact on our business, as the leading global live event and ticketing company, we still firmly believe that we are well-positioned to provide the best service to artists, teams, fans and venues once business resumes. Twenty years of global growth demonstrates the resilience of fan demand for the live entertainment experience. Recent fan surveys indicate that the demand will be there when the shows return, with 95% of fans expecting to attend concerts again once government and/or health officials determine events can resume. We are actively taking steps to ensure that when the time is right for us to do so, we will be ready to quickly ramp back up and once again connect audiences to artists at the concerts they cherish.

Our Concerts segment revenue for 2020 was \$1.5 billion, compared to \$9.4 billion for 2019, a reduction of 84%. The unfavorable results were almost entirely due to the impact of the global COVID-19 pandemic. Of the 8,117 events we held this year, about 7,100 of those were in the first quarter of 2020, prior to our shutdown. Overall, our show count went from 40,237 in 2019 down to 8,117 in 2020, a reduction of 80%. In addition to normal show activity from January through mid-March, we were able to hold drive-in concert events as well as socially distanced shows in some markets during the pandemic. Towards the end of the year, we saw a return to almost normal levels of activity in New Zealand which held our Rhythm and Vines festival in December with record levels of attendance. Coinciding with the trend on show count, our total fan count for the year went from 97.7 million in 2019 down to 11.1 million in 2020, a reduction of 89%. Concerts had an operating loss for the year largely due to lost business resulting from the global COVID-19 pandemic and from sunk costs, such as advertising expenses, associated with shows cancelled or rescheduled to 2021.

Our Ticketing segment revenue for 2020 was \$188 million, compared to \$1.5 billion for 2019, a reduction of 88% driven by a lack of ticket sales for future events and refunds on 2020 shows that were cancelled or rescheduled. Before refunds, our fee-bearing tickets sold for the year were 58.5 million, which compares to 219.8 million for 2019, a reduction of 73%. A total of 27.4 million tickets were refunded in the year, equating to just slightly over \$2.6 billion of gross transaction value. The decline in operating results for the year was largely driven by the lack of ticket sales as well as refunds processed for cancelled and rescheduled events.

Our Sponsorship & Advertising segment revenue for 2020 was \$204 million, compared to \$590 million for 2019, a reduction of 65%. After a very strong performance for the first 10 weeks of the year, there was a significant reduction to Sponsorship & Advertising revenue and operating results due to the lack of shows and online activity resulting from the global COVID-19 pandemic.

We continue to be focused on mitigating the financial impact of the shutdown. We have undertaken cost-savings initiatives across the organization, including salary reductions, hiring freezes, furloughs, termination of certain employees, as well as eliminating costs for consultants, travel and entertainment and repairs and maintenance for our facilities. We are also protecting our liquidity by tightly managing cash outflows associated with all our major expenditures: operating expenses, capital expenditures, acquisitions, and advances in both our ticketing and concert businesses. The length and severity of the impact to live events and our related sponsorship and ticketing businesses is still uncertain. The magnitude and pace of the recovery will depend on each market and their containment efforts, the nature of the events being held, ongoing efforts to develop rapid testing technologies and rollout of approved vaccines and treatments for COVID-19. We remain optimistic about the long-term potential of our company and the unique power of live shows to unite people. We believe our aggressive cost-savings and cash management programs, combined with a strong liquidity profile, position Live Nation to manage through the global COVID-19 pandemic and its impact on live events and provides us the flexibility to scale up quickly when our shows resume.

Segment Overview

Concerts

Revenue and related costs for events are generally deferred and recognized when the event occurs. All advertising costs incurred during the year for shows in future years are expensed at the end of the year. If a current year event is rescheduled into a future year, all advertising costs incurred to date are expensed in the period when the event is rescheduled.

Concerts direct operating expenses include artist fees, event production costs, show-related marketing and advertising expenses, along with other costs.

To judge the health of our Concerts segment, we primarily monitor the number of confirmed events and fan attendance in our network of owned or operated and third-party venues, talent fees, average paid attendance, market ticket pricing, advance ticket sales and the number of major artist clients under management. In addition, at our owned or operated venues and festivals, we monitor ancillary revenue per fan and premium ticket sales. For business that is conducted in foreign markets, we also compare the operating results from our foreign operations to prior periods without the impact of changes in foreign exchange rates.

Ticketing

Revenue related to ticketing service charges is recognized when the ticket is sold for our third-party clients. For our own events, where our concert promoters control ticketing, revenue is deferred and recognized when the event occurs. Gross transaction value (“GTV”) represents the total amount of the transaction related to a ticket sale and includes the face value of the ticket as well as the service charge. We use GTV to evaluate changes in ticket fee revenue that are driven by the pricing of our service charges.

Ticketing direct operating expenses include call center costs and credit card fees, along with other costs.

To judge the health of our Ticketing segment, we primarily review the GTV and the number of tickets sold through our ticketing operations, the number of clients renewed or added and the average royalty rate paid to clients who use our ticketing services. In addition, we review the number of visits to our websites, cost of customer acquisition, the purchase conversion rate, the overall number of customers in our database, the number and percentage of tickets sold via mobile and the number of app installs. For business that is conducted in foreign markets, we also compare the operating results from our foreign operations to prior periods without the impact of changes in foreign exchange rates.

Sponsorship & Advertising

Revenue related to sponsorship and advertising programs is recognized over the term of the agreement or operating season as the benefits are provided to the sponsor unless the revenue is associated with a specific event, in which case it is recognized when the event occurs.

Sponsorship & Advertising direct operating expenses include fulfillment costs related to our sponsorship programs, along with other costs.

To judge the health of our Sponsorship & Advertising segment, we primarily review the revenue generated through sponsorship arrangements and online advertising, and the percentage of expected revenue under contract. For business that is conducted in foreign markets, we also compare the operating results from our foreign operations to prior periods without the impact of changes in foreign exchange rates.

Key Operating Metrics

	Year Ended December 31,		
	2020	2019	2018
<i>(in thousands except estimated events)</i>			
Concerts ⁽¹⁾			
Estimated events:			
North America	5,270	28,407	24,186
International	2,847	11,830	10,810
Total estimated events	8,117	40,237	34,996
Estimated fans:			
North America	6,075	62,687	61,159
International	5,067	34,967	31,607
Total estimated fans	11,142	97,654	92,766
Ticketing ⁽²⁾			
Estimated number of fee-bearing tickets sold	31,101	219,838	217,442
Estimated number of non-fee-bearing tickets sold	88,823	266,750	265,033
Total estimated tickets sold	119,924	486,588	482,475

- ⁽¹⁾ Events generally represent a single performance by an artist. Fans generally represent the number of people who attend an event. Festivals are counted as one event in the quarter in which the festival begins, but the number of fans is based on the days the fans were present at the festival and thus can be reported across multiple quarters. Events and fan attendance metrics are estimated each quarter.
- ⁽²⁾ The fee-bearing tickets estimated above include primary and secondary tickets that are sold using our Ticketmaster systems or that we issue through affiliates. This metric includes primary tickets sold during the year regardless of event timing, except for our own events where our concert promoters control ticketing which are reported when the events occur. The non-fee-bearing tickets estimated above include primary tickets sold using our Ticketmaster systems, through season seat packages and our venue clients' box offices, along with tickets sold on our "do it yourself" platform. These ticketing metrics are net of any refunds requested and any cancellations that occurred during the period and up to the time of reporting of these consolidated financial statements. Fee-bearing tickets sold above are net of refunds of 27.4 million tickets for the year ended December 31, 2020.

Non-GAAP Measures

The following table sets forth the reconciliation of AOI to operating income (loss):

	Operating income (loss)	Stock- based compensation expense	Loss (gain) on disposal of operating assets	Depreciation and amortization	Amortization of non-recoupable ticketing contract advances	Acquisition expenses	AOI
<i>(in thousands)</i>							
2020							
Concerts	\$ (958,975)	\$ 68,805	\$ 505	\$ 266,255	\$ —	\$ (15,436)	\$ (638,846)
Ticketing	(612,002)	13,395	(1)	169,921	54,692	(568)	(374,563)
Sponsorship & Advertising	44,873	6,420	—	30,617	—	—	81,910
Other and Eliminations	(13,440)	—	(1)	6,684	(6,721)	—	(13,478)
Corporate	(113,648)	28,269	—	11,548	—	2,916	(70,915)
Total	<u>\$ (1,653,192)</u>	<u>\$ 116,889</u>	<u>\$ 503</u>	<u>\$ 485,025</u>	<u>\$ 47,971</u>	<u>\$ (13,088)</u>	<u>\$ (1,015,892)</u>
2019							
Concerts	\$ (53,463)	\$ 12,935	\$ (2,490)	\$ 239,682	\$ —	\$ 45,659	\$ 242,323
Ticketing	231,958	6,268	116	156,894	85,844	1,276	482,356
Sponsorship & Advertising	330,270	2,744	—	33,084	—	—	366,098
Other and Eliminations	(1,114)	—	—	364	(5,542)	—	(6,292)
Corporate	(182,807)	26,838	1	13,967	—	26	(141,975)
Total	<u>\$ 324,844</u>	<u>\$ 48,785</u>	<u>\$ (2,373)</u>	<u>\$ 443,991</u>	<u>\$ 80,302</u>	<u>\$ 46,961</u>	<u>\$ 942,510</u>
2018							
Concerts	\$ (36,205)	\$ 12,203	\$ 10,361	\$ 206,772	\$ —	\$ 32,851	\$ 225,982
Ticketing	201,914	4,753	7	143,551	85,110	1,177	436,512
Sponsorship & Advertising	283,153	1,665	2	30,779	—	—	315,599
Other and Eliminations	(18,311)	—	—	817	(5,023)	—	(22,517)
Corporate	(158,015)	26,961	(1)	4,610	—	13	(126,432)
Total	<u>\$ 272,536</u>	<u>\$ 45,582</u>	<u>\$ 10,369</u>	<u>\$ 386,529</u>	<u>\$ 80,087</u>	<u>\$ 34,041</u>	<u>\$ 829,144</u>

Adjusted Operating Income (Loss)

AOI is a non-GAAP financial measure that we define as operating income (loss) before certain stock-based compensation expense, loss (gain) on disposal of operating assets, depreciation and amortization (including goodwill impairment), amortization of non-recoupable ticketing contract advances and acquisition expenses (including transaction costs, changes in the fair value of accrued acquisition-related contingent consideration obligations, and acquisition-related severance and compensation). We use AOI to evaluate the performance of our operating segments. We believe that information about AOI assists investors by allowing them to evaluate changes in the operating results of our portfolio of businesses separate from non-operational factors that affect net income (loss), thus providing insights into both operations and the other factors that affect reported results. AOI is not calculated or presented in accordance with GAAP. A limitation of the use of AOI as a performance measure is that it does not reflect the periodic costs of certain amortizing assets used in generating revenue in our business. Accordingly, AOI should be considered in addition to, and not as a substitute for, operating income (loss), net income (loss), and other measures of financial performance reported in accordance with GAAP. Furthermore, this measure may vary among other companies; thus, AOI as presented herein may not be comparable to similarly titled measures of other companies.

AOI Margin

AOI margin is a non-GAAP financial measure that we calculate by dividing AOI by revenue. We use AOI margin to evaluate the performance of our operating segments. We believe that information about AOI margin assists investors by allowing them to evaluate changes in the operating results of our portfolio of businesses separate from non-operational factors that affect net income (loss), thus providing insights into both operations and the other factors that affect reported results. AOI margin is not calculated or presented in accordance with GAAP. A limitation of the use of AOI margin as a performance measure is that it does not reflect the periodic costs of certain amortizing assets used in generating revenue in our business. Accordingly, AOI margin should be considered in addition to, and not as a substitute for, operating income (loss) margin, and other measures of financial performance reported in accordance with GAAP. Furthermore, this measure may vary among other companies; thus, AOI margin as presented herein may not be comparable to similarly titled measures of other companies.

Constant Currency

Constant currency is a non-GAAP financial measure. We calculate currency impacts as the difference between current period activity translated using the current period's currency exchange rates and the comparable prior period's currency exchange rates. We present constant currency information to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency rate fluctuations.

Segment Operating Results

Concerts

Our Concerts segment operating results were, and discussions of significant variances are, as follows:

	Year Ended December 31,			% Change 2020 vs 2019	% Change 2019 vs 2018
	2020	2019	2018		
	<i>(in thousands)</i>				
Revenue	\$ 1,468,433	\$ 9,428,094	\$ 8,770,031	(84)%	8%
Direct operating expenses	1,222,997	7,857,437	7,340,757	(84)%	7%
Selling, general and administrative expenses	937,651	1,386,928	1,248,346	(32)%	11%
Depreciation and amortization	266,255	239,682	196,272	11%	22%
Goodwill impairment	—	—	10,500	*	*
Loss (gain) on disposal of operating assets	505	(2,490)	10,361	*	*
Operating loss	\$ (958,975)	\$ (53,463)	\$ (36,205)	*	(48)%
Operating margin	(65.3)%	(0.6)%	(0.4)%		
AOI **	\$ (638,846)	\$ 242,323	\$ 225,982	*	7%
AOI margin **	(43.5)%	2.6 %	2.6 %		

* Percentages are not meaningful.

** See “—Non-GAAP Measures” above for the definition and reconciliation of AOI and AOI margin.

Revenue

Concerts revenue decreased \$8.0 billion during the year ended December 31, 2020 as compared to the prior year primarily due to the unprecedented stoppage of our concert events globally during 2020. Due to the global COVID-19 pandemic, beginning in mid-March 2020 we ceased all of our tours, closed our venues and cancelled or postponed our festivals to support global efforts at social distancing and mitigating the virus, and to comply with restrictions put in place by various governmental entities. Concerts had incremental revenue of \$134.0 million during 2020 from acquisitions, primarily that of a merchandise business.

Operating results

The decrease in Concerts operating results for the year ended December 31, 2020 was primarily driven by the reduction in revenue caused by the global COVID-19 pandemic discussed above partially offset by cost reduction measures implemented during 2020, which have included salary reductions, hiring freezes, furloughs, and reduction or elimination of other discretionary spending along with participating in government support programs globally. Depreciation and amortization during 2020 includes \$23.2 million in impairment charges associated with revenue-generating contracts, venue management and leaseholds and client/vendor relationships intangible assets due to the impacts from the global COVID-19 pandemic. Depreciation and amortization in 2019 includes \$21.2 million in impairment charges primarily associated with revenue-generating contract intangible assets. Concerts operating results for the year ended December 31, 2020 include net operating losses of \$59.2 million related to acquisitions and new venues.

Ticketing

Our Ticketing segment operating results were, and discussions of significant variances are, as follows:

	Year Ended December 31,			% Change 2020 vs 2019	% Change 2019 vs 2018
	2020	2019	2018		
	<i>(in thousands)</i>				
Revenue	\$ 188,383	\$ 1,545,189	\$ 1,529,566	(88)%	1%
Direct operating expenses	129,433	514,169	549,265	(75)%	(6)%
Selling, general and administrative expenses	501,032	642,052	634,829	(22)%	1%
Depreciation and amortization	169,921	156,894	143,551	8%	9%
Loss (gain) on disposal of operating assets	(1)	116	7	*	*
Operating income (loss)	<u>\$ (612,002)</u>	<u>\$ 231,958</u>	<u>\$ 201,914</u>	*	15%
Operating margin	*	15.0 %	13.2 %		
AOI **	\$ (374,563)	\$ 482,356	\$ 436,512	*	11%
AOI margin **	*	31.2 %	28.5 %		

* Percentages are not meaningful.

** See “—Non-GAAP Measures” above for the definition and reconciliation of AOI and AOI margin.

Revenue

Ticketing revenue decreased \$1.4 billion during the year ended December 31, 2020 as compared to the prior year primarily due to the lack of tickets available for sale to the public driven by the unprecedented stoppage of concerts, sports and other events globally during 2020 and refunds for cancelled or rescheduled events for third-party clients due to the global COVID-19 pandemic.

Operating results

The decrease in Ticketing operating results for the year ended December 31, 2020 was primarily driven by the reduction in revenue caused by the global COVID-19 pandemic discussed above, without a proportionate reduction in direct operating expenses as credit card fees and other costs associated with processing refunds and responding to fan and ticketing client inquiries continued. This decrease was partially offset by cost reduction measures implemented during 2020, including salary reductions, hiring freezes, furloughs, and reduction or elimination of other discretionary spending along with participating in government support programs globally.

Sponsorship & Advertising

Our Sponsorship & Advertising segment operating results were, and discussions of significant variances are, as follows:

	Year Ended December 31,			% Change 2020 vs 2019	% Change 2019 vs 2018
	2020	2019	2018		
	<i>(in thousands)</i>				
Revenue	\$ 203,676	\$ 590,274	\$ 503,968	(65)%	17%
Direct operating expenses	52,517	114,326	92,494	(54)%	24%
Selling, general and administrative expenses	75,669	112,594	97,540	(33)%	15%
Depreciation and amortization	30,617	33,084	30,779	(7)%	7%
Loss on sale of operating assets	—	—	2	*	*
Operating income	\$ 44,873	\$ 330,270	\$ 283,153	(86)%	17%
Operating margin	22.0 %	56.0 %	56.2 %		
AOI **	\$ 81,910	\$ 366,098	\$ 315,599	(78)%	16%
AOI margin **	40.2 %	62.0 %	62.6 %		

* Percentages are not meaningful.

** See “—Non-GAAP Measures” above for the definition and reconciliation of AOI and AOI margin.

Revenue

Sponsorship & Advertising revenue decreased \$386.6 million during the year ended December 31, 2020 as compared to the prior year primarily due to a reduction in sponsorship revenue associated with our venues, festivals and lack of online activity as ticket sales declined driven by the unprecedented stoppage of events beginning in mid-March of 2020 due to the global COVID-19 pandemic.

Operating results

The decreased operating income for the year ended December 31, 2020 was primarily driven by the reduction in revenue discussed above along with higher fulfillment costs on certain sponsorship programs. This decrease was partially offset by cost reduction measures implemented during 2020, including salary reductions, hiring freezes, furloughs, and reduction or elimination of other discretionary spending along with participating in government support programs globally.

Consolidated Results of Operations

	Year Ended December 31,					% Change		% Change
	2020			2019	2018	2020 vs 2019		2019 vs 2018
	As Reported	Currency Impacts	Constant Currency** (in thousands)	As Reported	As Reported	As Reported	Constant Currency	As Reported
Revenue	\$1,861,178	\$ 12,149	\$ 1,873,327	\$ 11,547,969	\$ 10,787,800	(84)%	(84)%	7%
Operating expenses:								
Direct operating expenses	1,402,400	13,671	1,416,071	8,467,182	7,967,932	(83)%	(83)%	6%
Selling, general and administrative expenses	1,524,342	733	1,525,075	2,145,486	1,997,028	(29)%	(29)%	7%
Depreciation and amortization	485,025	345	485,370	443,991	386,529	9%	9%	15%
Loss (gain) on disposal of operating assets	503	(10)	493	(2,373)	10,369	*	*	*
Corporate expenses	102,100	(12)	102,088	168,839	153,406	(40)%	(40)%	10%
Operating income (loss)	(1,653,192)	<u>\$ (2,578)</u>	<u>\$ (1,655,770)</u>	324,844	272,536	*	*	19%
Operating margin	(88.8)%		(88.4)%	2.8 %	2.5 %			
Interest expense	226,832			157,521	140,976			
Interest income	(11,737)			(14,406)	(8,961)			
Equity in losses (earnings) of nonconsolidated affiliates	5,458			(5,457)	(2,747)			
Other expense (income), net	(17,080)			2,082	12,163			
Income (loss) before income taxes	(1,856,665)			185,104	131,105			
Income tax expense (benefit)	(28,875)			66,892	40,765			
Net income (loss)	(1,827,790)			118,212	90,340			
Net income (loss) attributable to noncontrolling interests	(103,255)			48,323	30,091			
Net income (loss) attributable to common stockholders of Live Nation	<u>\$ (1,724,535)</u>			<u>\$ 69,889</u>	<u>\$ 60,249</u>			

* Percentages are not meaningful.

** See “—Non-GAAP Measures” above for definition of constant currency.

Corporate

Corporate expenses decreased \$66.7 million, or 40%, during the year ended December 31, 2020 as compared to the prior year primarily due to cost reduction efforts implemented during 2020, including salary reductions, with salaries for senior executives reduced by up to 60%. Additional cost reduction efforts include hiring freezes, reduction in the use of contractors, furloughs, and reduction or elimination of other discretionary spending, including, among other things, travel and entertainment and repairs and maintenance.

Interest expense

Interest expense increased \$69.3 million, or 44%, during the year ended December 31, 2020 as compared to the prior year due to additional interest costs from the issuance of our 4.75% senior notes in October 2019, the issuance of our 2.0% convertible senior notes in February 2020 and the issuance of our 6.5% senior secured notes in May 2020. These additional costs were partially offset by interest cost reductions realized from the October 2019 redemption of our 5.375% senior notes and amendment to our senior secured credit facility.

Our debt balances, excluding unamortized debt discounts and issuance costs, were \$5.0 billion and \$3.4 billion as of December 31, 2020 and 2019, respectively.

Income taxes

For the year ended December 31, 2020, we had a net tax benefit of \$28.9 million on losses before income taxes of \$1.9 billion compared to a net tax expense of \$66.9 million on income before income taxes of \$185.1 million for 2019. In 2020, the net income tax benefit consisted of \$16.4 million related to United States federal income taxes, \$12.8 million related to foreign entities partially offset by \$0.3 million tax expense related to state and local income taxes. The net decrease in tax expense of \$95.8 million is due primarily to lower pre-tax income or higher pre-tax losses in taxable jurisdictions.

Net income (loss) attributable to noncontrolling interests

Net income (loss) attributable to noncontrolling interests was a loss of \$103.3 million during the year ended December 31, 2020 as compared to income of \$48.3 million in the prior year primarily due to lower operating results from certain concert and festival promotion businesses driven by postponed and cancelled events during 2020 due to the global COVID-19 pandemic.

Liquidity and Capital Resources

In response to the impact that the global COVID-19 pandemic has had on our business, and the uncertainty of the duration of current conditions globally, we have taken certain actions to strengthen our liquidity position and preserve our capital resources.

In April 2020, we amended our senior secured credit facility to provide an incremental \$130 million revolving credit facility. We further amended our senior secured credit facility in July 2020, which, among other things, substitutes our net leverage covenant with a \$500 million liquidity covenant (as defined in the agreement) until the earlier of (a) December 31, 2021 and (b) at our election, any fiscal quarter prior to December 31, 2021. In February 2020, we issued \$400 million principal amount of 2.0% convertible senior notes due 2025 and in May 2020 we issued \$1.2 billion principal amount of 6.5% senior secured notes due 2027. In January 2021, we issued \$500 million principal amount of 3.75% senior secured notes due 2028. As a result, we believe that these amendments and additional debt issuances will allow us the flexibility to manage our business through the disruption we experienced in 2020 and expect to experience in 2021.

Our cash is centrally managed on a worldwide basis. Our primary short-term liquidity needs are to fund general working capital requirements, capital expenditures and debt service requirements while our long-term liquidity needs are primarily related to acquisitions and debt repayment. Our primary sources of funds for our short-term liquidity needs will be cash flows from operations and borrowings under our amended senior secured credit facility, while our long-term sources of funds will be from cash flows from operations, long-term bank borrowings and other debt or equity financings. We may from time to time engage in open market purchases of our outstanding debt securities or redeem or otherwise repay such debt.

Our balance sheet reflects cash and cash equivalents of \$2.5 billion for both December 31, 2020 and 2019. Included in the December 31, 2020 and 2019 cash and cash equivalents balances are \$673.5 million and \$837.7 million, respectively, of cash received that includes the face value of tickets sold on behalf of our ticketing clients and their share of service charges, which we refer to as client cash. We generally do not utilize client cash for our own financing or investing activities as the amounts are payable to clients on a regular basis. Our foreign subsidiaries held approximately \$836.2 million in cash and cash equivalents, excluding client cash, at December 31, 2020. We generally do not repatriate these funds, but if we did, we would need to accrue and pay United States state income taxes as well as any applicable foreign withholding or transaction taxes on future repatriations. We may from time to time enter into borrowings under our revolving credit facility. If the original maturity of these borrowings is 90 days or less, we present the borrowings and subsequent repayments on a net basis in the statement of cash flows to better represent our financing activities. Our balance sheet reflects total net debt of \$4.9 billion and \$3.3 billion at December 31, 2020 and 2019, respectively. Our weighted-average cost of debt, excluding unamortized debt discounts and debt issuance costs on our term loans and notes, was 4.4% at December 31, 2020.

Our cash and cash equivalents are held in accounts managed by third-party financial institutions and consist of cash in our operating accounts and invested cash. Cash held in non-interest-bearing and interest-bearing operating accounts in many cases exceeds the Federal Deposit Insurance Corporation insurance limits. The invested cash is in interest-bearing funds consisting primarily of bank deposits and money market funds. While we monitor cash and cash equivalents balances in our operating accounts on a regular basis and adjust the balances as appropriate, these balances could be impacted if the underlying financial institutions fail. To date, we have experienced no loss or lack of access to our cash and cash equivalents; however, we can provide no assurances that access to our cash and cash equivalents will not be impacted by adverse conditions in the financial markets, including those resulting from the global COVID-19 pandemic.

For our Concerts segment, we often receive cash related to ticket revenue in advance of the event, which is recorded in deferred revenue until the event occurs. In the United States, this cash is largely associated with events in our owned or operated venues, notably amphitheaters, festivals, theaters and clubs. Internationally, this cash is from a combination of both events in our owned or operated venues, as well as events in third-party venues associated with our promoter's share of tickets in allocation markets. We do not otherwise generally hold cash for events being held in third-party venues. In the United States, most venues traditionally hold all the cash, and internationally either the venue holds all the cash or holds the portion of the cash associated with their ticket allocation. With the exception of some upfront costs and artist advances, which are recorded in prepaid expenses until the event occurs, we pay the majority of event-related expenses at or after the event. Artists are paid when the event occurs under one of several different formulas, which may include fixed guarantees and/or a percentage of ticket sales or event profits, net of any advance they have received. When an event is cancelled, any cash held in deferred revenue is reclassified to accrued expenses as those funds are typically refunded to the fan within 30 days of event cancellation. In certain markets, we are offering fans an incentive to receive a voucher for a future ticket purchase to one of our events in lieu of receiving a refund for a cancelled event. Where a fan has elected to receive the incentive voucher, the cash from the original ticket purchase remains in deferred revenue. When a show is rescheduled, fans have the ability to request a refund if they do not want to attend the event on the new date, although historically we have had low levels of refund requests for rescheduled events.

We view our available cash as cash and cash equivalents, less ticketing-related client cash, less event-related deferred revenue, less accrued expenses due to artists and cash collected on behalf of others, plus event-related prepaid expenses. This is essentially our cash available to, among other things, repay debt balances, make acquisitions, pay artist advances and finance capital expenditures.

Our intra-year cash fluctuations are impacted by the seasonality of our various businesses. Examples of seasonal effects include our Concerts segment, which reports the majority of its revenue in the second and third quarters. Cash inflows and outflows depend on the timing of event-related payments but the majority of the inflows generally occur prior to the event. Due to the unprecedented stoppage of our concert events globally beginning in mid-March due to the global COVID-19 pandemic, we did not experience our typical seasonality trends in 2020. See "—Seasonality" below. We believe that we have sufficient financial flexibility to fund these fluctuations and to access the global capital markets on satisfactory terms and in adequate amounts, although there can be no assurance that this will be the case, and capital could be less accessible and/or more costly given current economic conditions, including those resulting from the global COVID-19 pandemic. We expect cash flows from operations and borrowings under our amended senior secured credit facility, along with other financing alternatives, to satisfy working capital requirements, capital expenditures and debt service requirements for at least the succeeding year.

We may need to incur additional debt or issue equity to make other strategic acquisitions or investments. There can be no assurance that such financing will be available to us on acceptable terms or at all. We may make significant acquisitions in the near term, subject to limitations imposed by our financing agreements and market conditions.

The lenders under our revolving loans and counterparty to our interest rate hedge agreement consists of banks and other third-party financial institutions. While we currently have no indications or expectations that such lenders will be unable to fund their commitments as required, we can provide no assurances that future funding availability will not be impacted by adverse conditions in the financial markets, including those resulting from the global COVID-19 pandemic. Should an individual lender default on its obligations, the remaining lenders would not be required to fund the shortfall, resulting in a reduction in the total amount available to us for future borrowings, but would remain obligated to fund their own commitments. Should the counterparty to our interest rate hedge agreement default on its obligation, we could experience higher interest rate volatility during the period of any such default.

Fourth Quarter Results of Operations (Unaudited)

	December 31,	
	2020	2019
	<i>(in thousands)</i>	
Revenue	\$ 237,383	\$ 2,889,448
Operating loss	\$ (388,014)	\$ (82,920)
Net loss	\$ (463,826)	\$ (136,639)
Net loss attributable to common stockholders of Live Nation	\$ (443,332)	\$ (159,947)
Basic net loss available to common stockholders of Live Nation	\$ (436,197)	\$ (185,311)
Diluted net loss available to common stockholders of Live Nation	\$ (436,197)	\$ (185,311)
Basic and diluted net loss per common share available to common stockholders of Live Nation	(2.04)	(0.88)

Sources of Cash

During 2020, we amended our senior secured credit facility, issued \$1.2 billion principal amount of 6.5% senior secured notes due 2027 and issued \$400 million principal amount of 2.0% convertible senior notes due 2025. A portion of the proceeds were used to pay transaction fees of approximately \$35.5 million, leaving approximately \$1.6 billion for general corporate purposes.

In January 2021, we issued \$500 million principal amount of 3.75% senior secured notes due 2028. Interest on the notes is payable semi-annually in cash in arrears on January 15 and July 15 of each year beginning on July 15, 2021, and will mature on January 15, 2028. The proceeds were used to pay estimated fees of \$8.0 million and repay \$75.0 million aggregate principal amount of our senior secured term loan B facility, leaving approximately \$417.0 million for general corporate purposes, including acquisitions and organic investment opportunities.

Amended Senior Secured Credit Facility

Information regarding our amended senior secured credit facility can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data—Note 5—Long-Term Debt.

6.5% Senior Secured Notes Due 2027

Information regarding our 6.5% senior secured notes due 2027 can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data —Note 5—Long-Term Debt.

4.75% Senior Notes Due 2027

Information regarding our 4.75% senior notes due 2027 can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data—Note 5—Long-Term Debt.

4.875% Senior Notes Due 2024

Information regarding our 4.875% senior notes due 2024 can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data—Note 5—Long-Term Debt.

5.625% Senior Notes Due 2026

Information regarding our 5.625% senior notes due 2026 can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data—Note 5—Long-Term Debt.

3.75% Senior Secured Notes Due 2028

Information regarding our 3.75% senior secured notes due 2028 can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data —Note 16—Subsequent Events.

2.5% Convertible Senior Notes Due 2023

Information regarding our 2.5% convertible senior notes due 2023 can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data—Note 5—Long-Term Debt.

2.0% Convertible Senior Notes Due 2025

Information regarding our 2.0% convertible senior notes due 2025 can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data—Note 5—Long-Term Debt.

Extinguishment of Debt

Information regarding extinguishment of our debt in October 2019 and March 2018 can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data—Note 5—Long-Term Debt.

Debt Covenants

Information regarding our debt covenants can be found in Part II —Financial Information —Item 8.—Financial Statements and Supplementary Data—Note 5—Long-Term Debt.

Uses of Cash***Acquisitions***

When we make acquisitions, the acquired entity may have cash at the time of acquisition. All amounts related to the use of cash for acquisitions discussed in this section are presented net of any cash acquired. During 2020, we used \$41.1 million of cash primarily for the acquisitions of a festival promotion business and a venue management business, both located in the United States. As of the date of acquisition, the acquired businesses had a total of \$77.4 million of cash on their balance sheets, primarily related to deferred revenue for future events.

During 2019, we used \$235.1 million of cash primarily for the acquisitions of venue management and concert promotion businesses located in Canada, Belgium and the United States. As of the date of acquisition, the acquired businesses had a total of \$74.7 million of cash on their balance sheets, primarily related to deferred revenue for future events.

Purchases and Sales of Noncontrolling Interests, net

In 2020, we used \$106.2 million of cash primarily for the acquisitions of the remaining or additional interest in festival promotion businesses located in the United States and Brazil.

Capital Expenditures

Venue and ticketing operations are capital intensive businesses, requiring continual investment in our existing venues and ticketing systems in order to address fan and artist expectations, technological industry advances and various federal, state and/or local regulations.

We categorize capital outlays between maintenance capital expenditures and revenue generating capital expenditures. Maintenance capital expenditures are associated with the renewal and improvement of existing venues and technology systems, web development and administrative offices. Revenue generating capital expenditures generally relate to the construction of new venues, major renovations to existing buildings or buildings that are being added to our venue network, the development of new ticketing tools and technology enhancements. Revenue generating capital expenditures can also include smaller projects whose purpose is to increase revenue and/or improve operating income. Capital expenditures typically increase during periods when our venues are not in operation since that is the time that such improvements can be completed.

Our capital expenditures, including accruals for amounts incurred but not yet paid for but net of expenditures funded by outside parties such as landlords and noncontrolling interest partners or replacements funded by insurance proceeds, consisted of the following:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Maintenance capital expenditures	\$ 65,111	\$ 150,896	\$ 135,022
Revenue generating capital expenditures	126,445	164,708	115,667
Total capital expenditures	<u>\$ 191,556</u>	<u>\$ 315,604</u>	<u>\$ 250,689</u>

Maintenance capital expenditures for 2020 decreased from the prior year primarily due to a reduction in leasehold improvements of certain office facilities, venue-related projects and technology enhancements as part of our cash savings initiatives implemented in connection with the global COVID-19 pandemic.

Revenue generating capital expenditures for 2020 decreased from the prior year primarily due to lower spending in our amphitheater venues and a reduction in technology-related projects as part of our cash savings initiatives implemented in connection with the global COVID-19 pandemic.

For the years ended December 31, 2020, 2019 and 2018, \$17.9 million, \$22.0 million and \$11.6 million, respectively, of insurance proceeds and landlord or noncontrolling interest partner reimbursements have been excluded from capital expenditures in the table above.

We currently expect capital expenditures to be approximately \$150 million for the year ending December 31, 2021.

Contractual Obligations and Commitments

Firm Commitments

In addition to the scheduled maturities on our debt and operating lease liabilities, we have future cash obligations under various types of contracts. We lease office space, certain equipment and many of the venues used in our concert operations under long-term operating leases. Some of our lease agreements contain renewal options and annual rental escalation clauses (generally tied to the consumer price index), as well as provisions for our payment of utilities and maintenance. We also have minimum payments associated with non-cancelable contracts related to our operations, such as artist guarantees and client ticketing agreements. As part of our ongoing capital projects, we will enter into construction-related commitments for future capital expenditure work. The scheduled maturities discussed below represent contractual obligations as of December 31, 2020 and thus do not represent all expected expenditures for those periods.

The scheduled maturities of our outstanding long-term debt (excluding unamortized debt discounts and issuance costs), scheduled maturities of operating lease liabilities, minimum payments under other non-cancelable contracts, capital expenditure commitments and expected payments of contingent and deferred consideration liabilities as of December 31, 2020 are as follows:

	Payments Due by Period				
	Total	2021	2022-2023	2024-2025	2026 and thereafter
	<i>(in thousands)</i>				
Long-term debt obligations, including current maturities: ⁽¹⁾					
Term loans and revolving credit facility	\$ 938,125	\$ 9,500	\$ 19,000	\$ 19,000	\$ 890,625
6.5% senior secured notes due 2027	1,200,000	—	—	—	1,200,000
4.75% senior notes due 2027	950,000	—	—	—	950,000
4.875% senior notes due 2024	575,000	—	—	575,000	—
5.625% senior notes due 2026	300,000	—	—	—	300,000
2.5% convertible senior notes due 2023 ⁽²⁾	550,000	—	550,000	—	—
2.0% convertible senior notes due 2025 ⁽³⁾	400,000	—	—	400,000	—
Other long-term debt	125,226	43,915	43,501	32,183	5,627
Estimated interest payments ⁽⁴⁾	1,224,987	221,313	423,932	365,183	214,559
Operating lease liabilities	2,400,679	192,413	396,427	354,870	1,456,969
Non-cancelable contracts	2,407,265	1,456,136	672,501	128,454	150,174
Capital expenditures	42,214	11,005	2,057	2,048	27,104
Contingent and deferred consideration	65,608	39,207	14,076	7,678	4,647
Uncertain income tax positions ⁽⁵⁾	—	—	—	—	—
Total	\$ 11,179,104	\$ 1,973,489	\$ 2,121,494	\$ 1,884,416	\$ 5,199,705

⁽¹⁾ Does not include \$500 million principal amount of 3.75% senior secured notes due 2028 issued in January 2021.

⁽²⁾ On or after December 15, 2022, holders may convert their 2.5% convertible senior notes.

⁽³⁾ On or after November 15, 2024, holders may convert their 2.0% convertible senior notes.

⁽⁴⁾ Does not include interest on the delayed draw term loan A or revolving credit facility as the balances were zero as of December 31, 2020.

⁽⁵⁾ Does not include \$0.6 million of uncertain tax positions due to the unpredictable timing of the future payments.

Guarantees of Third-Party Obligations

As of December 31, 2020 and 2019, we guaranteed the debt of third parties of approximately \$12.1 million and \$16.5 million, respectively, primarily related to maximum credit limits on employee and tour-related credit cards, obligations of a nonconsolidated affiliate and obligations under a venue management agreement.

Cash Flows

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Cash provided by (used in):			
Operating activities	\$ (1,083,388)	\$ 469,783	\$ 941,586
Investing activities	\$ (224,062)	\$ (691,000)	\$ (496,909)
Financing activities	\$ 1,350,082	\$ 328,889	\$ 188,784

Operating Activities

Cash provided by operating activities decreased \$1.6 billion for the year ended December 31, 2020 as compared to the prior year primarily due to lower cash-related income during 2020 resulting from the cessation of our concert events, and the related rescheduling of shows to 2021, beginning in mid-March in response to the global COVID-19 pandemic.

Investing Activities

Cash used in investing activities decreased \$466.9 million for the year ended December 31, 2020 as compared to the prior year primarily due to fewer acquisitions, less cash paid for capital expenditures and an increase in collections of notes receivable. See “—Uses of Cash” above for further discussion.

Financing Activities

Cash provided by financing activities increased \$1.0 billion for the year ended December 31, 2020 as compared to the prior year primarily due to higher net proceeds in 2020 from debt issuances. See “—Sources of Cash” above for further discussion.

Seasonality

Information regarding the seasonality of our business can be found in Part II—Financial Information—Item 8.—Financial Statements and Supplementary Data—Note 1—The Company and Summary of Significant Accounting Policies.

Market Risk

We are exposed to market risks arising from changes in market rates and prices, including movements in foreign currency exchange rates and interest rates.

Foreign Currency Risk

We have operations in countries throughout the world. The financial results of our foreign operations are measured in their local currencies. Our foreign subsidiaries also carry certain net assets or liabilities that are denominated in a currency other than that subsidiary’s functional currency. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the foreign markets in which we have operations. Currently, we do not have significant operations in any hyper-inflationary countries. Our foreign operations reported an operating loss of \$355.2 million for the year ended December 31, 2020. We estimate that a 10% change in the value of the United States dollar relative to foreign currencies would change our operating income for the year ended December 31, 2020 by \$35.5 million. As of December 31, 2020, our most significant foreign exchange exposure included the Euro, British Pound, Australian Dollar and Canadian Dollar. This analysis does not consider the implication such currency fluctuations could have on the overall economic conditions of the United States or other foreign countries in which we operate or on the results of operations of our foreign entities. In addition, the reported carrying value of our assets and liabilities, including the total cash and cash equivalents held by our foreign operations, will also be affected by changes in foreign currency exchange rates.

We primarily use forward currency contracts, in addition to options, to reduce our exposure to foreign currency risk associated with short-term artist fee commitments. We also may enter into forward currency contracts to minimize the risks and/or costs associated with changes in foreign currency rates on forecasted operating income. At December 31, 2020, we had forward currency contracts outstanding with a notional amount of \$42.0 million.

Interest Rate Risk

Our market risk is also affected by changes in interest rates. We had \$5.0 billion of total debt, excluding unamortized debt discounts and issuance costs, outstanding as of December 31, 2020. Of the total amount, we had \$4.5 billion of fixed-rate debt and \$0.5 billion of floating-rate debt.

Based on the amount of our floating-rate debt as of December 31, 2020, each 25-basis point increase or decrease in interest rates would increase or decrease our annual interest expense and cash outlay by approximately \$1.2 million. This potential increase or decrease is based on the simplified assumption that the level of floating-rate debt remains constant with an immediate across-the-board increase or decrease as of December 31, 2020 with no subsequent change in rates for the remainder of the period.

In January 2020, we entered into an interest rate swap agreement that is designated as a cash flow hedge for accounting purposes to effectively convert a portion of our floating-rate debt to a fixed-rate basis. The swap agreement expires in October 2026, has a notional amount of \$500.0 million and ensures that a portion of our floating-rate debt does not exceed 3.397%.

Recent Accounting Pronouncements

Information regarding recently issued and adopted accounting pronouncements can be found in Item 8.—Financial Statements and Supplementary Data—Note 1—The Company and Summary of Significant Accounting Policies.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements in conformity with GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenue and expenses during the reporting period. On an ongoing basis, we evaluate our estimates that are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The result of these evaluations forms the basis for making judgments about the carrying values of assets and liabilities and the reported amount of revenue and expenses that are not readily apparent from other sources. Because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such difference could be material. Management believes that the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. The following narrative describes these critical accounting estimates, the judgments and assumptions and the effect if actual results differ from these assumptions where applicable.

Consolidation

Typically we consolidate entities in which we own more than 50% of the voting common stock and control operations and also VIEs for which we are the primary beneficiary. Investments in nonconsolidated affiliates in which we own more than 20% of the voting common stock or otherwise exercise significant influence over operating and financial policies, but not control of the nonconsolidated affiliate, are accounted for using the equity method of accounting. Investments in nonconsolidated affiliates in which we own less than 20% of the voting common stock and do not exercise significant influence over operating and financial policies are accounted for at fair value unless the investment does not have a readily determinable fair value in which case the investment is accounted for at cost less any impairment. Intercompany accounts among the consolidated businesses have been eliminated in consolidation. Net income (loss) attributable to noncontrolling interests is reflected in the statements of operations for consolidated affiliates.

Business Combinations

We account for our business combinations under the acquisition method of accounting. Identifiable assets acquired, liabilities assumed and any noncontrolling interest in the acquiree are recognized and measured as of the acquisition date at fair value. Additionally, contingent consideration is recorded at fair value on the acquisition date and classified as a liability. Goodwill is recognized to the extent by which the aggregate of the acquisition-date fair value of the consideration transferred and any noncontrolling interest in the acquiree exceeds the recognized basis of the identifiable assets acquired, net of assumed liabilities. Determining the fair value of assets acquired, liabilities assumed and noncontrolling interest requires management's judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash flows, discount rates and asset lives among other items.

Intangibles

We test for possible impairment of definite-lived intangible assets whenever events or circumstances change, such as a current period operating cash flow loss combined with a history of, or projections of, operating cash flow losses or a significant adverse change in the manner in which the asset is intended to be used, which could indicate that the carrying amount of the asset may not be recoverable.

We test for possible impairment of indefinite-lived intangible assets on at least an annual basis. Based on facts and circumstances, we perform either a qualitative or a quantitative assessment for impairment. If a qualitative assessment is performed, and the existence of events and circumstances indicate that it is more likely than not that an indefinite-lived intangible asset is impaired, we perform the quantitative impairment test by comparing the fair value with the carrying amount.

When performing quantitative assessments for impairment of our definite-lived and indefinite-lived intangible assets, we compare the estimated undiscounted future cash flows related to the asset or asset group to the carrying amount of those assets or asset group. If the carrying value is greater than the estimated undiscounted future cash flows, the cost basis of the asset or asset group is reduced to reflect the current fair value. We use various assumptions in determining the current fair value of these definite-lived and indefinite-lived intangible assets, including future expected cash flows, discount rates and royalty rates as well as other fair value measures. Our impairment loss calculations require us to apply judgment in estimating future cash flows, including forecasting useful lives of the assets and selecting the discount rate that reflects the risk inherent in future cash flows.

If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be exposed to future impairment losses that could be material to our results of operations.

Goodwill

We currently have seven reporting units with goodwill balances: International Concerts, North America Concerts, Artist Management and Artist Services (non-management) within the Concerts segment; Sponsorship & Advertising; and International Ticketing and North America Ticketing within the Ticketing segment.

We test goodwill for impairment in any period when an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount or when we change our reporting units. The rapid and severe impacts of the global COVID-19 pandemic, and more specifically the need to support global social distancing efforts, mitigate the spread of the virus, and comply with restrictions put in place by various governmental entities, led to our decision to stop all tours and close our venues beginning in mid-March. As such actions have a material impact on our cash flows during the suspension of operations, we performed qualitative and sensitivity reviews in all three interim quarters of 2020 to assess whether we believed these actions caused the fair value of any of our reporting units to fall below its carrying value. The result of these interim assessments was a conclusion that no conditions existed that would more likely than not reduce the fair value of any of our reporting units below its carrying amount and therefore that we did not believe that our goodwill was impaired.

We review goodwill for impairment annually, as of October 1, using a two-step process. The first step of the process is a qualitative evaluation as to whether it is more likely than not that the fair value of any of our reporting units is less than its carrying value using an assessment of relevant events and circumstances. Examples of such events and circumstances include historical financial performance, industry and market conditions, macroeconomic conditions, reporting unit-specific events, historical results of goodwill impairment testing, and the timing of the last performance of a quantitative assessment.

If any reporting units are concluded to be more likely than not impaired, or if that conclusion cannot be determined qualitatively, a second step is performed for that reporting unit. Regardless, it is our policy that all reporting units undergo a second step at least once every five years to support our annual qualitative first step. This second step, used to quantitatively screen for potential impairment and measure the impairment, if any, compares the fair value of the reporting unit with its carrying amount, including goodwill. Inherent in such fair value determinations are certain judgments and estimates relating to future cash flows, including our interpretation of current economic indicators and market valuations, and assumptions about our strategic plans with regard to our operations. Due to the uncertainties associated with such estimates, actual results could differ from such estimates. If the reporting unit's carrying value exceeds its fair value, the excess of the carrying value over the fair value is recorded as an impairment to goodwill. If a reporting unit's carrying value is negative, the reporting unit passes the impairment test. In this case, we will disclose the amount of goodwill allocated to that reporting unit and disclose which reportable segment the reporting unit is included in.

In both steps, discount rates, market multiples and sensitivity tests are derived and/or computed with the assistance of external valuation consultants. In addition, we perform sensitivity analyses for all reporting units either during the first or the second step of the process to assist in the evaluation. Generally, we test for sensitivities to discount rates, revenue and terminal growth rates, and market multiples, which are the most significant assumptions.

In developing fair values for our reporting units, we may employ a discounted cash flow or a market multiple methodology, or a combination thereof. The discounted cash flow methodology establishes fair value by estimating the present value of the projected future cash flows to be generated from the reporting unit. The discount rate applied to the projected future cash flows to arrive at the present value is intended to reflect all risks of ownership and the associated risks of realizing the stream of projected future cash flows. The discounted cash flow methodology uses our estimates of future financial performance. The most significant assumptions used in the discounted cash flow methodology are the discount rate and expected future revenue, which vary among reporting units.

The market multiple methodology compares us to similar companies on the basis of risk characteristics to determine our risk profile relative to those companies as a group. This analysis generally focuses on both quantitative considerations, which include financial performance and other quantifiable data, and qualitative considerations, which include any factors which are expected to impact future financial performance. The most significant assumptions affecting the market multiple methodology are the market multiples used on projected future cash flows and market participant acquisition premium. A market participant acquisition premium represents the additional value a buyer would pay to obtain control of the respective reporting unit because having control would lead to higher cash flows, lower cost of capital or both. In 2020, both in the interim qualitative reviews and as part of the October 1 annual review, market multiples were not incorporated into our assessments as our current financial metrics do not support use of the market approach as a corroborating approach. When our business resumes and stabilizes, we will reincorporate the market approach into our fair value methodology.

In 2020 as part of our annual impairment test, four of our reporting units with goodwill were assessed under the first qualitative step. Three of these four of the reporting units did not advance to the second step. These reporting units had no increases in discount rate and considerable excess of fair value over their carrying value in the most recent quantitative tests. Further review of these reporting units with sensitivity tests did not change our first step conclusions.

The North American Concerts reporting unit advanced to the second step because it was unclear whether its fair value would exceed its carrying value primarily due to the loss of revenue resulting from the current cessation of concerts and an increase in its carrying value. The excess of fair value over carrying value for this reporting unit was approximately 35%. Therefore, we concluded goodwill for this reporting unit was not impaired. Sensitivity tests showed that a 150-basis point change in the discount rate, or a 66% decline in the long-term revenue growth rate, or a 13% decline in the margin was needed to change the conclusion.

The three remaining reporting units went straight to the second step as part of our policy to perform a quantitative test at least every five years to support future first step qualitative reviews. The results of these quantitative tests continued to support a healthy amount of excess fair value over carrying value.

Further, we performed an October 1, 2020 market capitalization reconciliation at a stock price of \$53.74 which yielded implied premiums of 4.0% and 6.0% for business enterprise value and equity, respectively, which suggests conservative internal forecasts versus the market.

If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be exposed to future impairment losses that could be material to our results of operations.

Given the results of the tests performed, although we cannot predict future performance or market conditions, we do not currently believe any of our reporting units are at risk of failing the second step in the near future.

Revenue Recognition

Revenue from the promotion or production of an event is recognized when the show occurs. Revenue collected in advance of the event is recorded as deferred revenue until the event occurs. Revenue collected from sponsorship agreements, which is not related to a single event, is classified as deferred revenue and recognized over the term of the agreement or operating season as the benefits are provided to the sponsor.

Revenue from our ticketing operations primarily consists of our share of convenience and order processing fees charged at the time a ticket for an event is sold in either the primary or secondary markets. We act as an agent on behalf of our clients and therefore do not record the face value of the tickets as revenue. For tickets sold for our concert and festival events, where our concert promoters control ticketing, revenue is recognized when the show occurs. Revenue for these ticket service charges collected in advance of the event is recorded as deferred revenue until the event occurs and these service charges are shared between our Ticketing and Concerts segments. For tickets sold for events of our third-party clients and secondary market sales, this revenue is recognized at the time of the sale and is recorded by our Ticketing segment.

We account for taxes that are externally imposed on revenue producing transactions on a net basis, as a reduction of revenue.

Litigation Accruals

We are currently involved in certain legal proceedings and, as required, have accrued our estimate of the probable costs for the resolution of these claims. Management's estimates used have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in our assumptions or the effectiveness of our strategies related to these proceedings.

Income Taxes

We account for income taxes using the liability method in accordance with the FASB guidance for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting bases and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax asset or liability is expected to be realized or settled. Deferred tax assets are reduced by valuation allowances if we believe it is more likely than not that some portion or the entire asset will not be realized. As almost all earnings from our continuing foreign operations are permanently reinvested and not distributed, our income tax provision does not include additional United States state taxes and foreign withholding or transaction taxes on those foreign earnings that would be incurred if they were distributed. It is not practicable to determine the amount of state and foreign income taxes, if any, that might become due in the event that any remaining available cash associated with these earnings were distributed.

The FASB guidance for income taxes prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is more likely than not to be realized upon ultimate settlement.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Required information is within Item 7.— Management's Discussion and Analysis of Financial Condition and Results of Operations—Market Risk.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Live Nation Entertainment, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Live Nation Entertainment, Inc. (the Company) as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2020, and the related notes and financial statement schedule listed in the index at Item 15(a)2 (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated March 1, 2021, expressed an unqualified opinion thereon.

Adoption of New Accounting Standard

As discussed in Note 1 to the consolidated financial statements, the Company changed its method of accounting for leases in 2019.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

Goodwill - North America Concerts Reporting Unit

Description of the Matter

At December 31, 2020, the goodwill recorded in the North America Concerts reporting unit was \$287 million. As discussed in Note 1 to the consolidated financial statements, goodwill is tested by the Company's management for impairment at least annually at the reporting unit level.

Auditing the Company's annual goodwill impairment test was complex due to the significant judgment in estimating the fair value of the reporting units when a quantitative assessment of fair value is performed. In particular, the North America Concerts reporting unit was evaluated using a quantitative assessment to determine whether or not goodwill was impaired. The fair value estimate for this reporting unit was sensitive to assumptions including the discount rate, revenue growth rates and EBITDA margin which are affected by expectations about future market or economic conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's goodwill impairment review process. This includes controls over management's review of the significant assumptions described above.

To test the estimated fair value of the Company's North America Concerts reporting unit, we performed audit procedures with the assistance of our valuation specialists that included, among others, assessing methodologies and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. We compared the significant assumptions used by management to current industry and economic trends. We assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the fair value of the North America Concerts reporting unit that would result from changes in the assumptions.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2005.

Los Angeles, California
March 1, 2021

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2020	2019
	<i>(in thousands, except share data)</i>	
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,537,787	\$ 2,470,362
Accounts receivable, less allowance of \$72,904 and \$50,516, respectively	486,734	994,606
Prepaid expenses	577,130	667,044
Restricted cash	8,652	3,880
Other current assets	39,465	57,007
Total current assets	3,649,768	4,192,899
Property, plant and equipment, net	1,101,414	1,117,932
Operating lease assets	1,424,223	1,402,019
Intangible assets		
Definite-lived intangible assets, net	855,600	870,141
Indefinite-lived intangible assets	369,058	368,954
Goodwill	2,129,203	1,998,498
Long-term advances	668,756	593,699
Other long-term assets	391,281	431,473
Total assets	\$ 10,589,303	\$ 10,975,615
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable, client accounts	\$ 744,096	\$ 1,005,888
Accounts payable	86,356	100,237
Accrued expenses	894,149	1,391,486
Deferred revenue	1,839,323	1,391,032
Current portion of long-term debt, net	53,415	37,795
Current portion of operating lease liabilities	107,147	121,950
Other current liabilities	72,083	59,211
Total current liabilities	3,796,569	4,107,599
Long-term debt, net	4,855,096	3,271,262
Long-term operating lease liabilities	1,445,674	1,374,481
Long-term deferred income taxes	170,759	178,173
Other long-term liabilities	182,508	130,648
Commitments and contingent liabilities		
Redeemable noncontrolling interests	272,449	449,498
Stockholders' equity		
Preferred stock—Series A Junior Participating, \$0.01 par value; 20,000,000 shares authorized; no shares issued and outstanding	—	—
Preferred stock, \$0.01 par value; 30,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.01 par value; 450,000,000 shares authorized; 218,423,061 and 214,117,644 shares issued and 218,015,037 and 213,709,620 shares outstanding in 2020 and 2019, respectively	2,145	2,113
Additional paid-in capital	2,386,790	2,245,619
Accumulated deficit	(2,676,833)	(949,334)
Cost of shares held in treasury (408,024 shares)	(6,865)	(6,865)
Accumulated other comprehensive loss	(177,009)	(145,713)
Total Live Nation stockholders' equity	(471,772)	1,145,820
Noncontrolling interests	338,020	318,134
Total equity	(133,752)	1,463,954
Total liabilities and equity	\$ 10,589,303	\$ 10,975,615

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands except share and per share data)</i>		
Revenue	\$ 1,861,178	\$ 11,547,969	\$ 10,787,800
Operating expenses:			
Direct operating expenses	1,402,400	8,467,182	7,967,932
Selling, general and administrative expenses	1,524,342	2,145,486	1,997,028
Depreciation and amortization	485,025	443,991	386,529
Loss (gain) on disposal of operating assets	503	(2,373)	10,369
Corporate expenses	102,100	168,839	153,406
Operating income (loss)	(1,653,192)	324,844	272,536
Interest expense	226,832	157,521	140,976
Interest income	(11,737)	(14,406)	(8,961)
Equity in losses (earnings) of nonconsolidated affiliates	5,458	(5,457)	(2,747)
Other expense (income), net	(17,080)	2,082	12,163
Income (loss) before income taxes	(1,856,665)	185,104	131,105
Income tax expense (benefit)	(28,875)	66,892	40,765
Net income (loss)	(1,827,790)	118,212	90,340
Net income (loss) attributable to noncontrolling interests	(103,255)	48,323	30,091
Net income (loss) attributable to common stockholders of Live Nation	\$ (1,724,535)	\$ 69,889	\$ 60,249
Basic and diluted net loss per common share available to common stockholders of Live Nation	\$ (8.12)	\$ (0.02)	\$ (0.09)
Weighted average common shares outstanding:			
Basic and diluted	212,270,944	210,082,696	207,441,468

Reconciliation to net loss available to common stockholders of Live Nation:			
Net income (loss) attributable to common stockholders of Live Nation	\$ (1,724,535)	\$ 69,889	\$ 60,249
Accretion of redeemable noncontrolling interests	1,180	(74,771)	(77,900)
Basic and diluted net loss available to common stockholders of Live Nation	\$ (1,723,355)	\$ (4,882)	\$ (17,651)

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Net income (loss)	\$ (1,827,790)	\$ 118,212	\$ 90,340
Other comprehensive income (loss), net of tax:			
Unrealized loss on cash flow hedge	(36,689)	—	—
Realized loss on cash flow hedge	5,102	—	—
Foreign currency translation adjustments	291	(482)	(36,689)
Comprehensive income (loss)	(1,859,086)	117,730	53,651
Comprehensive income (loss) attributable to noncontrolling interests	(103,255)	48,323	30,091
Comprehensive income (loss) attributable to common stockholders of Live Nation	<u>\$ (1,755,831)</u>	<u>\$ 69,407</u>	<u>\$ 23,560</u>

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
Live Nation Stockholders' Equity

	Common Shares Issued	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Cost of Shares Held in Treasury	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests
	<i>(in thousands, except share data)</i>								
Balances at December 31, 2017	206,877,037	\$ 2,069	\$ 2,374,006	\$(1,079,472)	\$ (6,865)	\$ (108,542)	\$ 236,948	\$ 1,418,144	\$ 244,727
Non-cash and stock-based compensation	—	—	45,715	—	—	—	—	45,715	—
Common stock issued under stock plans, net of shares withheld for employee taxes	434,707	4	(12,460)	—	—	—	—	(12,456)	—
Exercise of stock options, net of shares withheld for option cost and employee taxes	1,823,809	18	(24,345)	—	—	—	—	(24,327)	—
Fair value of convertible debt conversion feature, net of issuance costs	—	—	62,639	—	—	—	—	62,639	—
Repurchase of convertible debt conversion feature	28	—	(92,641)	—	—	—	—	(92,641)	—
Acquisitions	—	—	—	—	—	—	33,564	33,564	25,542
Divestitures	—	—	—	—	—	—	(6,684)	(6,684)	—
Purchases of noncontrolling interests	—	—	(8,210)	—	—	—	(4,877)	(13,087)	(10,356)
Sales of noncontrolling interests	—	—	1,410	—	—	—	(958)	452	—
Redeemable noncontrolling interests fair value adjustments	—	—	(77,799)	—	—	—	—	(77,799)	77,799
Contributions received	—	—	—	—	—	—	7,501	7,501	1,806
Cash distributions	—	—	—	—	—	—	(43,346)	(43,346)	(15,840)
Other	—	—	(106)	—	—	—	(1,969)	(2,075)	(831)
Comprehensive income (loss):									
Net income	—	—	—	60,249	—	—	23,583	83,832	6,508
Foreign currency translation adjustments	—	—	—	—	—	(36,689)	—	(36,689)	—
Balances at December 31, 2018	209,135,581	2,091	2,268,209	(1,019,223)	(6,865)	(145,231)	243,762	1,342,743	329,355
Non-cash and stock-based compensation	—	—	48,887	—	—	—	—	48,887	—
Common stock issued under stock plans, net of shares withheld for employee taxes	392,147	5	(15,357)	—	—	—	—	(15,352)	—
Exercise of stock options	910,006	9	14,095	—	—	—	—	14,104	—
Conversion of convertible debt	824,328	8	28,578	—	—	—	—	28,586	—
Acquisitions	—	—	—	—	—	—	137,981	137,981	52,373
Purchases of noncontrolling interests	—	—	(23,878)	—	—	—	(24,867)	(48,745)	(1,459)
Redeemable noncontrolling interests fair value adjustments	—	—	(74,771)	—	—	—	—	(74,771)	74,771
Contributions received	—	—	—	—	—	—	14,285	14,285	—
Cash distributions	—	—	—	—	—	—	(84,115)	(84,115)	(23,362)
Other	—	—	(144)	—	—	—	(2,179)	(2,323)	2,764
Comprehensive income (loss):									
Net income	—	—	—	69,889	—	—	33,267	103,156	15,056
Foreign currency translation adjustments	—	—	—	—	—	(482)	—	(482)	—
Balances at December 31, 2019	211,262,062	2,113	2,245,619	(949,334)	(6,865)	(145,713)	318,134	1,463,954	449,498
Cumulative effect of change in accounting principle	—	—	—	(2,964)	—	—	—	(2,964)	—
Non-cash and stock-based compensation	—	—	116,899	—	—	—	—	116,899	—
Common stock issued under stock plans, net of shares withheld for employee taxes	1,382,256	14	(37,876)	—	—	—	—	(37,862)	—
Exercise of stock options, net of shares withheld for option cost and employee taxes	1,822,670	18	20,952	—	—	—	—	20,970	—
Fair value of convertible debt conversion feature, net of issuance cost	—	—	33,347	—	—	—	—	33,347	—
Acquisitions	—	—	—	—	—	—	54,378	54,378	23,511
Divestitures	—	—	—	—	—	—	6	6	—
Purchases of noncontrolling interests	—	—	14,336	—	—	—	(3,975)	10,361	(129,652)
Sales of noncontrolling interests	—	—	(7,667)	—	—	—	39,406	31,739	—
Redeemable noncontrolling interests fair value adjustments	—	—	1,180	—	—	—	—	1,180	(1,180)

Contributions received	—	—	—	—	—	—	4,668	4,668	750
Cash distributions	—	—	—	—	—	—	(25,092)	(25,092)	(16,532)
Other	—	—	—	—	—	—	(2,731)	(2,731)	2,535
Comprehensive income (loss):									
Net loss	—	—	—	(1,724,535)	—	—	(46,774)	(1,771,309)	(56,481)
Unrealized loss on cash flow hedge	—	—	—	—	—	—	(36,689)	(36,689)	—
Realized loss on cash flow hedge	—	—	—	—	—	—	5,102	5,102	—
Foreign currency translation adjustments	—	—	—	—	—	—	291	291	—
Balances at December 31, 2020	<u>214,466,988</u>	<u>\$ 2,145</u>	<u>\$ 2,386,790</u>	<u>\$(2,676,833)</u>	<u>\$ (6,865)</u>	<u>\$ (177,009)</u>	<u>\$ 338,020</u>	<u>\$ (133,752)</u>	<u>\$ 272,449</u>

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss)	\$ (1,827,790)	\$ 118,212	\$ 90,340
Reconciling items:			
Depreciation	245,713	220,459	185,376
Amortization	239,312	223,532	201,153
Amortization of non-recoupable ticketing contract advances	47,971	80,302	80,087
Deferred income tax benefit	(37,877)	(465)	(6,247)
Amortization of debt issuance costs and discounts	32,774	24,116	20,219
Provision for uncollectible accounts receivable	43,076	27,926	26,321
Non-cash compensation expense	116,889	48,785	45,582
Unrealized changes in fair value of contingent consideration	(24,448)	6,698	14,125
Equity in losses (earnings) of nonconsolidated affiliates, net of distributions	18,280	14,152	11,693
Other, net	(16,745)	(6,027)	6,609
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:			
Decrease (increase) in accounts receivable	490,588	(159,792)	(135,429)
Decrease (increase) in prepaid expenses and other assets	141,631	(170,486)	(266,241)
Increase (decrease) in accounts payable, accrued expenses and other liabilities	(1,379,461)	(45,920)	323,459
Increase in deferred revenue	826,699	88,291	344,539
Net cash provided by (used in) operating activities	<u>(1,083,388)</u>	<u>469,783</u>	<u>941,586</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Advances of notes receivable	(56,957)	(50,035)	(90,705)
Collections of notes receivable	80,963	13,216	33,914
Investments made in nonconsolidated affiliates	(11,242)	(57,280)	(46,497)
Purchases of property, plant and equipment	(213,746)	(323,566)	(239,833)
Cash paid for acquisitions, net of cash acquired	(41,083)	(235,071)	(120,228)
Purchases of intangible assets	(8,863)	(42,261)	(35,630)
Proceeds from sale of investments in nonconsolidated affiliates	19,003	1,455	—
Other, net	7,863	2,542	2,070
Net cash used in investing activities	<u>(224,062)</u>	<u>(691,000)</u>	<u>(496,909)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from long-term debt, net of debt issuance costs	1,607,365	937,400	858,667
Payments on long-term debt including extinguishment costs	(30,987)	(437,267)	(400,396)
Contributions from noncontrolling interests	5,418	14,285	4,900
Distributions to noncontrolling interests	(41,624)	(107,476)	(59,187)
Purchases and sales of noncontrolling interests, net	(106,242)	(50,267)	(159,634)
Proceeds from exercise of stock options	30,647	14,104	22,568
Taxes paid for net share settlement of equity awards	(47,539)	(15,353)	(55,005)
Payments for deferred and contingent consideration	(66,992)	(26,537)	(18,784)
Other, net	36	—	(4,345)
Net cash provided by financing activities	<u>1,350,082</u>	<u>328,889</u>	<u>188,784</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	29,565	(11,633)	(84,080)
Net increase in cash, cash equivalents and restricted cash	72,197	96,039	549,381
Cash, cash equivalents and restricted cash at beginning of period	2,474,242	2,378,203	1,828,822
Cash, cash equivalents and restricted cash at end of period	<u>\$ 2,546,439</u>	<u>\$ 2,474,242</u>	<u>\$ 2,378,203</u>
SUPPLEMENTAL DISCLOSURE			
Cash paid during the year for:			
Interest, net of interest income	\$ 166,403	\$ 103,915	\$ 100,278
Income taxes, net of refunds	\$ 26,151	\$ 66,937	\$ 60,016

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

History

Live Nation was incorporated in Delaware on August 2, 2005 in preparation for the contribution and transfer by Clear Channel Communications, Inc. of substantially all of its entertainment assets and liabilities to us. We completed this separation on December 21, 2005 and became a publicly traded company on the New York Stock Exchange trading under the symbol “LYV.”

On January 25, 2010, we merged with Ticketmaster Entertainment LLC and it became a wholly-owned subsidiary of Live Nation. Effective with the merger, Live Nation, Inc. changed its name to Live Nation Entertainment, Inc.

Seasonality

Our Concerts and Sponsorship & Advertising segments typically experience higher revenue and operating income in the second and third quarters as our outdoor venues and festivals are primarily used in or occur from May through October. In addition, the timing of when tickets are sold and the tours of top-grossing acts can impact comparability of quarterly results year over year, although annual results may not be impacted. Our Ticketing segment revenue is impacted by fluctuations in the availability of events for sale to the public, which vary depending upon scheduling by our clients.

Cash flows from our Concerts segment typically have a slightly different seasonality as payments are often made for artist performance fees and production costs for tours in advance of the date the related event tickets go on sale. These artist fees and production costs are expensed when the event occurs. Once tickets for an event go on sale, we generally begin to receive payments from ticket sales at our owned or operated venues and festivals in advance of when the event occurs. We record these ticket sales as revenue when the event occurs. Our seasonality also results in higher balances in cash and cash equivalents, accounts receivable, prepaid expenses, accrued expenses and deferred revenue at different times in the year.

Due to the unprecedented stoppage of our concert and other events globally beginning in mid-March resulting from the global COVID-19 pandemic, we did not experience our typical seasonality trends in 2020. We cannot predict when these trends will recommence in the future.

Basis of Presentation and Principles of Consolidation

Our consolidated financial statements include all of our accounts, including our majority owned and controlled subsidiaries and VIEs for which we are the primary beneficiary. Intercompany accounts among the consolidated businesses have been eliminated in consolidation. Net income (loss) attributable to noncontrolling interests is reflected in the statements of operations.

Typically, we consolidate entities in which we own more than 50% of the voting common stock and control operations and also VIEs for which we are the primary beneficiary. Investments in nonconsolidated affiliates in which we own more than 20% of the voting common stock or otherwise exercise significant influence over operating and financial policies but not control of the nonconsolidated affiliate are accounted for using the equity method of accounting. Investments in nonconsolidated affiliates in which we own less than 20% of the voting common stock and do not exercise significant influence over operating and financial policies are accounted for at fair value unless the investment does not have a readily determinable fair value in which case the investment is accounted for at cost less any impairment.

All of our cash flow activity reflected on the consolidated statements of cash flows is presented net of any non-cash transactions so the amounts reflected may be different than amounts shown in other places in our consolidated financial statements that are based on accrual accounting and therefore include non-cash amounts. For example, purchases of property, plant and equipment reflected on the consolidated statements of cash flows reflect the amount of cash paid during the year for these purchases and does not include the impact of the changes in accrued expenses related to capital expenditures during the year.

Variable Interest Entities

In the normal course of business, we enter into joint ventures or make investments in companies that will allow us to expand our core business and enter new markets. In certain instances, such ventures or investments may be considered a VIE because the equity at risk is insufficient to permit it to carry on its activities without additional financial support from its equity owners. In determining whether we are the primary beneficiary of a VIE, we assess whether we have the power to direct activities that most significantly impact the economic performance of the entity and have the obligation to absorb losses or the right to receive benefits from the entity that could potentially be significant to the VIE. The activities we believe most significantly impact the economic performance of our VIEs include the unilateral ability to approve the annual budget, to terminate key management and to approve entering into agreements with artists, among others. We have certain rights and obligations related to our involvement in the VIEs, including the requirement to provide operational cash flow funding. As of December 31, 2020 and 2019, excluding intercompany balances and allocated goodwill and intangible assets, there were approximately \$302 million and \$410 million of assets and \$270 million and \$260 million of liabilities, respectively, related to VIEs included in our balance sheets. None of our VIEs are significant on an individual basis.

Nonconsolidated Affiliates

In general, nonconsolidated investments in which we own more than 20% of the common stock or otherwise exercise significant influence over an affiliate are accounted for under the equity method. We review the value of equity method investments and record impairment charges in the statements of operations for any decline in value that is determined to be other-than-temporary. If we obtain control of a nonconsolidated affiliate through the purchase of additional ownership interest or changes in the governing agreements, we remeasure our investment to fair value first and then apply the accounting guidance for business combinations. Any gain or loss resulting from the remeasurement to fair value is recorded as a component of other expense (income), net in the statements of operations.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents include all highly liquid investments with an original maturity of three months or less. Our cash and cash equivalents include domestic and foreign bank accounts as well as interest-bearing accounts consisting primarily of bank deposits and money market accounts managed by third-party financial institutions. These balances are stated at cost, which approximates fair value.

Restricted cash primarily consists of cash held in escrow accounts to fund capital improvements of certain leased or operated venues. The cash is held in these accounts pursuant to the related lease or operating agreement.

Included in the December 31, 2020 and 2019 cash and cash equivalents balance is \$673.5 million and \$837.7 million, respectively, of cash received that includes the face value of tickets sold on behalf of our ticketing clients and their share of service charges (“client cash”), which amounts are to be remitted to these clients. We generally do not utilize client cash for our own financing or investing activities as the amounts are payable to our clients on a regular basis. These amounts due to our clients are included in accounts payable, client accounts.

Cash held in interest-bearing operating accounts in many cases exceeds the Federal Deposit Insurance Corporation insurance limits. To reduce our credit risk, we monitor the credit standing of the financial institutions that hold our cash and cash equivalents; however, these balances could be impacted in the future if the underlying financial institutions fail. To date, we have experienced no loss of or lack of access to our cash or cash equivalents; however, we can provide no assurances that access to our cash and cash equivalents will not be impacted in the future by adverse conditions in the financial markets, including those resulting from the global COVID-19 pandemic.

Allowance for Doubtful Accounts

We evaluate the collectability of our accounts receivable based on a combination of factors. Generally, we record reserves based on the amount of cash we expect to receive when an account receivable balance is established. Our reserve estimate is primarily based on our historical accounts receivable write-offs. We adjust the historical reserve estimate applied to current accounts receivable when events or circumstances change, such as changes in current economic conditions or there is a significant deterioration in our accounts receivable aging, indicating that the reserve estimate may be insufficient to cover the expected loss. We generally apply a portfolio approach to all of our accounts receivable based on reporting unit unless there are facts and circumstances that indicate a specific group of customers is at greater risk of nonpayment.

We believe that the credit risk with respect to trade receivables is limited due to the large number and the geographic diversification of our customers.

Prepaid Expenses

The majority of our prepaid expenses relate to event expenses including show advances and deposits and other costs directly related to future concert events. For advances that are expected to be recouped over a period of more than twelve months, the long-term portion of the advance is classified as long-term advances. These prepaid costs are charged to operations upon completion of the related events.

Ticketing contract advances, which can be either recoupable or non-recoupable, represent amounts paid in advance to our clients pursuant to ticketing agreements and are reflected in prepaid expenses or in long-term advances if the amount is expected to be recouped or recognized over a period of more than twelve months. Recoupable ticketing contract advances are generally recoupable against future royalties earned by our clients, based on the contract terms, over the life of the contract. Non-recoupable ticketing contract advances, excluding those amounts paid to support clients' advertising costs, are fixed additional incentives occasionally paid by us to secure the contract with certain clients and are typically amortized over the life of the contract on a straight-line basis.

Business Combinations

During 2020, 2019 and 2018, we completed several acquisitions that were accounted for as business combinations under the acquisition method of accounting. When we make these acquisitions, we often acquire a controlling interest without buying 100% of the business. These acquisitions and the related results of operations were not significant on either an individual basis or in the aggregate.

During 2020, we acquired the remaining redeemable noncontrolling interests of certain subsidiaries and settled certain contingent consideration obligations in exchange for debt obligations totaling \$11.8 million which are reflected in current portion of long-term debt, net on our consolidated balance sheets. These non-cash transactions have not been reflected as cash flows from financing activities within our consolidated statements of cash flows.

We account for our business combinations under the acquisition method of accounting. Identifiable assets acquired, liabilities assumed and any noncontrolling interest in the acquiree are recognized and measured as of the acquisition date at fair value. Additionally, any contingent consideration is recorded at fair value on the acquisition date and classified as a liability. Goodwill is recognized to the extent by which the aggregate of the acquisition-date fair value of the consideration transferred and any noncontrolling interest in the acquiree exceeds the recognized basis of the identifiable assets acquired, net of assumed liabilities. Determining the fair value of assets acquired, liabilities assumed and noncontrolling interests requires management's judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash flows, discount rates and asset lives among other items.

Property, Plant and Equipment

Property, plant and equipment are stated at cost or fair value at the date of acquisition. Depreciation is computed using the straight-line method over their estimated useful lives, which are typically as follows:

Buildings and improvements - 10 to 50 years
Computer equipment and capitalized software - 3 to 10 years
Furniture and other equipment - 3 to 10 years

Leasehold improvements are depreciated over the shorter of the economic life or associated lease term. Expenditures for maintenance and repairs are charged to operations as incurred, whereas expenditures for asset renewal and improvements are capitalized.

We test for possible impairment of property, plant and equipment whenever events or circumstances change, such as a current period operating cash flow loss combined with a history of, or projections of, operating cash flow losses or a significant adverse change in the manner in which the asset is intended to be used, which could indicate that the carrying amount of the asset may not be recoverable. If indicators exist, we compare the estimated undiscounted future cash flows related to the asset to the carrying value of the asset. If the carrying value is greater than the estimated undiscounted future cash flow amount, an impairment charge is recorded based on the difference between the fair value and the carrying value. Any such impairment charge is recorded in depreciation and amortization in the statements of operations. The impairment loss calculations require management to apply judgment in estimating future cash flows and the discount rates that reflect the risk inherent in future cash flows.

Intangible Assets

We classify intangible assets as definite-lived or indefinite-lived. Definite-lived intangibles include revenue-generating contracts, client/vendor relationships, trademarks and naming rights, technology, non-compete agreements, and venue management and leasehold agreements, all of which are amortized either on a straight-line basis over the respective lives of the agreements, typically 3 to 10 years, or on a basis more representative of the time pattern over which the benefit is derived. We periodically review the appropriateness of the amortization periods related to our definite-lived intangible assets. These assets are stated at cost or fair value at the date of acquisition. Indefinite-lived intangibles consist of trade names which are not subject to amortization.

We test for possible impairment of definite-lived intangible assets whenever events or circumstances change, such as a current period operating cash flow loss combined with a history of, or projections of, operating cash flow losses or a significant adverse change in the manner in which the asset is intended to be used, which could indicate that the carrying amount of the asset may not be recoverable. If indicators exist, we compare the estimated undiscounted future cash flows related to the asset to the carrying value of the asset. If the carrying value is greater than the estimated undiscounted future cash flow amount, an impairment charge is recorded based on the difference between the fair value and the carrying value. Any such impairment charge is recorded in depreciation and amortization in the statements of operations.

We test for possible impairment of indefinite-lived intangible assets at least annually. Depending on facts and circumstances, qualitative factors may first be assessed to determine whether the existence of events and circumstances indicate that it is more likely than not that an indefinite-lived intangible asset is impaired. If it is concluded that it is more likely than not impaired, we perform a quantitative impairment test by comparing the fair value with the carrying amount. When specific assets are determined to be impaired, the cost basis of the asset is reduced to reflect the current fair value. Any such impairment charge is recorded in depreciation and amortization in the statements of operations. The impairment loss calculations require management to apply judgment in estimating future cash flows, expected future revenue, discount rates and royalty rates that reflect the risk inherent in future cash flows.

Goodwill

We review goodwill for impairment annually, as of October 1, using a two-step process. We also test goodwill for impairment in other periods if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount or when we change our reporting units.

The first step is a qualitative evaluation as to whether it is more likely than not that the fair value of any of our reporting units is less than its carrying value using an assessment of relevant events and circumstances. Examples of such events and circumstances include historical financial performance, industry and market conditions, macroeconomic conditions, reporting unit-specific events, historical results of goodwill impairment testing and the timing of the last performance of a quantitative assessment.

If any reporting units are concluded to be more likely than not impaired, or if that conclusion cannot be determined qualitatively, a second step is performed for that reporting unit. Regardless, all reporting units undergo a second step at least once every five years to support our annual qualitative first step. This second step, used to quantitatively screen for potential impairment and measure the impairment, if any, compares the fair value of the reporting unit with its carrying amount, including goodwill. Inherent in such fair value determinations are certain judgments and estimates relating to future cash flows, including our interpretation of current economic indicators and market valuations, and assumptions about our strategic plans with regard to our operations. Due to the uncertainties associated with such estimates, actual results could differ from such estimates. If the reporting unit's carrying value exceeds its fair value, the excess of the carrying value over the fair value is recorded as an impairment to goodwill. If a reporting unit's carrying value is negative, the reporting unit passes the impairment test. In both steps, discount rates, market multiples, and sensitivity tests are derived and/or computed with the assistance of external valuation consultants.

In developing fair values for our reporting units, we employ a discounted cash flow or a market multiple methodology, or a combination thereof. The discounted cash flow methodology establishes fair value by estimating the present value of the projected future cash flows to be generated from the reporting unit. The discount rate applied to the projected future cash flows to arrive at the present value is intended to reflect all risks of ownership and the associated risks of realizing the stream of projected future cash flows. The discounted cash flow methodology uses our estimates of future financial performance. The most significant assumptions used in the discounted cash flow methodology are the discount rate and expected future revenue, which vary among reporting units.

The market multiple methodology compares us to similar companies on the basis of risk characteristics to determine our risk profile relative to those companies as a group. This analysis generally focuses on both quantitative considerations, which include financial performance and other quantifiable data, and qualitative considerations, which include any factors which are expected to impact future financial performance. The most significant assumptions affecting the market multiple methodology are the market multiples used on projected future cash flows and market participant acquisition premium. A market participant acquisition premium represents the additional value a buyer would pay to obtain control of the respective reporting unit because having control would lead to higher cash flows, lower cost of capital or both.

Leases

We lease office space, many of our concert venues, festival sites and certain equipment. We record a lease asset and liability on our consolidated balance sheets at the inception of the lease or when we take possession of the leased space or equipment, if later, based on the required payments over the term of the lease. We do not recognize a lease asset or liability for leases with an initial term of twelve months or less, including multi-year festival site leases where the sum of the non-consecutive periods of rental time is less than twelve months. Rent expense for these short-term leases is generally recognized on a straight-line basis over the lease term.

Some of our lease agreements contain annual rental escalation clauses, as well as provisions for us to pay the related utilities and maintenance. We have elected to account for the lease components (i.e., fixed payments including rent, parking and real estate taxes) and non-lease components (i.e., common-area maintenance costs) as a single lease component.

Many of our lease agreements contain renewal options that can extend the lease for additional terms typically ranging from one to ten years. Renewal options at the discretion of the lessor are included in the lease term while renewal options at our discretion are generally not included in the lease term unless they are reasonably certain to be exercised.

In addition to fixed rental payments, many of our leases contain contingent rental payments based on a percentage of revenue, tickets sold or other variables, while others include periodic adjustments to rental payments based on the prevailing inflationary index or market rental rates. Contingent rent obligations are not included in the initial measurement of the lease asset or liability and are recognized as rent expense in the period that the contingency is resolved. Our leases do not contain any material residual value guarantees or restrictive covenants.

We measure our lease assets and liabilities using an incremental borrowing rate which varies from lease to lease depending on geographical location and length of the lease.

Accounts Payable, Client Accounts

Accounts payable, client accounts consists of contractual amounts due to our ticketing clients which includes the face value of tickets sold and the clients' share of service charges.

Income Taxes

We account for income taxes using the liability method which results in deferred tax assets and liabilities based on differences between financial reporting bases and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax asset or liability is expected to be realized or settled. Deferred tax assets are reduced by valuation allowances if we believe it is more likely than not that some portion of or the entire asset will not be realized. As almost all earnings from our continuing foreign operations are permanently reinvested and not distributed, our income tax provision does not include additional United States state and foreign withholding or transaction taxes on those foreign earnings that would be incurred if they were distributed. It is not practicable to determine the amount of state and foreign income taxes, if any, that might become due in the event that any remaining available cash associated with these earnings were distributed.

The FASB guidance for income taxes prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is more likely than not to be realized upon ultimate settlement.

We have established a policy of including interest related to tax loss contingencies in income tax expense (benefit) in the statements of operations.

The Tax Cuts and Jobs Act ("TCJA") enacted in December 2017 subjects a United States corporation to tax on its Global Intangible Low-Taxed Income ("GILTI"). We have established a policy of treating the taxes due on future GILTI inclusions in United States taxable income as a current-period expense when incurred.

Revenue Recognition

Revenue from the promotion or production of an event in our Concerts segment is recognized when the show occurs. Revenue collected in advance of the event is recorded as deferred revenue until the event occurs. Revenue collected from sponsorship agreements, which is not related to a single event, is classified as deferred revenue and recognized over the term of the agreement or operating season as the benefits are provided to the sponsor.

Revenue from our ticketing operations primarily consists of service fees charged at the time a ticket for an event is sold in either the primary or secondary markets. For primary tickets sold to our concert and festival events, where our concert promoters control ticketing, the revenue for the associated ticket service charges collected in advance of the event is recorded as deferred revenue until the event occurs and these service charges are shared between our Ticketing and Concerts segments. For primary tickets sold for events of third-party clients and secondary market sales, the revenue is recognized at the time of the sale and is recorded by our Ticketing segment.

We account for taxes that are externally imposed on revenue producing transactions on a net basis.

Gross versus Net Revenue Recognition

We report revenue on a gross or net basis based on management's assessment of whether we act as a principal or agent in the transaction. To the extent we act as the principal, revenue is reported on a gross basis. The determination of whether we act as a principal or an agent in a transaction is based on an evaluation of whether we have control of the good or service before it is transferred to the customer. Our Ticketing segment's revenue, which primarily consists of service fees from its ticketing operations, is recorded net of the face value of the ticket as we generally act as an agent in these transactions.

Business Interruption Insurance Recovery

We record revenue or offset expense for covered business interruptions in the period we determine it is probable we will be compensated for the costs incurred or the applicable contingencies with the insurance company are resolved for lost revenue. This may result in business interruption insurance recoveries being recorded in a period subsequent to the period the Company experiences lost revenue and/or incurred the expenses from a covered event that are being reimbursed. For the year ended December 31, 2020, we recorded business interruption insurance recoveries of \$125.7 million, primarily due to the global COVID-19 pandemic, with roughly half recorded as revenue and half as a reduction to our direct operating and selling, general and administrative expenses. For the years ended December 31, 2019 and December 31, 2018, business interruption insurance recoveries were not significant.

Foreign Currency

Results of operations for foreign subsidiaries and foreign equity investees are translated into United States dollars using the average exchange rates during the year. The assets and liabilities of those subsidiaries and investees are translated into United States dollars using the exchange rates at the balance sheet date. The related translation adjustments are recorded in a separate component of stockholders' equity in AOCL. Foreign currency transaction gains and losses are included in the statements of operations and include the impact of revaluation of certain foreign currency denominated net assets or liabilities held internationally. For the years ended December 31, 2020 and December 31, 2019, we recorded net foreign currency transaction gains of \$9.0 million and \$3.2 million, respectively. For the year ended December 31, 2018, we recorded net foreign currency transaction losses of \$11.6 million. We do not currently have significant operations in highly inflationary countries.

Advertising Expense

We record advertising expense in the year that it is incurred. Throughout the year, general advertising expenses are recognized as they are incurred, but event-related advertising for concerts is recognized once the show occurs. If an event is rescheduled into the following year, the advertising costs are expensed in the period the event is rescheduled. However, all advertising costs incurred during the year and not previously recognized are expensed at the end of the year. Advertising expenses of \$103.3 million, \$452.7 million and \$443.2 million for the years ended December 31, 2020, 2019 and 2018, respectively, were recorded as a component of direct operating expenses. Advertising expenses of \$14.8 million, \$27.8 million and \$30.9 million for the years ended December 31, 2020, 2019 and 2018, respectively, were recorded as a component of selling, general and administrative expenses.

Direct Operating Expenses

Direct operating expenses include artist fees, show-related marketing and advertising expenses, rent expense for events in third-party venues, credit card fees, telecommunication and data communication costs associated with our call centers, commissions paid on tickets distributed through independent sales outlets away from the box office, and salaries and wages related to seasonal employees at our venues along with other costs, including ticket stock and shipping. These costs are primarily variable in nature.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include salaries and other compensation costs related to full-time employees, fixed rent, travel and entertainment, legal expenses and consulting along with other costs.

Depreciation and Amortization

Our depreciation and amortization is presented as a separate line item in the statements of operations. There is no depreciation or amortization included in direct operating expenses, selling, general and administrative expenses or corporate expenses. Amortization of nonrecoupable ticketing contract advances is recorded as a reduction to revenue.

Non-cash and Stock-based Compensation

We follow the fair value recognition provisions in the FASB guidance for stock compensation. Stock-based compensation expense includes compensation expense for all share-based payments using the estimated grant date fair value. Stock-based compensation expense is adjusted for forfeitures as they occur.

The fair value for options in Live Nation stock is estimated on the date of grant using the Black-Scholes option-pricing model. The fair value of the options is amortized to expense on a straight-line basis over the options' vesting period. We use an expected volatility based on an even weighting of our own traded options and historical volatility. We use a weighted-average expected life based on historical experience calculated with the assistance of outside consultants. The risk-free rate for periods within the expected life of the option is based on the United States Treasury note rate.

The fair value of restricted stock awards and deferred stock awards, which is generally the stock price on the date of grant, is amortized to expense on a straight-line basis over the vesting period except for restricted stock awards and deferred stock awards with minimum performance or market targets as their vesting condition. The performance-based awards are amortized to expense on a graded basis over the vesting period to the extent that it is probable that the performance criteria will be met. Market-based award fair values are estimated using a Monte Carlo simulation model and are then amortized to expense on a graded basis over the derived service period, which is estimated as the median weighted average vesting period from the Monte Carlo simulation models. However, unlike awards with a service or performance condition, the expense for market-based awards will not be reversed solely because the market condition is not satisfied.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates, judgments, and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes including, but not limited to, legal, tax and insurance accruals, acquisition accounting and impairments. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

Accounting Pronouncements - Recently Adopted

In June 2016, the FASB issued guidance that replaces the current incurred loss impairment model of recognizing credit losses with an expected loss model for financial assets measured at amortized cost. We adopted this standard on January 1, 2020, and recorded a \$3.0 million cumulative-effect adjustment to accumulated deficit in the consolidated balance sheets. The adoption is not expected to have a material effect on our future financial position or results of operations.

In August 2018, the FASB issued guidance that aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The amortization period of these implementation costs would include periods covered under renewal options that are reasonably certain to be exercised. The expense related to the capitalized implementation costs also would be presented in the same consolidated financial statement line item as the hosting fees. We adopted this guidance prospectively on January 1, 2020. Adoption of this guidance resulted in expense that would have previously been reported as depreciation and amortization to be reported as selling, general and administrative expenses or corporate expenses within our statements of operations going forward. In addition, implementation costs previously recorded as property, plant and equipment, net will now be reported as prepaid expenses and other long-term assets on our balance sheets, prospectively.

Accounting Pronouncements - Not Yet Adopted

In August 2020, the FASB issued guidance that simplifies the accounting for convertible instruments and its application of the derivatives scope exception for contracts in an entity's own equity. The new guidance reduces the number of accounting models that require separating embedded conversion features from convertible instruments. As a result, only conversion features accounted for under the substantial premium model and those that require bifurcation will be accounted for separately. For contracts in an entity's own equity, the new guidance eliminates some of the current requirements for equity classification. The guidance also addresses how convertible instruments are accounted for in the diluted earnings per share calculation and requires enhanced disclosures about the terms of convertible instruments and contracts in an entity's own equity. The guidance is effective for annual periods beginning after December 15, 2021 and interim periods within that year. Early adoption is permitted for annual periods beginning after December 15, 2020 and interim periods within that year. The guidance should be applied using either a modified retrospective method or a full retrospective method. We will adopt this guidance on January 1, 2022, and are currently assessing which implementation method we will apply and the impact that adoption will have on our financial position and results of operations.

NOTE 2—IMPACT OF THE GLOBAL COVID-19 PANDEMIC

The unprecedented and rapid spread of COVID-19 and the related government restrictions and social distancing measures implemented throughout the world have significantly impacted our live event business. We initially saw event restrictions in Asia and parts of Europe. Beginning in March 2020, large public events were cancelled, governmental authorities began imposing restrictions on non-essential activities, and businesses suspended activities around the world. As the impact of the global COVID-19 pandemic became clearer, we ceased all Live Nation tours and closed our venues in mid-March 2020 to support global efforts at social distancing and mitigating the virus, and to comply with restrictions put in place by various governmental entities, which has had a materially negative impact on our revenue and financial position.

Operating Results

Our annual results were materially impacted by these necessary actions. Our overall revenue for the year decreased by 84% to \$1.9 billion. The revenue reduction was across all of our segments as a result of few shows occurring globally beginning in the last half of March 2020 and low ticket sales for future shows during the same period, along with the impact of ticket refunds and show cancellations.

The revenue recognized in our Concerts segment in 2020 included the results of all the shows that occurred prior to the stoppage of events in mid-March. Our event-related deferred revenue for Concerts, which is reported as part of deferred revenue on our consolidated balance sheets, includes the face value and Concerts' share of service charges for all tickets sold by December 31, 2020, for shows expected to occur in the next 12 months. Any refunds committed to for shows cancelled or rescheduled during the year have either been returned to fans or are reflected in accrued expenses on the consolidated balance sheets. In addition, we have recorded an estimate of \$102.0 million in Concerts for refunds that may occur in the future for shows we believe may be cancelled or rescheduled based on the limited amount of data available on refunds resulting from the global shutdown of our live events. This estimate only impacts our financial position as a reclassification from deferred revenue or other long-term liabilities to accrued expenses. We expect that the majority of our shows postponed due to the pandemic will be rescheduled. Event-related deferred revenue for tickets sold for shows expected to occur after December 31, 2021 totaled \$35.1 million and is reflected in other long-term liabilities on our consolidated balance sheets.

The revenue recognized in our Ticketing segment in 2020 includes our share of ticket service charges for tickets sold during the period for third-party clients and for shows that occurred in the period for our Concerts business where our promoters control the ticketing. Revenue in the period has been reduced by refunds given during the period. In addition, revenue has been reduced for any shows that were cancelled and for refunds requested on rescheduled shows up to the time of the filing of these consolidated financial statements, and funds have either been returned to the customer or are reflected in accrued expenses on the consolidated balance sheets. Our ticketing clients determine if shows will be rescheduled or cancelled and what the refund policy will be for those shows. We have not recorded an estimate for refunds that may occur in the future since our clients, not Ticketmaster, determine when shows are cancelled or rescheduled and we have a limited amount of historical data of refunds resulting from a global shutdown of live events on which to reliably determine an estimate.

NOTE 3—LONG-LIVED ASSETS

We reviewed our long-lived assets for potential impairment indicators due to the suspension of our concert events resulting from the global COVID-19 pandemic. Our venues are either owned or we have long-term operating rights under lease or management agreements with terms ranging from 5 to 25 years. Many of our definite-lived intangible assets are based on revenue-generating contracts, and client or vendor relationships associated with live events and have useful lives, established at the time of acquisition, typically ranging from 3 to 10 years. Our more significant investments in nonconsolidated affiliates are in the concert event promotion, venue operation or ticketing businesses and these businesses are experiencing similar impacts to their operations, in line with what we are seeing from the pandemic. Based on our assessments, we have recorded impairment charges on certain of our definite-lived intangible assets which are discussed below.

The length and severity of the impact to live events and our related sponsorship and ticketing businesses is still uncertain. We currently do not anticipate a significant change in activity levels until early in the second half of 2021. We expect that most global tours will resume and larger venues will reopen in the second half of 2021 and that the underlying business supporting all of our long-lived assets will begin generating operating income once again. However, we have never previously experienced a complete cessation of our live events or a large-scale reduction in the number of events selling tickets, and as a consequence, our ability to be predictive regarding the impact of these circumstances is uncertain. As a result, the underlying assumptions used in our impairment assessments could change resulting in future impairment charges.

Property, Plant and Equipment

Property, plant and equipment includes expenditures for the construction of new venues, major renovations to existing buildings or buildings that are being added to our venue network, the development of new ticketing tools and technology enhancements along with the renewal and improvement of existing venues and technology systems, web development and administrative offices.

Property, plant and equipment consisted of the following:

	December 31,	
	2020	2019
	<i>(in thousands)</i>	
Land, buildings and improvements	\$ 1,239,696	\$ 1,181,876
Computer equipment and capitalized software	887,637	800,990
Furniture and other equipment	424,363	380,174
Construction in progress	151,830	176,275
	<u>2,703,526</u>	<u>2,539,315</u>
Less: accumulated depreciation	1,602,112	1,421,383
	<u>\$ 1,101,414</u>	<u>\$ 1,117,932</u>

Definite-lived Intangible Assets

The following table presents the changes in the gross carrying amount and accumulated amortization of definite-lived intangible assets for the years ended December 31, 2020 and 2019:

	Client / vendor relationships	Revenue- generating contracts	Venue management & leaseholds	Trademarks and naming rights	Technology	Other ⁽¹⁾	Total
	<i>(in thousands)</i>						
Balance as of December 31, 2018:							
Gross carrying amount	\$ 393,772	\$ 692,963	\$ 70,048	\$ 123,707	\$ 85,411	\$ 50,115	\$ 1,416,016
Accumulated amortization	(213,599)	(391,002)	(33,507)	(41,808)	(38,826)	(35,823)	(754,565)
Net	180,173	301,961	36,541	81,899	46,585	14,292	661,451
Gross carrying amount:							
Acquisitions—current year	209,398	94,464	80,643	29,061	13,839	8,075	435,480
Acquisitions—prior year	—	—	43	—	—	—	43
Foreign exchange	90	(4,713)	896	91	356	(208)	(3,488)
Other ⁽²⁾	(75,770)	(82,157)	(2,044)	76	(12,268)	(32,763)	(204,926)
Net change	133,718	7,594	79,538	29,228	1,927	(24,896)	227,109
Accumulated amortization:							
Amortization	(65,059)	(94,439)	(10,683)	(14,513)	(27,512)	(11,326)	(223,532)
Foreign exchange	(473)	1,331	(553)	(96)	(152)	122	179
Other ⁽²⁾	75,770	82,088	2,044	1	12,270	32,761	204,934
Net change	10,238	(11,020)	(9,192)	(14,608)	(15,394)	21,557	(18,419)
Balance as of December 31, 2019:							
Gross carrying amount	527,490	700,557	149,586	152,935	87,338	25,219	1,643,125
Accumulated amortization	(203,361)	(402,022)	(42,699)	(56,416)	(54,220)	(14,266)	(772,984)
Net	324,129	298,535	106,887	96,519	33,118	10,953	870,141
Gross carrying amount:							
Acquisitions—current year	129,015	69,766	8,695	12	19,712	94	227,294
Acquisitions—prior year	(33,118)	22,821	2,093	—	1,000	—	(7,204)
Foreign exchange	8,391	7,720	2,923	(2,462)	411	12	16,995
Other ⁽²⁾	(135,704)	(222,200)	(15,341)	(141)	(36,178)	(7,912)	(417,476)
Net change	(31,416)	(121,893)	(1,630)	(2,591)	(15,055)	(7,806)	(180,391)
Accumulated amortization:							
Amortization	(77,389)	(88,640)	(23,532)	(16,737)	(27,646)	(5,368)	(239,312)
Foreign exchange	(1,351)	(9,239)	(1,034)	(613)	(433)	(49)	(12,719)
Other ⁽²⁾	135,704	222,191	15,341	162	36,500	7,983	417,881
Net change	56,964	124,312	(9,225)	(17,188)	8,421	2,566	165,850
Balance as of December 31, 2020:							
Gross carrying amount	496,074	578,664	147,956	150,344	72,283	17,413	1,462,734
Accumulated amortization	(146,397)	(277,710)	(51,924)	(73,604)	(45,799)	(11,700)	(607,134)
Net	\$ 349,677	\$ 300,954	\$ 96,032	\$ 76,740	\$ 26,484	\$ 5,713	\$ 855,600

⁽¹⁾ Other primarily includes intangible assets for non-compete agreements.

⁽²⁾ Other primarily includes netdowns of fully amortized or impaired assets.

Included in the current year acquisitions amounts above for 2020 are definite-lived intangible assets primarily associated with the acquisitions of a festival and concert promotion business located in Ireland, a merchandise business, a festival promotion business and ticketing relationships, all located in the United States.

Included in the current year acquisitions amount above for 2019 are definite-lived intangible assets primarily associated with the acquisitions of concert promotion businesses located in Canada and Chile, venue management businesses located in the United States and Belgium and a festival promotion business located in Brazil that had been accounted for as an equity investment.

The 2020 and 2019 additions to definite-lived intangible assets from acquisitions have weighted-average lives as follows:

	Weighted-Average Life ⁽¹⁾	
	2020	2019
	<i>(in years)</i>	
Revenue-generating contracts	8	8
Client/vendor relationships	7	9
Trademarks and naming rights	1	10
Technology ⁽¹⁾	5	3
Venue management and leaseholds	7	10
Other	1	5
All categories	7	9

⁽¹⁾ The weighted average life of technology intangibles does not include purchased software licenses that are typically amortized over 1 to 3 years.

For the year ended December 31, 2020, we recorded impairment charges of \$3.6 million as a component of depreciation and amortization primarily related to intangible assets for revenue-generating contracts, venue management and leaseholds and client/vendor relationships in the Concerts segment primarily as a result of the expected impacts from the global COVID-19 pandemic where the useful life of the definite-lived intangible asset was expiring within the near term. For the year ended December 31, 2019, we recorded impairment charges of \$26.8 million as a component of depreciation and amortization primarily related to intangible assets for revenue-generating contracts in the Concerts and Sponsorship & Advertising segments. There were no significant impairment charges recorded in 2018. See Note 7—Fair Value Measurements for further discussion of the inputs used to determine the fair values.

Amortization of definite-lived intangible assets for the years ended December 31, 2020, 2019 and 2018 was \$39.3 million, \$223.5 million and \$190.7 million, respectively.

The following table presents our estimate of amortization expense for each of the five succeeding fiscal years for definite-lived intangible assets that exist at December 31, 2020:

	<i>(in thousands)</i>	
2021	\$	181,078
2022	\$	151,716
2023	\$	131,875
2024	\$	113,525
2025	\$	86,086

As acquisitions and dispositions occur in the future and the valuations of intangible assets for recent acquisitions are completed, amortization expense may vary.

Indefinite-lived Intangibles

We have indefinite-lived intangible assets which consist of trade names. These indefinite-lived intangible assets had a carrying value of \$69.1 million and \$369.0 million as of December 31, 2020 and 2019, respectively.

Goodwill

We currently have seven reporting units with goodwill balances: International Concerts, North America Concerts, Artist Management and Artist Services (non-management) within the Concerts segment; Sponsorship & Advertising; and International Ticketing and North America Ticketing within the Ticketing segment. We review goodwill for impairment annually, as of October 1, using a two-step process: a qualitative review and a quantitative analysis.

In 2020, both in the interim qualitative reviews and as part of the October 1 annual review, market multiples were not incorporated into our assessments as our current financial metrics do not support use of the market approach as a corroborating approach. When our business resumes and stabilizes, we will reincorporate the market approach into our fair value methodology.

In 2020, as part of our annual test for impairment, four of our reporting units with goodwill were assessed under the initial qualitative evaluation. Three of these four reporting units, accounting for approximately 28% of our goodwill at December 31, 2020, did not advance to the second step. Considerations included (a) excess of fair values over carrying values in the most recent quantitative analysis performed, (b) discount rates, (c) financial results and (d) sensitivity analyses.

For one of these four reporting units, that accounts for approximately 13% of our goodwill at December 31, 2020, the qualitative analysis was inconclusive primarily due to the loss of revenue resulting from the current cessation of concerts and an increase in its carrying value. As such, a quantitative analysis was performed for this reporting unit. We performed the quantitative analysis using a discounted cash flows methodology, which uses both market-based inputs and internal assumptions. The remaining three of our reporting units, accounting for approximately 59% of our goodwill at December 31, 2020, went straight to the second step as part of our policy to perform a quantitative test at least every five years to support future first step qualitative reviews.

No impairment charges were recorded in 2020 and 2019 as a result of our annual test or interim tests when performed. Based upon the results of the annual test in 2018, we recorded impairment charges of \$10.5 million related to our Artist Services (non-management) reporting unit. See Note 7—Fair Value Measurements for discussion of the impairment calculation.

The following table presents the changes in the carrying amount of goodwill in each of our reportable segments for the years ended December 31, 2020 and 2019:

	Concerts	Ticketing	Sponsorship & Advertising	Total
	<i>(in thousands)</i>			
Balance as of December 31, 2018:				
Goodwill	\$ 1,094,604	\$ 762,953	\$ 400,749	\$ 2,258,306
Accumulated impairment losses	(435,363)	—	—	(435,363)
Net	659,241	762,953	400,749	1,822,943
Acquisitions—current year	121,355	4,017	38,421	163,793
Acquisitions—prior year	8,428	—	—	8,428
Foreign exchange	1,670	(707)	2,371	3,334
Balance as of December 31, 2019:				
Goodwill	1,226,057	766,263	441,541	2,433,861
Accumulated impairment losses	(435,363)	—	—	(435,363)
Net	790,694	766,263	441,541	1,998,498
Acquisitions—current year	66,810	8,778	13,847	89,435
Acquisitions—prior year	9,033	—	7,165	16,198
Foreign exchange	16,373	7,518	1,181	25,072
Balance as of December 31, 2020:				
Goodwill	1,318,273	782,559	463,734	2,564,566
Accumulated impairment losses	(435,363)	—	—	(435,363)
Net	<u>\$ 882,910</u>	<u>\$ 782,559</u>	<u>\$ 463,734</u>	<u>\$ 2,129,203</u>

Included in the current year acquisitions amounts above for 2020 are goodwill primarily associated with the acquisitions of a festival and concert promotion business located in Ireland as well as a merchandise business, a festival promotion business and a concerts streaming business located in the United States.

Included in the prior year acquisitions amount above for 2020 are changes primarily associated with the acquisition of a venue management business located in the United States.

Included in the current year acquisitions amount above for 2019 are goodwill associated with the acquisitions of a concert promotion business located in Canada, venue management businesses located in Belgium and the United States and a festival promotion business located in Brazil that had been accounted for as an equity method investment.

We are in various stages of finalizing our acquisition accounting for recent acquisitions, which include the use of external valuation consultants, and the completion of this accounting could result in a change to the associated purchase price allocations, including goodwill and the allocation between segments.

NOTE 4—LEASES

The significant components of operating lease expense are as follows:

	Year Ended December 31, 2020	Year Ended December 31, 2019
	<i>(in thousands)</i>	
Operating lease cost	\$ 241,819	\$ 201,344
Variable and short-term lease cost	35,202	133,526
Sublease income	(13,270)	(17,235)
Net lease cost	<u>\$ 263,751</u>	<u>\$ 317,635</u>

Many of our leases contain contingent rent obligations based on revenue, tickets sold or other variables, while others include periodic adjustments to rent obligations based on the prevailing inflationary index or market rental rates. Contingent rent obligations are not included in the initial measurement of the lease asset or liability and are recorded as rent expense in the period that the contingency is resolved. In response to the global COVID-19 pandemic, we closed our venues in mid-March 2020 and the majority of those venues have remained closed through December 31, 2020. As a result, our variable and short-term lease cost has declined during the year ended December 31, 2020 as compared to the previous year.

Supplemental cash flow information for our operating leases is as follows:

	Year Ended December 31, 2020	Year Ended December 31, 2019
	<i>(in thousands)</i>	
Cash paid for amounts included in the measurement of lease liabilities	\$ 203,419	\$ 183,723
Lease assets obtained in exchange for lease obligations, net of terminations	\$ 129,174	\$ 417,394

Future maturities of our operating lease liabilities at December 31, 2020 are as follows:

	<i>(in thousands)</i>
2021	\$ 192,413
2022	195,983
2023	200,444
2024	183,162
2025	171,708
Thereafter	1,456,969
Total lease payments	<u>2,400,679</u>
Less: Interest	847,858
Present value of lease liabilities	<u>\$ 1,552,821</u>

The weighted average remaining lease term and weighted average discount rate for our operating leases are as follows:

	Year Ended December 31, 2020	Year Ended December 31, 2019
Weighted average remaining lease term (in years)	13.9	13.9
Weighted average discount rate	6.31 %	5.88 %

As of December 31, 2020, we have additional operating leases that have not yet commenced with total lease payments of \$81.0 million. These operating leases, which are not included on our consolidated balance sheets, have commencement dates ranging from January 2021 to June 2030 with lease terms ranging from 1 to 20 years.

In response to the impacts we are experiencing from the global COVID-19 pandemic, we have amended certain of our lease agreements and are continuing negotiations with certain of our landlords for deferral or abatement of fixed rent payments. These lease concessions are not expected to substantially increase our obligations under the respective lease agreements. Therefore, we have elected to account for these lease concessions as though enforceable rights and obligations for those concessions existed in our lease agreements rather than applying the lease modification guidance as clarified by the FASB.

NOTE 5—LONG-TERM DEBT

Long-term debt, which includes finance leases, consisted of the following:

	December 31,	
	2020	2019
	<i>(in thousands)</i>	
Senior Secured Credit Facility:		
Term loan B	\$ 938,125	\$ 947,625
6.5% Senior Secured Notes due 2027	1,200,000	—
4.75% Senior Notes due 2027	950,000	950,000
4.875% Senior Notes due 2024	575,000	575,000
5.625% Senior Notes due 2026	300,000	300,000
2.5% Convertible Senior Notes due 2023	550,000	550,000
2.0% Convertible Senior Notes due 2025	400,000	—
Other long-term debt	125,226	80,642
Total principal amount	5,038,351	3,403,267
Less unamortized discounts and debt issuance costs	(129,840)	(94,210)
Total long-term debt, net of unamortized discounts and debt issuance costs	4,908,511	3,309,057
Less: current portion	53,415	37,795
Total long-term debt, net	<u>\$ 4,855,096</u>	<u>\$ 3,271,262</u>

Future maturities of long-term debt at December 31, 2020 are as follows:

	<i>(in thousands)</i>	
2021	\$	53,415
2022		573,897
2023		38,604
2024		989,824
2025		36,359
Thereafter		3,346,252
Total	<u>\$</u>	<u>5,038,351</u>

All long-term debt without a stated maturity date is considered current and is reflected as maturing in the earliest period shown in the table above. See Note 7—Fair Value Measurements for discussion of the fair value measurement of our long-term debt.

Amended Senior Secured Credit Facility

In April and July 2020, we amended our senior secured credit facility and now have (i) a \$400 million delayed draw term loan A facility, (ii) a \$950 million term loan B facility, (iii) a \$500 million revolving credit facility and (iv) a \$130 million incremental revolving credit facility. The delayed draw term loan A facility is available to be drawn until October 2021. In addition, subject to certain conditions, we have the right to increase such facilities by an amount equal to the sum of (x) \$425 million during the Restricted Period and \$855 million after the Restricted Period, (y) the aggregate principal amount of voluntary prepayments of the delayed draw term loan A and term loan B and permanent reductions of the revolving credit facility commitments, in each case, other than from proceeds of long-term indebtedness, and (z) except during the Restricted Period, additional amounts so long as the senior secured leverage ratio calculated on a pro-forma basis (as defined in the agreement) is no greater than 3.75x. The combined revolving credit facilities provide for borrowings up to \$630 million with sublimits of up to (i) \$150 million for the issuance of letters of credit, (ii) \$50 million for swingline loans, (iii) \$300 million for borrowings in Dollars, Euros or British Pounds and (iv) \$100 million for borrowings in those or one or more other approved currencies. The amended senior secured credit facility is secured by a first priority lien on substantially all of the tangible and intangible personal property of LNE and LNE's domestic subsidiaries that are guarantors, and by a pledge of substantially all of the shares of stock, partnership interests and limited liability company interests of our direct and indirect domestic subsidiaries and 65% of each class of capital stock of any first-tier foreign subsidiaries, subject to certain exceptions.

The interest rates per annum applicable to revolving credit facility loans and the delayed draw term loan A under the amended senior secured credit facility are, at our option, equal to either Eurodollar plus 2.25% or a base rate plus 1.25%. The interest rates per annum applicable to the term loan B are, at our option, equal to either Eurodollar plus 1.75% or a base rate plus 0.75%. The interest rates per annum applicable to the incremental revolving credit facility are, at our option, equal to either Eurodollar plus 2.5% or a base rate plus 1.5%. We are required to pay a commitment fee of 0.5% per year on the undrawn portion available under the revolving credit facility and delayed draw term loan A, 1.75% per year on the undrawn portion available under the incremental revolving credit facility and variable fees on outstanding letters of credit.

For the delayed draw term loan A, we are required to make quarterly payments at a rate ranging from 0.625% of the original principal amount during the first three years to 1.25% during the last two years, with the balance due at maturity in October 2024. For the term loan B, we are required to make quarterly payments of \$4 million with the balance due at maturity in October 2026. Both the existing and incremental revolving credit facilities mature in October 2024. We are also required to make mandatory prepayments of the loans under the amended credit agreement, subject to specified exceptions, from excess cash flow and with the proceeds of asset sales, debt issuances and specified other events.

There were no borrowings under the revolving credit facilities as of December 31, 2020 and we have not drawn down on the delayed draw term loan A. Based on our outstanding letters of credit of \$68.3 million, \$961.7 million was available for future borrowings from our delayed draw term loan A and revolving credit facilities.

6.5% Senior Secured Notes Due 2027

In May 2020, we issued \$1.2 billion principal amount of 6.5% senior secured notes due 2027. Interest on the notes is payable semi-annually in cash in arrears on May 15 and November 15 of each year beginning on November 15, 2020, and will mature on May 15, 2027. We may redeem some or all of the notes, at any time prior to May 15, 2023, at a price equal to 100% of the aggregate principal amount, plus any accrued and unpaid interest to the date of redemption, plus a “make-whole” premium. We may redeem up to 35% of the aggregate principal amount of the notes from the proceeds of certain equity offerings prior to May 15, 2023, at a price equal to 106.5% of the aggregate principal amount, plus accrued and unpaid interest thereon, if any, to the date of redemption. In addition, on or after May 15, 2023 we may redeem some or all of the notes at any time at redemption prices starting at 104.875% of their principal amount, plus any accrued and unpaid interest to the date of redemption. We must make an offer to redeem the notes at 101% of their aggregate principal amount, plus accrued and unpaid interest to the repurchase date, if we experience certain defined changes of control. The notes are secured by a first priority lien on substantially all of the tangible and intangible personal property of LNE and LNE’s domestic subsidiaries that are guarantors, and by a pledge of substantially all of the shares of stock, partnership interests and limited liability company interests of our direct and indirect domestic subsidiaries and 65% of each class of capital stock of any first-tier foreign subsidiaries, subject to certain exceptions.

4.75% Senior Notes Due 2027

In October 2019, we issued \$950 million principal amount of 4.75% senior notes due 2027. Interest on the notes is payable semi-annually in cash in arrears on April 15 and October 15 of each year, and will mature on October 15, 2027. We may redeem some or all of the notes, at any time prior to October 15, 2022, at a price equal to 100% of the aggregate principal amount, plus any accrued and unpaid interest to the date of redemption, plus a ‘make-whole’ premium. We may redeem up to 35% of the aggregate principal amount of the notes from the proceeds of certain equity offerings prior to October 15, 2022, at a price equal to 104.750% of the aggregate principal amount, plus accrued and unpaid interest thereon, if any, to the date of redemption. In addition, on or after October 15, 2022, we may redeem some or all of the notes at any time at redemption prices starting at 103.563% of their principal amount, plus any accrued and unpaid interest to the date of redemption. We must make an offer to redeem the notes at 101% of their aggregate principal amount, plus accrued and unpaid interest to the repurchase date, if we experience certain defined changes of control.

4.875% Senior Notes Due 2024

At December 31, 2020, we had \$575 million principal amount of 4.875% senior notes due 2024. Interest on the notes is payable semiannually in cash in arrears on May 1 and November 1 of each year, and the notes will mature on November 1, 2024. In addition, on or after November 1, 2019, we may redeem some or all of the notes at any time at the redemption prices that start at 103.656% of their principal amount, plus any accrued and unpaid interest to the date of redemption. We must make an offer to redeem the notes at 101% of their aggregate principal amount, plus accrued and unpaid interest to the repurchase date, if we experience certain defined changes of control.

5.625% Senior Notes Due 2026

At December 31, 2020, we had \$300 million principal amount of 5.625% senior notes due 2026. Interest on the notes is payable semiannually in cash in arrears on March 15 and September 15 of each year, and the notes will mature on March 15, 2026. We may redeem some or all of the notes at any time prior to March 15, 2021 at a price equal to 100% of the principal amount, plus any accrued and unpaid interest to the date of redemption, plus a ‘make-whole’ premium. We may redeem up to 35% of the aggregate principal amount of the notes from proceeds of certain equity offerings prior to March 15, 2021, at a price equal to 105.625% of the aggregate principal amount being redeemed, plus any accrued and unpaid interest thereon to the date of redemption. In addition, on or after March 15, 2021, we may redeem some or all of the notes at any time at redemption prices that start at 104.219% of their principal amount, plus any accrued and unpaid interest to the date of redemption. We must make an offer to redeem the notes at 101% of their aggregate principal amount, plus any accrued and unpaid interest to the repurchase date, if we experience certain defined changes of control.

2.5% Convertible Senior Notes Due 2023

At December 31, 2020, we had \$550 million principal amount of 2.5% convertible senior notes due 2023. The notes pay interest semiannually in arrears on March 15 and September 15 of each year, at a rate of 2.5% per annum. The notes will mature on March 15, 2023, and may not be redeemed by us prior to the maturity date. The notes will be convertible, under certain circumstances, until December 15, 2022, and on or after such date without condition, at an initial conversion rate of 14.7005 shares of our common stock per \$1,000 principal amount of notes, subject to adjustment, which represents a 54.4% conversion premium based on the last reported sale price for our common stock of \$44.05 on March 19, 2018 prior to issuing the debt. Upon conversion, the notes may be settled in shares of common stock or, at our election, cash or a combination of cash and shares of common stock. Assuming we fully settled the notes in shares, the maximum number of shares that could be issued to satisfy the conversion is currently 8.1 million.

If we experience a fundamental change, as defined in the indenture governing the notes, the holders of the notes may require us to purchase for cash all or a portion of their notes, subject to specified exceptions, at a price equal to 100% of the principal amount of the notes plus any accrued and unpaid interest.

The carrying amount of the equity component of the notes is \$64.0 million, which is treated as a debt discount and the principal amount of the liability component (face value of the notes) is \$550 million. As of December 31, 2020, the remaining period for the unamortized debt discount balance of \$29.1 million was approximately two years and the value of the notes, if converted and fully settled in shares, exceeds the principal amount of the notes by \$44.1 million. As of December 31, 2020, the effective interest rate on the liability component of the notes was 5.7%.

2.0% Convertible Senior Notes Due 2025

In February 2020, we issued \$400 million principal amount of 2.0% convertible senior notes due 2025. Interest on the notes is payable semiannually in arrears on February 15 and August 15, at a rate of 2.0% per annum. The notes will mature on February 15, 2025. The notes will be convertible, under certain circumstances, until November 15, 2024, and on or after such date without condition, at an initial conversion rate of 9.4469 shares of our common stock per \$1,000 principal amount of notes, subject to adjustment, which represents a 50.0% conversion premium based on the last reported sale price for our common stock of \$0.57 on January 29, 2020 prior to issuing the notes. Upon conversion, the notes may be settled in shares of common stock or, at our election, cash or a combination of cash and shares of common stock. Assuming we fully settled the notes in shares, the maximum number of shares that could be issued to satisfy the conversion is currently 3.8 million.

We may redeem for cash all or a portion of the notes, at our option, on or after February 21, 2023 and before the 41st scheduled trading day before the maturity date, if the sales price of our common stock reaches specified targets as defined in the indenture. The redemption price will equal 100% of the principal amount of the notes plus accrued interest, if any.

If we experience a fundamental change, as defined in the indenture governing the notes, the holders of the notes may require us to purchase for cash all or a portion of their notes, subject to specified exceptions, at a price equal to 100% of the principal amount of the notes plus any accrued and unpaid interest.

The carrying amount of the equity component of the notes is \$33.9 million, which is treated as a debt discount, and the principal amount of the liability component (face value of the notes) is \$400 million. As of December 31, 2020, the remaining period for the unamortized debt discount balance of \$27.9 million was approximately four years and the value of the notes, if converted and fully settled in shares, did not exceed the principal amount of the notes. As of December 31, 2020, the effective interest rate on the liability component of the notes was 4.3%.

The following table summarizes the amount of pre-tax interest cost recognized on the convertible senior notes:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Interest cost recognized relating to:			
Contractual interest coupon	\$ 21,011	\$ 14,015	\$ 12,894
Amortization of debt discount	19,260	12,599	10,746
Amortization of debt issuance costs	3,230	2,134	1,940
Total interest cost recognized on the notes	\$ 43,501	\$ 28,748	\$ 25,580

Other Long-term Debt

As of December 31, 2020, other long-term debt includes capital leases of \$4.2 million, debt to noncontrolling interest partners of \$73.9 million and \$30.3 million of a subsidiary's term loan and revolving credit facility. Our other long-term debt has a weighted average cost of debt of 4.2% and maturities at various dates through September 2050.

Extinguishment of Debt

In October 2019, we issued \$950 million principal amount of 4.75% senior notes due 2027 and further amended our senior secured credit facility, including the draw down of \$950 million principal amount under the new term loan B facility. The proceeds were used to repay the \$1.1 billion principal balance outstanding on the term loans A and B under our then existing senior secured credit facility, to repay the entire \$250 million principal amount of the 5.375% senior notes due 2022, to repay the related redemption premium of \$3.4 million on the senior notes and accrued interest and fees of \$30.8 million, leaving \$527.5 million for general corporate purposes, including acquisitions. We recorded a \$4.5 million loss on extinguishment of debt related to this refinancing.

In March 2018, we issued \$300 million principal amount of 5.625% senior notes due 2026, issued \$550 million principal amount of 2.5% convertible senior notes due 2023 and amended our senior secured credit facility to reduce the applicable interest rate for the term loan B. Total gross proceeds of \$850.0 million from the issuance of the notes were used to repay \$246.3 million of the outstanding principal amount of our 2.5% convertible senior notes due 2019, the related repurchase premium of \$90.4 million on those convertible senior notes and accrued interest and fees of \$20.8 million, leaving \$492.5 million in additional cash available for general corporate purposes. We recorded a \$2.5 million loss on extinguishment of debt related to this refinancing.

Debt Covenants

Our amended senior secured credit facility contains a number of restrictions that, among other things, require us to satisfy a financial covenant and restrict our and our subsidiaries' ability to incur additional debt, make certain investments and acquisitions, repurchase our stock and prepay certain indebtedness, create liens, enter into agreements with affiliates, modify the nature of our business, enter into sale-leaseback transactions, transfer and sell material assets, merge or consolidate, and pay dividends and make distributions (with the exception of subsidiary dividends or distributions to the parent company or other subsidiaries on at least a pro-rata basis with any noncontrolling interest partners). Certain of these restrictions are further limited temporarily by the July 2020 amendment. Non-compliance with one or more of the covenants and restrictions could result in the full or partial principal balance of the credit facility becoming immediately due and payable. The amended senior secured credit facility agreement has one covenant, measured quarterly, that relates to net leverage. The July 2020 amendment substitutes the consolidated net leverage ratio covenant with a liquidity covenant (as defined in the agreement) that requires our consolidated liquidity be at least \$500 million until the earlier of (a) December 31, 2021 and (b) at our election, any fiscal quarter ending prior to December 31, 2021 so long as such election is made during the last month of such fiscal quarter or within 30 days following the end of such fiscal quarter. The July 2020 amendment also requires the liquidity covenant to be measured monthly beginning January 31, 2021 until the earlier of (x) November 30, 2021 and (y) the last day of the month before the consolidated net leverage ratio covenant applies. For fiscal quarters after resumption of the consolidated net leverage covenant, we will be required to maintain a ratio of consolidated total net debt to consolidated EBITDA (both as defined in the amended credit agreement) for the trailing four consecutive quarters of 6.75x with step downs to 6.25x after four quarters, 5.75x after eight quarters, 5.50x after twelve quarters and 5.25x after fourteen quarters through maturity, except that calculations of consolidated EBITDA (as defined in the agreement) for the first three fiscal quarters after resumption of the covenant will be substituted with an annualized consolidated EBITDA (as defined in the agreement). For the avoidance of doubt, the consolidated net leverage covenant will resume for the quarter ended December 31, 2021 at the latest.

The indentures governing our 6.5% senior secured notes, 4.75% senior notes, 4.875% senior notes and 5.625% senior notes contain covenants that limit, among other things, our ability and the ability of our restricted subsidiaries to incur certain additional indebtedness and issue preferred stock, make certain distributions, investments and other restricted payments, sell certain assets, agree to any restrictions on the ability of restricted subsidiaries to make payments to us, merge, consolidate or sell all of our assets, create certain liens, and engage in transactions with affiliates on terms that are not on an arms-length basis. Certain covenants, including those pertaining to incurrence of indebtedness, restricted payments, asset sales, mergers, and transactions with affiliates will be suspended during any period in which the notes are rated investment grade by both rating agencies and no default or event of default under the indenture has occurred and is continuing. All of these notes contain two incurrence-based financial covenants, as defined, requiring a minimum fixed charge coverage ratio of 2.0x and a maximum secured indebtedness leverage ratio of 3.5x.

Some of our other subsidiary indebtedness includes restrictions on entering into various transactions, such as acquisitions and disposals, and prohibits payment of ordinary dividends. They also have financial covenants including minimum consolidated EBITDA to consolidated net interest payable, minimum consolidated cash flow to consolidated debt service, maximum consolidated debt to consolidated EBITDA and minimum liquidity, all as defined in the applicable debt agreements.

As of December 31, 2020, we believe we were in compliance with all of our debt covenants related to our senior secured credit facility and our corporate senior secured notes, senior notes and convertible senior notes. We expect to remain in compliance with all of these covenants throughout 2021.

NOTE 6—DERIVATIVE INSTRUMENTS

We primarily use forward currency contracts and options to reduce our exposure to foreign currency risk associated with short-term artist fee commitments. We may also enter into forward currency contracts to minimize the risks and/or costs associated with changes in foreign currency rates on forecasted operating income. At December 31, 2020 and 2019, we had forward currency contracts and options outstanding with notional amounts of \$42.0 million and \$66.3 million, respectively. These instruments have not been designated as hedging instruments and any change in fair value is reported in earnings during the period of the change. Our foreign currency derivative activity, including the related fair values, are not material to any period presented.

In January 2020, we entered into an interest rate swap agreement that is designated as a cash flow hedge for accounting purposes to effectively convert a portion of our floating-rate debt to a fixed-rate basis. The swap agreement expires in October 2026, has a notional amount of \$500 million and ensures that a portion of our floating-rate debt does not exceed 3.397%. The principal objective of this contract is to reduce the variability of the cash flow in our variable rate interest payments associated with our senior secured credit facility term loan B, thus reducing the impact of interest rate changes on future interest expense. Cash flows associated with the interest rate swap agreement are reflected as cash flows from operating activities within our consolidated statements of cash flows. As of December 31, 2020, there is no ineffective portion or amount excluded from effectiveness testing.

As a cash flow hedge, the effective portion of the loss on the derivative instrument was reported as a component of other comprehensive loss. Amounts are deferred in other comprehensive loss and reclassified into earnings in the same line item associated with the forecasted transaction in the period or periods during which the hedged transaction affects earnings.

During the year ended December 31, 2020, we recorded unrealized losses of \$36.7 million, as a component of other comprehensive loss related to this hedge. Based on the current interest rate expectations, we estimate that approximately \$7.7 million of this loss in other comprehensive loss will be reclassified into earnings in the next 12 months as an adjustment to interest expense. See Note 7—Fair Value Measurements for further discussion and disclosure of the fair values for this interest rate swap derivative.

We do not enter into derivative instruments for speculative or trading purposes and do not anticipate any significant recognition of derivative activity through the income statement in the future related to the instruments currently held. See Note 7—Fair Value Measurements for further discussion and disclosure of the fair values for our derivative instruments.

NOTE 7—FAIR VALUE MEASUREMENTS

Recurring

We currently have various financial instruments carried at fair value, such as marketable securities, derivatives and contingent consideration, but do not currently have nonfinancial assets and liabilities that are required to be measured at fair value on a recurring basis. Our financial assets and liabilities are measured using inputs from all levels of the fair value hierarchy as defined in the FASB guidance for fair value. For this categorization, only inputs that are significant to the fair value are considered. The three levels are defined as follows:

Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that can be accessed at the measurement date.

Level 2—Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.) and inputs that are derived principally from or corroborated by observable market data by correlation or other means (i.e., market corroborated inputs).

Level 3—Unobservable inputs that reflect assumptions about what market participants would use in pricing the asset or liability. These inputs would be based on the best information available, including our own data.

In accordance with the fair value hierarchy described above, the following table shows the fair value of our financial assets and liabilities that are required to be measured at fair value on a recurring basis, which are classified on the balance sheets as cash and cash equivalents, other current assets, other current liabilities and other long-term liabilities:

	Fair Value Measurements				Fair Value Measurements			
	at December 31, 2020				at December 31, 2019			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	<i>(in thousands)</i>				<i>(in thousands)</i>			
Assets:								
Cash equivalents	\$ 282,696	\$ —	\$ —	\$ 282,696	\$ 215,674	\$ —	\$ —	\$ 215,674
Forward currency contracts	—	118	—	118	—	11	—	11
Total	<u>\$ 282,696</u>	<u>\$ 118</u>	<u>\$ —</u>	<u>\$ 282,814</u>	<u>\$ 215,674</u>	<u>\$ 11</u>	<u>\$ —</u>	<u>\$ 215,685</u>
Liabilities:								
Interest rate swap	\$ —	\$ 31,587	\$ —	\$ 31,587	\$ —	\$ —	\$ —	\$ —
Forward currency contracts	—	1,423	—	1,423	—	1,159	—	1,159
Put option	—	—	8,183	8,183	—	—	8,006	8,006
Subsidiary equity awards	—	—	—	—	—	—	7,661	7,661
Contingent consideration	—	—	46,574	46,574	—	—	64,892	64,892
Total	<u>\$ —</u>	<u>\$ 33,010</u>	<u>\$ 54,757</u>	<u>\$ 87,767</u>	<u>\$ —</u>	<u>\$ 1,159</u>	<u>\$ 80,559</u>	<u>\$ 81,718</u>

Cash equivalents consist of money market funds. Fair values for cash equivalents are based on quoted prices in an active market. Fair values for forward currency contracts are based on observable market transactions of spot and forward rates. The fair value for our interest rate swap is based upon inputs corroborated by observable market data with similar tenors.

Certain third parties have a put option or a subsidiary equity award to sell to us their noncontrolling interest in certain of our subsidiaries and such put option or subsidiary equity award is carried at fair value using Level 3 inputs. The put option is triggered by the occurrence of specific events, one of which is certain to occur, that requires us to buy the noncontrolling interest. The redemption price for the subsidiary equity award is not at fair value and the equity holder does not bear the risk and rewards of ownership. The redemption price for both the put option and subsidiary equity award is a variable amount based on a formula linked to historical earnings. We have recorded a current liability for the put option and subsidiary equity award which are valued based on the historic results of that subsidiary. Changes in the fair value are recorded in selling, general and administrative expenses.

We have certain contingent consideration obligations related to acquisitions which are measured at fair value using Level 3 inputs. The amounts due to the sellers are based on the achievement of agreed-upon financial performance metrics by the acquired companies where the contingent obligation is either earned or not earned. We record the liability at the time of the acquisition based on the present value of management's best estimates of the future results of the acquired companies compared to the agreed-upon metrics. Subsequent to the date of acquisition, we update the original valuation to reflect current projections of future results of the acquired companies and the passage of time. Accretion of, and changes in the valuations of, contingent consideration are reported in selling, general and administrative expenses. See Note 8—Commitments and Contingent Liabilities for additional information related to the contingent payments.

Due to their short maturity, the carrying amounts of accounts receivable, accounts payable and accrued expenses approximated their fair values at December 31, 2020 and 2019.

Our outstanding debt held by third-party financial institutions is carried at cost, adjusted for discounts or debt issuance costs. Our debt is not publicly traded and the carrying amounts typically approximate fair value for debt that accrues interest at a variable rate, which are considered to be Level 2 inputs as defined in the FASB guidance.

The following table presents the estimated fair values of our senior secured notes, senior notes and convertible senior notes at December 31, 2020 and 2019:

	Estimated Fair Value at:			
	December 31, 2020		December 31, 2019	
	Level 2			
	<i>(in thousands)</i>			
6.5% Senior Secured Notes Due 2027	\$	1,340,688	\$	—
4.75% Senior Notes Due 2027	\$	970,872	\$	983,735
4.875% Senior Notes due 2024	\$	581,480	\$	596,137
5.625% Senior Notes due 2026	\$	307,785	\$	320,553
2.5% Convertible Senior Notes due 2023	\$	720,764	\$	675,664
2.0% Convertible Senior Notes due 2025	\$	425,172	\$	—

The estimated fair value of our third-party fixed-rate debt is based on quoted market prices in active markets for the same or similar debt, which are considered to be Level 2 inputs.

Non-recurring

The following table shows the fair value of our financial assets that have been adjusted to fair value on a non-recurring basis which had a significant impact on our results of operations for the years ended December 31, 2020 and 2019:

Description	Fair Value Measurement	Fair Value Measurements Using			Loss (Gain)
		Level 1	Level 2	Level 3	
		<i>(in thousands)</i>			
2020					
Definite-lived intangible assets, net	\$ 7,963	\$ —	\$ —	\$ 7,963	\$ 23,630
2019					
Definite-lived intangible assets, net	\$ —	\$ —	\$ —	\$ —	\$ 26,751

During 2020, we recorded impairment charges related to definite-lived intangible assets of \$3.6 million as a component of depreciation and amortization. The impairment charges are primarily related to intangible assets for revenue-generating contracts, venue management and leaseholds and client/vendor relationships in the Concerts segment. It was determined that these assets were impaired since the most recent estimated undiscounted future cash flows associated with these assets were less than their carrying value, primarily as a result of the expected impacts from the global COVID-19 pandemic for the 2020 period. These impairments were calculated using operating cash flows, which were discounted to approximate fair value. The key inputs in these calculations include future cash flow projections, including revenue profit margins, and, for the fair value computation, a discount rate. The key inputs used for these non-recurring fair value measurements are considered Level 3 inputs.

During 2019, we recorded impairment charges related to definite-lived intangible assets of \$6.8 million as a component of depreciation and amortization. The impairment charges are primarily related to intangible assets for revenue-generating contracts in the Concerts and Sponsorship & Advertising segments. It was determined that these assets were impaired since the most recent estimated undiscounted future cash flows associated with these assets were less than their carrying value. These impairments were calculated using operating cash flows, which were discounted to approximate fair value. The key inputs in these calculations include future cash flow projections, including revenue profit margins, and, for the fair value computation, a discount rate. The key inputs used for these non-recurring fair value measurements are considered Level 3 inputs.

During 2018, in conjunction with our annual impairment test, a goodwill impairment was recorded for the Artist Services (non-management) reporting unit in the Concerts segment in the amount of \$10.5 million as a component of depreciation and amortization. We calculated this impairment using a combination of a discounted cash flow methodology, which uses both Level 2 and Level 3 inputs, and a market multiple methodology, which uses primarily Level 2 inputs. The key inputs include discount rates, market multiples, control premiums, revenue growth and estimates of future financial performance. See Note 1—The Company and Summary of Significant Accounting Policies and Note 3—Long-Lived Assets for further discussion of our methodology and this impairment.

NOTE 8—COMMITMENTS AND CONTINGENT LIABILITIES

We have non-cancelable contracts related to minimum performance payments with various artists, other event-related costs and nonrecoupable ticketing contract advances. We also have commitments relating to additions to property, plant, and equipment under certain construction commitments for facilities and venues.

As of December 31, 2020, our future minimum payments under non-cancelable contracts and capital expenditure commitments consist of the following:

	Non-cancelable Contracts	Capital Expenditures
	<i>(in thousands)</i>	
2021	\$ 1,456,136	\$ 11,005
2022	481,238	1,048
2023	191,263	1,009
2024	77,315	1,009
2025	51,139	1,039
Thereafter	150,174	27,104
Total	\$ 2,407,265	\$ 42,214

Certain agreements relating to acquisitions provide for deferred purchase consideration payments at future dates. A liability is established at the time of the acquisition for these fixed payments. For obligations payable at a date greater than twelve months from the acquisition date, we apply a discount rate to calculate the present value of the obligations. As of December 31, 2020, we have accrued \$11.7 million in other current liabilities and \$7.3 million in other long-term liabilities and, as of December 31, 2019, we had accrued \$7.1 million in other current liabilities and \$9.1 million in other long-term liabilities, related to these deferred purchase consideration payments.

We have contingent obligations related to acquisitions which are accounted for as business combinations. Contingent consideration associated with business combinations is recorded at fair value at the time of the acquisition and reflected at current fair value for each subsequent reporting period thereafter until settled. We record these fair value changes in our statements of operations as selling, general and administrative expenses. The contingent consideration is generally subject to payout following the achievement of future performance targets and a portion is expected to be payable in the next twelve months. As of December 31, 2020, we have accrued \$27.5 million in other current liabilities and \$19.1 million in other long-term liabilities and, as of December 31, 2019, we had accrued \$6.0 million in other current liabilities and \$58.9 million in other long-term liabilities, representing the fair value of these estimated payments. The last contingency period for which we have an outstanding contingent payment is for the period ending June 2025. See Note 7—Fair Value Measurements for further discussion related to the valuation of these contingent payments.

As of December 31, 2020 and 2019, we guaranteed the debt of third parties of approximately \$12.1 million and \$16.5 million, respectively, primarily related to maximum credit limits on employee and tour-related credit cards, obligations of a nonconsolidated affiliate and obligations under a venue management agreement.

Litigation***Consumer Class Actions***

The following putative class action lawsuits were filed against Live Nation and/or Ticketmaster in the United States and Canada: Vaccaro v. Ticketmaster LLC (Northern District of Illinois, filed September 2018); Ameri v. Ticketmaster LLC (Northern District of California, filed September 2018); Lee v. Ticketmaster LLC, et al. (Northern District of California, filed September 2018); Thompson-Marcial v. Ticketmaster Canada Holdings ULC (Ontario Superior Court of Justice, filed September 2018); McPhee v. Live Nation Entertainment, Inc., et al. (Superior Court of Quebec, District of Montreal, filed September 2018); Crystal Watch v. Live Nation Entertainment, Inc., et al. (Court of Queen's Bench for Saskatchewan, by amendments filed September 2018); Gaetano v. Live Nation Entertainment, Inc., et al. (Northern District of New York, filed October 2018); Dickey v. Ticketmaster LLC, et al. (Central District of California, filed October 2018); Gommel v. Live Nation Entertainment, Inc., et al. (Supreme Court of British Columbia, Vancouver Registry, filed October 2018); Smith v. Live Nation Entertainment, Inc., et al. (Ontario Superior Court of Justice, filed October 2018); Messing v. Ticketmaster LLC, et al. (Central District of California, filed November 2018); and Niedbalski v. Ticketmaster LLC, et al. (Central District of California, filed December 2018).

As of November 2020, each of the consumer class actions filed in the United States had been dismissed with prejudice. In March 2019, the Dickey lawsuit was dismissed, and the Gaetano lawsuit was voluntarily dismissed with prejudice by the plaintiff in April 2019. The Ameri lawsuit was dismissed in May 2019, and the Vaccaro lawsuit was dismissed in June 2019. In June 2020, the Ninth Circuit Court of Appeals affirmed the District Court's ruling in the Lee lawsuit, compelling arbitration and dismissing the case. In November 2020, the Messing and Niedbalski lawsuits were dismissed with prejudice.

The remaining Canadian lawsuits make similar factual allegations that Live Nation and/or Ticketmaster LLC engage in conduct that is intended to encourage the resale of tickets on secondary ticket exchanges at elevated prices. Based on these allegations, each plaintiff asserts violations of different provincial and federal laws. Each plaintiff also seeks to represent a class of individuals who purchased tickets on a secondary ticket exchange, as defined in each plaintiff's complaint. The complaints seek a variety of remedies, including unspecified compensatory damages, punitive damages, restitution, injunctive relief and attorneys' fees and costs. Based on information presently known to management, we do not believe that a loss is probable of occurring at this time, and believe that the potential liability, if any, will not have a material adverse effect on our financial position, cash flows or results of operations. Further, we do not currently believe that the claims asserted in these lawsuits have merit, and considerable uncertainty exists regarding any monetary damages that will be asserted against us. We continue to vigorously defend these actions.

CIE Arbitration

In July 2019, Ticketmaster New Ventures, S. de R.L. de C.V. ("TNV"), an indirect wholly-owned subsidiary of LNE, entered into agreements with Corporación Interamericana de Entretenimiento, S.A.B. de C.V. ("CIE") and Grupo Televisa, S.A.B. ("TV") to acquire an aggregate 51% interest in OCESA Entretenimiento, S.A. de C.V. ("OCESA") and certain other related subsidiaries of CIE. We made our initial concentration notice filings with the regulatory authorities in Mexico in late August 2019 and received approval for the transaction in mid-April 2020. CIE shareholders approved the acquisition in September 2019. In May 2020, we notified CIE that we were terminating our agreement with it as a result of CIE's failure to comply with its contractual obligation to continue operating the target companies in the ordinary course of business and the occurrence of a material adverse effect (as that term is defined in the CIE purchase agreement). We simultaneously notified TV that we were terminating our agreement with it, which agreement may be terminated if the agreement with CIE is terminated for any reason. On May 25, 2020, TNV commenced binding arbitration proceedings, seated in New York, New York, before the International Court of Arbitration of the International Chamber of Commerce, seeking a declaratory judgment that it properly terminated the CIE purchase agreement and that any obligations thereunder are excused on the grounds set forth above, among others. On July 30, 2020, CIE filed its response to TNV's claims, asserting, among other things, that CIE did not breach its obligation to continue operating the target companies in the ordinary course of business and that no material adverse effect (as that term is defined in the CIE purchase agreement) has occurred, and CIE joined LNE as a party to the arbitration proceedings as a joint obligor under the CIE purchase agreement. CIE is seeking specific performance to require us to proceed with closing under the CIE purchase agreement and damages in an unspecified amount arising from our alleged failure to timely close. The matter has been assigned to a panel of arbitrators and a hearing has been scheduled to commence in March 2022. We intend to vigorously defend these claims.

Other Litigation

From time to time, we are involved in other legal proceedings arising in the ordinary course of our business, including proceedings and claims based upon purported violations of antitrust laws, intellectual property rights and tortious interference, which could cause us to incur significant expenses. We have also been the subject of personal injury and wrongful death claims relating to accidents at our venues in connection with our operations. As required, we have accrued our estimate of the probable settlement or other losses for the resolution of any outstanding claims. These estimates have been developed in consultation with counsel and are based upon an analysis of potential results, including, in some cases, estimated redemption rates for the settlement offered, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in our assumptions or the effectiveness of our strategies related to these proceedings.

NOTE 9—CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS**Transactions Involving Related Parties**

The following table provides details of the total revenue earned and expenses incurred from all related-party transactions:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Related-party revenue	\$ 482	\$ 131,909	\$ 157,834
Related-party expenses	\$ 1,009	\$ 1,711	\$ 4,300
Related-party acquisition related	\$ —	\$ 3,000	\$ —

The significant related-party transactions included in the table above are detailed below.

Liberty Media

Two current members of our board of directors were originally nominated by Liberty Media pursuant to a stockholder agreement. These directors receive directors' fees and stock-based awards on the same basis as other non-employee members of our board of directors.

We lease a venue from, and provide ticketing services to, a sports franchise owned by Liberty Media and pay royalty fees and non-recoupable ticketing contract advances to the sports franchise. We also receive transaction fees from the sports franchise for tickets the sports franchise sells using our ticketing software.

Legends

Our Chief Executive Officer became a member of the board of directors of Legends Hospitality Holding Company, LLC ("Legends") in February 2015. In 2017, our President assumed this role from the Chief Executive Officer. Legends provides concession services to certain of our owned or operated amphitheaters. We receive fees based on concession sales at each of the amphitheaters.

Sirius XM

In January 2018, our Chief Executive Officer became a member of the board of directors of Sirius XM Holdings Inc. ("Sirius XM"), a satellite radio company that is a subsidiary of Liberty Media. From time to time, we purchase advertising from Sirius XM.

Transactions Involving Equity Method Investees

We conduct business with certain of our equity method investees in the ordinary course of business. Transactions primarily relate to venue rentals and ticketing services. Revenue of \$0.5 million, \$2.7 million and \$2.7 million were earned in 2020, 2019 and 2018, respectively, and expenses of \$1.3 million, \$1.0 million and \$1.1 million were incurred in 2020, 2019 and 2018, respectively, from these equity investees for services rendered or provided in relation to these business ventures.

As of December 31, 2020 and 2019, we had accounts receivable and notes receivable balances of \$2.6 million and \$21.1 million, respectively, due from certain of our equity investees.

NOTE 10—INCOME TAXES

Significant components of the provision for income tax expense (benefit) are as follows:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Current:			
Federal	\$ —	\$ —	\$ (55)
Foreign	7,978	61,834	40,239
State	1,024	5,523	6,828
Total current	<u>9,002</u>	<u>67,357</u>	<u>47,012</u>
Deferred:			
Federal	(16,366)	5,314	2,246
Foreign	(20,772)	(6,345)	(8,697)
State	(739)	566	204
Total deferred	<u>(37,877)</u>	<u>(465)</u>	<u>(6,247)</u>
Income tax expense (benefit)	<u>\$ (28,875)</u>	<u>\$ 66,892</u>	<u>\$ 40,765</u>

The domestic income (loss) before income taxes was \$(1.5) billion, \$36.1 million and \$43.5 million for 2020, 2019 and 2018, respectively. Foreign income (loss) before income taxes was \$(374.5) million, \$149.0 million and \$87.6 million for 2020, 2019 and 2018, respectively.

Significant components of our deferred tax liabilities and assets are as follows:

	December 31,	
	2020	2019
	<i>(in thousands)</i>	
Deferred tax liabilities:		
Leases	\$ 206,701	\$ 192,870
Intangible assets	170,517	161,843
Prepaid expenses	17,786	5,876
Other	31,835	19,186
Total deferred tax liabilities	<u>426,839</u>	<u>379,775</u>
Deferred tax assets:		
Intangible assets	38,846	40,926
Accrued expenses	40,843	60,479
Net operating loss carryforwards	955,160	488,081
Foreign tax and other credit carryforwards	51,119	47,215
Equity compensation	25,209	22,503
Leases	224,776	211,206
Other	34,171	12,751
Total gross deferred tax assets	<u>1,370,124</u>	<u>883,161</u>
Valuation allowance	1,100,407	667,242
Total net deferred tax assets	<u>269,717</u>	<u>215,919</u>
Net deferred tax liabilities	<u>\$ (157,122)</u>	<u>\$ (163,856)</u>

Each reporting period, we evaluate the realizability of all of our deferred tax assets in each tax jurisdiction. As of December 31, 2020, we continued to maintain a full valuation allowance against our net deferred tax assets in certain jurisdictions due to cumulative pre-tax losses. As a result of the valuation allowances, no tax benefits have been recognized for losses incurred in those tax jurisdictions in 2020, 2019 and 2018.

During 2020 and 2019, we recorded net deferred tax liabilities of \$5.3 million and \$43.3 million, respectively, due principally to differences in financial reporting and tax bases in assets acquired in business combinations.

As of December 31, 2020, we have United States federal, state and foreign deferred tax assets related to net operating loss carryforwards of \$93.9 million, \$148.2 million and \$413.1 million, respectively. The increase in net operating loss carryforwards is primarily attributed to increases in loss carryforwards during 2020. The majority of the increase in net operating loss carryforwards are in jurisdictions for which we maintain a full valuation allowance against net deferred tax assets. Based on current statutory carryforward periods, the operating loss carryforwards will expire on various dates beginning in 2025. Our federal net operating loss may be subject to statutory limitations on the amount that can be used in any given year.

The reconciliation of income tax computed at the United States federal statutory rates to income tax expense (benefit) is:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Income tax expense (benefit) at United States statutory rate of 21%	\$ (389,900)	\$ 38,872	\$ 27,532
State income taxes, net of federal tax benefits	713	3,137	4,860
Differences between foreign and United States statutory rates	(12,794)	6,384	2,650
Non-United States income inclusions and exclusions	1,809	(3,222)	(3,425)
United States income inclusions and exclusions	(16,495)	(2,582)	(13,790)
Nondeductible items	39,861	10,118	26,376
Tax contingencies	(1,302)	(1,340)	389
Tax expense from acquired goodwill	6,950	6,107	4,353
Change in valuation allowance	344,161	8,536	(8,845)
Other, net	(1,878)	882	665
	<u>\$ (28,875)</u>	<u>\$ 66,892</u>	<u>\$ 40,765</u>

Income tax expense (benefit) is principally attributable to our earnings in foreign tax jurisdictions along with state income taxes.

Amounts included in differences between foreign and United States statutory rates are impacted by changes in the mix of international earnings subject to various tax rates which can differ greatly in their proximity to the United States statutory rate. The differences between statutory rates is also impacted by our Luxembourg affiliates and tax rulings which include the application of a reduced Luxembourg effective rate to the net income before tax resulting from our financing activities in Luxembourg.

Amounts included in United States income inclusions and exclusions include the favorable impact of tax deductions for vesting of restricted stock awards and exercises of stock options partially offset in 2019 and 2018 by unfavorable inclusions for GILTI under the provisions associated with the TCJA.

Nondeductible items for all years presented include the impact of increased nondeductible expenses pursuant to the provisions of the TCJA including nondeductible executive compensation. The 2020 nondeductible expenses also include adjustments for nondeductible noncontrolling interest.

Nondeductible items in 2018 includes our goodwill impairment for Artist Services (non-management) which was not deductible for income tax purposes.

The change in valuation allowance for each period presented resulted primarily from changes in the income (loss) within jurisdictions with full valuation allowances, including the United States.

The following table summarizes the activity related to the Company's unrecognized tax benefits:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Balance at January 1	\$ 21,723	\$ 34,071	\$ 30,630
Additions:			
Increase for current year positions	1,689	2,215	1,531
Increase for prior year positions	—	1,898	2,995
Interest and penalties for prior years	352	458	106
Reductions:			
Decrease for prior year positions	(2,109)	(3,272)	—
Expiration of applicable statute of limitations	—	—	(730)
Settlements for prior year positions	(17)	(13,852)	(9)
Foreign exchange	94	205	(452)
Balance at December 31	<u>\$ 21,732</u>	<u>\$ 21,723</u>	<u>\$ 34,071</u>

In February 2019, the Company reached a settlement agreement with the Canadian taxing authority regarding existing uncertain tax positions. The gross liability for unrecognized tax benefits primarily decreased in 2019 due to this settlement.

If we were to prevail on all uncertain tax positions, the net effect would be a decrease to our income tax provision of approximately \$0.5 million. The remaining \$21.2 million is offset by deferred tax assets that represent tax benefits that would be received in the event that we did not prevail on all uncertain tax positions. As of December 31, 2020, it is not expected that the total amounts of unrecognized tax benefits will increase or decrease materially within the next year.

We regularly assess the likelihood of additional assessments in each taxing jurisdiction resulting from current and subsequent years' examinations. Liabilities for income taxes are established for future income tax assessments when it is probable there will be future assessments and the amount can be reasonably estimated. Once established, liabilities for uncertain tax positions are adjusted only when there is more information available or when an event occurs necessitating a change to the liabilities. As of December 31, 2020, we believe that the resolution of income tax matters for open years will not have a material effect on our consolidated financial statements although the resolution of income tax matters could impact our effective tax rate for a particular future period.

The tax years 2009 through 2020 remain open to examination by the primary tax jurisdictions to which we are subject.

NOTE 11—EQUITY

Dividends

From inception and through December 31, 2020, we have not declared or paid any dividends. We currently intend to retain future earnings, if any, to finance the expansion of our business. Therefore, we do not expect to pay any cash dividends in the foreseeable future. Moreover, the terms of our senior secured credit facility limit the amount of funds that we will have available to declare and distribute as dividends on our common stock. Payment of future cash dividends, if any, will be at the discretion of our board of directors in accordance with applicable laws after taking into account various factors, including the financial condition, operating results, current and anticipated cash needs, plans for expansion and contractual restrictions with respect to the payment of dividends.

Common Stock

The following table reconciles common stock reported in the consolidated statements of changes in equity to the consolidated balance sheets.

	December 31,	
	2020	2019
Common shares issued as reported in the consolidated statement of changes in equity	214,466,988	211,262,062
Unvested restricted stock awards	1,589,073	1,169,582
Unvested deferred stock awards issued	2,367,000	1,686,000
Common shares issued as reported in the consolidated balance sheets	<u>218,423,061</u>	<u>214,117,644</u>

Unvested restricted stock awards and unvested deferred stock awards issued will be reflected in the statements of changes in equity at the time of vesting.

During 2020, 2019 and 2018, we issued 3.2 million, 1.3 million and 2.3 million shares, respectively, of common stock in connection with stock option exercises and vesting of restricted stock awards.

During 2019, we issued 0.8 million shares of common stock to holders of our 2.5% convertible senior notes due 2019 upon conversion of \$28.6 million of the principal amount of the notes.

Common Stock Reserved for Future Issuance

Common stock of approximately 19.0 million shares as of December 31, 2020 is reserved for future issuances under the stock incentive plan (including 9.3 million options, 1.6 million restricted stock awards and 2.4 million deferred stock awards currently granted).

Noncontrolling Interests

Common securities held by the noncontrolling interests that do not include put arrangements exercisable outside of our control are recorded in equity, separate from our stockholders' equity.

The purchase or sale of additional ownership in an already controlled subsidiary is recorded as an equity transaction with no gain or loss recognized in net income (loss) or comprehensive income (loss) as long as the subsidiary remains a controlled subsidiary. In 2020, 2019 and 2018, we acquired all or additional equity interests in several companies that did not have a significant impact to equity either on an individual basis or in the aggregate. The following schedule reflects the change in ownership interests for these transactions:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Net income (loss) attributable to common stockholders of Live Nation	\$ (1,724,535)	\$ 69,889	\$ 60,249
Transfers of noncontrolling interests:			
Changes in Live Nation's additional paid-in capital for purchases of noncontrolling interests, net of transaction costs	14,336	(23,878)	(8,210)
Changes in Live Nation's additional paid-in capital for sales of noncontrolling interests, net of transaction costs	(7,667)	—	1,410
Net transfers of noncontrolling interests	<u>6,669</u>	<u>(23,878)</u>	<u>(6,800)</u>
Change from net income (loss) attributable to common stockholders of Live Nation and net transfers of noncontrolling interests	<u>\$ (1,717,866)</u>	<u>\$ 46,011</u>	<u>\$ 53,449</u>

Redeemable Noncontrolling Interests

We are subject to put arrangements where the holders of the noncontrolling interests can require us to repurchase their shares at specified dates in the future or within specified periods in the future. Certain of these puts can be exercised earlier upon the occurrence of triggering events as specified in the agreements. The redemption amounts for these puts are either at a fixed amount, at fair value at the time of exercise or a variable amount based on a formula linked to earnings. In accordance with the FASB guidance for business combinations, the redeemable noncontrolling interests are recorded at their fair value at acquisition date. For put arrangements that are not currently redeemable, we accrete to the estimated redemption value over the period from the date of issuance to the earliest redemption date of the individual puts, with the offset recorded to additional paid-in capital. Decreases in accretion are only recognized to the extent that increases had been previously recognized. The estimated redemption values that are based on a formula linked to future earnings are computed each reporting period using projected cash flows, and the estimated redemption values that are based on fair value at the time of exercise are computed each reporting period by applying a multiple to projected earnings, both of which take into account the current expectations regarding profitability and the timing of revenue-generating events. The balances are reflected in our balance sheets as redeemable noncontrolling interests outside of permanent equity.

Our estimate of redemption amounts for puts that are redeemable at fixed or determinable prices on fixed or determinable dates for the years ended December 31, 2021, 2022, 2023, 2024 and 2025 are \$47.7 million, \$79.9 million, \$54.8 million, \$30.1 million and \$59.8 million, respectively.

Transactions with Noncontrolling Interest Partners

We have loaned or advanced money to noncontrolling interest partners under the terms of the partnership operating agreements, promissory notes or other arrangements. As of December 31, 2020, we had outstanding notes receivable and prepayments of \$3.0 million in other current assets and \$84.1 million in other long-term assets, and as of December 31, 2019, we had outstanding notes receivable and prepayments of \$6.5 million in other current assets and \$97.5 million in other long-term assets.

Accumulated Other Comprehensive Income (Loss)

The following table presents changes in the components of AOCI, net of taxes, for the years ended December 31, 2020, 2019 and 2018:

	Loss on Cash Flow Hedges	Foreign Currency Items	Total
	<i>(in thousands)</i>		
Balance at December 31, 2017	\$ —	\$ (108,542)	\$ (108,542)
Other comprehensive income before reclassifications	—	(36,689)	(36,689)
Amount reclassified from AOCI	—	—	—
Net other comprehensive income	—	(36,689)	(36,689)
Balance at December 31, 2018	—	(145,231)	(145,231)
Other comprehensive loss before reclassifications	—	(482)	(482)
Amount reclassified from AOCI	—	—	—
Net other comprehensive loss	—	(482)	(482)
Balance at December 31, 2019	—	(145,713)	(145,713)
Other comprehensive income (loss) before reclassifications	(36,689)	291	(36,398)
Amount reclassified from AOCI	5,102	—	5,102
Net other comprehensive income (loss)	(31,587)	291	(31,296)
Balance at December 31, 2020	\$ (31,587)	\$ (145,422)	\$ (177,009)

See Note 7—Fair Value Measurements for further discussion and disclosure of the fair value of our interest rate swap that has been designated as a cash flow hedge.

Earnings per Share

Basic net income (loss) per common share is computed by dividing the net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net income per common share adjusts basic net income per common share for the effects of stock options, restricted and deferred stock awards and other potentially dilutive financial instruments only in the periods in which such effect is dilutive. Our convertible senior notes are considered in the calculation of diluted net income per common share, if dilutive.

The calculation of diluted net income per common share includes the effects of the assumed exercise of any outstanding stock options, the assumed vesting of shares of restricted and deferred stock awards and the assumed conversion of the convertible senior notes where dilutive. For the years ended December 31, 2020, 2019 and 2018 there were no reconciling items to the weighted average common shares outstanding in the calculation of diluted net income per common share. The following table shows securities excluded from the calculation of diluted net income per common share because such securities were anti-dilutive:

	Year Ended December 31,		
	2020	2019	2018
Options to purchase shares of common stock	9,323,323	11,347,305	11,784,023
Restricted and deferred stock awards—unvested	3,956,073	3,655,582	3,899,181
Conversion shares related to convertible senior notes	11,014,846	8,374,536	8,912,099
Number of anti-dilutive potentially issuable shares excluded from diluted common shares outstanding	<u>24,294,242</u>	<u>23,377,423</u>	<u>24,595,303</u>

NOTE 12—REVENUE RECOGNITION

The global COVID-19 pandemic has significantly impacted the recognition of revenue for our Concerts, Ticketing and Sponsorship & Advertising segments. Beginning in mid-March, we ceased all of our tours and closed our venues to support global efforts at social distancing to mitigate the spread of the virus, and to comply with restrictions put in place by various governmental entities.

For our Concerts segment, the impact is partially a delay in the timing of revenue recognition as many events are being rescheduled to dates in 2021. For events that have been cancelled as of December 31, 2020, the deferred revenue has been reclassified to accrued expenses on our consolidated balance sheets where not already refunded to the fan. In certain markets, we are offering fans an incentive to receive a voucher for a future ticket purchase to one of our events in lieu of receiving a refund for the cancelled event. Where a fan has elected to receive the incentive voucher, the cash from the original ticket purchase remains in deferred revenue. For certain of our rescheduled events, we are offering a limited refund window for fans to request a refund. Where a fan has elected to receive a refund for a rescheduled event and where we have estimated future refunds, the deferred revenue has been reclassified to accrued expenses if not already refunded. The estimate of future refunds was developed by allocating our event-related deferred revenue based on where we estimated that the affected events were in the refund process as of December 31, 2020, and applying a venue-specific refund take rate. The venue-specific refund take rates were based on the refunds we have issued since we ceased all our tours and closed our venues in mid-March 2020 through the end of the current reporting period.

For our Ticketing segment, the impact is similar to the Concerts segment if the tickets sold for an event are controlled by our concert promoters. For the Ticketing segment's third-party clients, previously recognized service charges are reversed from revenue when the event is cancelled or a refund is issued for a rescheduled event, including refunds issued after the balance sheet date but prior to the filing of our consolidated financial statements. The revenue reversal is reflected as accrued expenses on our consolidated balance sheets where not already refunded to the fan. The timing of our third-party clients' event cancellations and rescheduling of postponed events versus new events available for sale can result in refunds of service charges exceeding current quarter sales resulting in negative revenue for that period.

For our Sponsorship & Advertising segment, the impact is partially a delay in the timing of revenue recognition due to our concert events being rescheduled, our venues being closed and the limited number of events currently available for sale on our websites. In response to the impacts we are experiencing from the global COVID-19 pandemic, we have amended or are continuing negotiations with certain of our sponsors to either provide additional benefits when our venues reopen and our concert events resume or extend the term of the agreement with no additional benefits to the sponsor.

Concerts

Concerts revenue, including intersegment revenue, for the years ended December 31, 2020, 2019 and 2018 are as follows:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Total Concert Revenue	\$ 1,468,433	\$ 9,428,094	\$ 8,770,031
Percentage of consolidated revenue	78.9 %	81.6 %	81.3 %

Our Concerts segment generates revenue from the promotion or production of live music events and festivals in our owned or operated venues and in rented third-party venues, artist management commissions and the sale of merchandise for music artists at events. As a promoter and venue operator, we earn revenue primarily from the sale of tickets, concessions, merchandise, parking, ticket rebates or service charges on tickets sold by Ticketmaster or third-party ticketing agreements, and rental of our owned or operated venues. As an artist manager, we earn commissions on the earnings of the artists and other clients we represent, primarily derived from clients' earnings for concert tours. Over 95% of Concerts' revenue, whether related to promotion, venue operations, artist management or artist event merchandising, is recognized on the day of the related event. The majority of consideration for our Concerts segment is collected in advance of or on the day of the event. Consideration received in advance of the event is recorded as deferred revenue or in long-term liabilities if the event is more than twelve months from the balance sheet date. Any consideration not collected by the day of the event is typically received within three months after the event date.

Ticketing

Ticketing revenue, including intersegment revenue, for the years ended December 31, 2020, 2019 and 2018 are as follows:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Total Ticketing Revenue	\$ 188,383	\$ 1,545,189	\$ 1,529,566
Percentage of consolidated revenue	10.1 %	13.4 %	14.2 %

Ticket fee revenue is generated from convenience and order processing fees, or service charges, charged at the time a ticket for an event is sold in either the primary or secondary markets. Our Ticketing segment is primarily an agency business that sells tickets for events on behalf of its clients, which include venues, concert promoters, professional sports franchises and leagues, college sports teams, theater producers and museums. Our Ticketing segment records revenue arising from convenience and order processing fees, regardless of whether these fees are related to tickets sold in the primary or secondary market, and regardless of whether these fees are associated with our concert events or third-party clients' concert events. Our Ticketing segment does not record the face value of the tickets as revenue. Ticket fee revenue is recognized when the ticket is sold for third-party clients and secondary market sales, as we have no further obligation to our client's customers following the sale of the ticket. For our concert events where our concert promoters control ticketing, ticket fee revenue is recognized when the event occurs because we also have the obligation to deliver the event to the fan. The delivery of the ticket to the fan is not considered a distinct performance obligation for our concert events because the fan cannot receive the benefits of the ticket unless we also fulfill our obligation to deliver the event. The majority of ticket fee revenue is collected within the month of the ticket sale. Revenue received from the sale of tickets in advance of our concert events is recorded as deferred revenue or in other long-term liabilities if the date of the event is more than twelve months from the balance sheet date. Reported revenue is net of any refunds made or committed to and also the impact of any cancellations of events that occurred during the period and up to the time of filing these consolidated financial statements.

Ticketing contract advances, which can be either recoupable or non-recoupable, represent amounts paid in advance to our clients pursuant to ticketing agreements and are reflected in prepaid expenses or in long-term advances if the amount is expected to be recouped or recognized over a period of more than twelve months. Recoupable ticketing contract advances are generally recoupable against future royalties earned by the client, based on the contract terms, over the life of the contract. Royalties are typically earned by the client when tickets are sold. Royalties paid to clients are recorded as a reduction to revenue when the tickets are sold and the corresponding service charge revenue is recognized. Non-recoupable ticketing contract advances, excluding those amounts paid to support clients' advertising costs, are fixed additional incentives occasionally paid by us to certain clients to secure the contract and are typically amortized over the life of the contract on a straight-line basis as a reduction to revenue. At December 31, 2020 and 2019, we had ticketing contract advances of \$63.5 million and \$100.9 million, respectively, in prepaid expenses and \$87.0 million and \$105.7 million, respectively, in long-term advances. We amortized \$48.0 million, \$80.3 million and \$80.1 million for the years ended December 31, 2020, 2019 and 2018 respectively, related to non-recoupable ticketing contract advances.

Sponsorship & Advertising

Sponsorship & Advertising revenue, including intersegment revenue, for the years ended December 31, 2020, 2019 and 2018 are as follows:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Total Sponsorship & Advertising Revenue	\$ 203,676	\$ 590,274	\$ 503,968
Percentage of consolidated revenue	10.9 %	5.1 %	4.7 %

Our Sponsorship & Advertising segment generates revenue from sponsorship and marketing programs that provide its sponsors with strategic, international, national and local opportunities to reach customers through our venue, concert and ticketing assets, including advertising on our websites. These programs can also include custom events or programs for the sponsors' specific brands, which are typically experienced exclusively by the sponsors' customers. Sponsorship agreements may contain multiple elements, which provide several distinct benefits to the sponsor over the term of the agreement, and can be for a single or multi-year term. We also earn revenue from exclusive access rights provided to sponsors in various categories such as ticket pre-sales, beverage pouring rights, venue naming rights, media campaigns, signage within our venues, and advertising on our websites. Revenue from sponsorship agreements is allocated to the multiple elements based on the relative stand-alone selling price of each separate element, which are determined using vendor-specific evidence, third-party evidence or our best estimate of the fair value. Revenue is recognized over the term of the agreement or operating season as the benefits are provided to the sponsor unless the revenue is associated with a specific event, in which case it is recognized when the event occurs. Revenue is collected in installment payments during the year, typically in advance of providing the benefit or the event. Revenue received in advance of the event or the sponsor receiving the benefit is recorded as deferred revenue or in other long-term liabilities if the date of the event is more than twelve months from the balance sheet date.

At December 31, 2020, we had contracted sponsorship agreements with terms greater than one year that had approximately \$1.0 billion of revenue related to future benefits to be provided by us. We expect to recognize, based on current projections, approximately 33%, 26%, 15% and 26% of this revenue in 2021, 2022, 2023 and thereafter, respectively.

Deferred Revenue

The majority of our deferred revenue is typically classified as current and is shown as a separate line item on the consolidated balance sheets. Deferred revenue that is not expected to be recognized within the next twelve months is classified as long-term and reflected in other long-term liabilities on the consolidated balance sheets. At December 31, 2020, 2019 and 2018, we had current deferred revenue of \$1.8 billion, \$1.4 billion and \$1.2 billion, respectively.

The table below summarizes the amount of prior year current deferred revenue recognized during the years ended December 31, 2020 and 2019:

	December 31,	
	2020	2019
	<i>(in thousands)</i>	
Concerts	\$ 273,734	\$ 1,121,945
Ticketing	26,471	62,088
Sponsorship & Advertising	18,010	20,220
Other & Corporate	3,402	3,069
	<u>\$ 321,617</u>	<u>\$ 1,207,322</u>

As of December 31, 2020, approximately 40.6% of the current deferred revenue balance from December 31, 2019 is expected to be recognized in 2021 and thus such amounts remain in current deferred revenue. In addition, as of December 31, 2020, approximately 32.7% of the current deferred revenue balance from December 31, 2019 has been or is expected to be refunded to fans as the corresponding events have cancelled or refunds were or are expected to be requested for rescheduled events, and thus such amounts have been reclassified to accrued expenses if not already refunded. As the global COVID-19 pandemic continues to further delay our ability to resume our concert events and reopen our venues, our long-term deferred revenue balance has increased. We had long-term deferred revenue of \$88.6 million, \$34.4 million and \$27.5 million at December 31, 2020, 2019 and 2018, respectively, which is reflected in other long-term liabilities on the consolidated balance sheets.

NOTE 13—STOCK-BASED COMPENSATION

In December 2005, we adopted our 2005 Stock Incentive Plan, which has been amended and/or restated on several occasions. In connection with our merger with Ticketmaster Entertainment LLC, we adopted the Amended and Restated Ticketmaster 2008 Stock & Annual Incentive Plan. The plans authorize us to grant stock option awards, director shares, stock appreciation rights, restricted stock and deferred stock awards, other equity-based awards and performance awards. We have granted restricted stock awards, options to purchase our common stock and deferred stock awards to employees, directors, consultants, and our affiliates under the stock incentive plans at no less than the fair market value of the underlying stock on the date of grant. The stock incentive plans contain anti-dilutive provisions that require the adjustment of the number of shares of our common stock represented by, and the exercise price of, each option for any stock splits or stock dividends. The ten-year term of the Ticketmaster plan expired in August 2018; accordingly, no new awards may be granted under that plan but outstanding awards shall continue in full force and effect in accordance with their terms.

The following is a summary of stock-based compensation expense we recorded during the respective periods:

	Year Ended December 31,		
	2020	2019	2018
	<i>(in thousands)</i>		
Selling, general and administrative expenses	\$ 88,620	\$ 21,947	\$ 18,621
Corporate expenses	28,269	26,838	26,961
Total	\$ 116,889	\$ 48,785	\$ 45,582

The increase in stock-based compensation expense for the year ended December 31, 2020 is primarily due to the issuance of restricted stock awards in 2020 in lieu of cash payments due for bonuses earned in 2019 owed to certain employees, as part of our cash savings initiative in connection with the global COVID-19 pandemic.

As of December 31, 2020, there was \$84.3 million of total unrecognized compensation cost related to stock-based compensation arrangements for stock options, restricted stock and deferred stock awards. This cost is expected to be recognized over a weighted-average period of 1.6 years.

Stock Options

Stock options are granted for a term not exceeding ten years and the non-vested options are generally forfeited in the event the employee, director or consultant terminates his or her employment or relationship with us or one of our affiliates. Any options that have vested at the time of termination are forfeited to the extent they are not exercised within the applicable post-employment exercise period provided in their option agreements. These options typically vest over one to four years.

The following assumptions were used to calculate the fair value of our options on the date of grant:

	Year Ended December 31,		
	2020	2019	2018
Risk-free interest rate	0.09% - 1.19%	1.89% - 2.53%	2.68% - 2.70%
Dividend yield	0.0 %	0.0 %	0.0 %
Volatility factors	32.37% - 51.83%	27.63% - 28.12%	27.66% - 28.00%
Weighted average expected life (in years)	2.51	6.08	5.74

The following table presents a summary of our stock options outstanding at the dates given, and stock option activity for the period between such dates (“Price” reflects the weighted average exercise price per share):

	Year Ended December 31,					
	2020		2019		2018	
	Options	Price	Options	Price	Options	Price
	<i>(in thousands, except per share data)</i>					
Outstanding January 1	11,347	\$ 18.36	11,784	\$ 16.55	14,239	\$ 14.52
Granted	51	66.27	487	57.00	255	44.05
Exercised	(2,071)	16.96	(910)	15.50	(2,694)	8.38
Forfeited or expired	(4)	41.71	(14)	10.82	(16)	28.57
Outstanding December 31	9,323	\$ 18.93	11,347	\$ 18.36	11,784	\$ 16.55
Exercisable December 31	8,827	\$ 16.98	10,493	\$ 15.77	10,693	\$ 14.61
Weighted average fair value per option granted		\$ 13.62		\$ 18.50		\$ 14.05

The total intrinsic value of stock options exercised during the years ended December 31, 2020, 2019 and 2018 was \$7.9 million, \$39.6 million and \$28.1 million, respectively. Cash received from stock option exercises for the years ended December 31, 2020, 2019 and 2018 was \$30.6 million, \$14.1 million and \$22.6 million, respectively.

There were 5.6 million shares available for future grants under the stock incentive plan at December 31, 2020. Upon share option exercise or vesting of restricted or deferred stock, we issue new shares or treasury shares to fulfill these grants. Vesting dates on the stock options range from February 2021 to May 2024, and expiration dates range from July 2021 to December 2030 at exercise prices and average contractual lives as follows:

Range of Exercise Prices	Outstanding as of 12/31/20 <i>(in thousands)</i>	Weighted Average Remaining Contractual Life <i>(in years)</i>	Weighted Average Exercise Price	Exercisable as of 12/31/20 <i>(in thousands)</i>	Weighted Average Remaining Contractual Life <i>(in years)</i>	Weighted Average Exercise Price
\$5.00 - \$9.99	4,112	1.9	\$ 8.76	4,112	1.9	\$ 8.76
\$10.00 - \$14.99	863	1.1	\$ 11.52	863	1.1	\$ 11.52
\$15.00 - \$19.99	731	5.0	\$ 19.30	731	5.0	\$ 19.30
\$20.00 - \$24.99	1,301	3.1	\$ 21.03	1,301	3.1	\$ 21.03
\$25.00 - \$29.99	1,200	5.2	\$ 27.36	1,174	5.2	\$ 27.32
\$30.00 - \$44.99	592	7.1	\$ 43.82	492	7.1	\$ 43.84
\$45.00 - \$60.99	491	8.2	\$ 56.82	154	8.2	\$ 56.77
\$61.00 - \$70.99	33	9.9	\$ 70.26	—	0.0	\$ —

The total intrinsic value of options outstanding and options exercisable as of December 31, 2020 was \$508.6 million and \$498.7 million, respectively.

Restricted Stock

We have granted restricted stock awards to our employees, directors and consultants under our stock incentive plan. These common shares carry a legend which typically restricts their transferability for a term of one to five years and are forfeited in the event the recipient’s employment or relationship with us is terminated prior to the lapse of the restriction. In addition, certain restricted stock awards require us or the recipient to achieve minimum performance targets in order for these awards to vest.

In 2020, we granted 2.1 million shares of restricted stock and 0.3 million shares of performance-based awards, respectively, under our stock incentive plan. These awards will all vest over 3 months to four years with the exception of the performance-based awards which will vest within two years if the performance criteria are met. As of December 31, 2020, we determined that the performance-based criteria for these awards were not probable of being met and such awards will be forfeited in 2021.

In 2019, we granted 0.2 million shares of restricted stock and 0.2 million shares of performance-based awards, respectively, under our stock incentive plan. These awards will all vest over one or four years with the exception of the performance-based awards which will vest within two years if the performance criteria are met. As of December 31, 2020, the performance-based criteria for these awards have been met unless otherwise forfeited.

In 2018, we granted 0.3 million shares of restricted stock and 0.2 million shares of performance-based awards, respectively, under our stock incentive plans. These awards will all vest over one or four years with the exception of the performance-based awards which will vest within one to two years if the performance criteria are met. As of December 31, 2020, the performance-based criteria for these awards have been met unless otherwise forfeited.

The following table presents a summary of our unvested restricted stock awards outstanding at December 31, 2020, 2019 and 2018 (“Price” reflects the weighted average share price at the date of grant):

	Restricted Stock	
	Awards	Price
	<i>(in thousands, except per share data)</i>	
Unvested at December 31, 2017	1,607	\$ 31.79
Granted	535	44.54
Forfeited	(37)	30.38
Vested	(706)	28.35
Unvested at December 31, 2018	1,399	\$ 38.13
Granted	415	57.58
Forfeited	(26)	38.45
Vested	(618)	36.54
Unvested at December 31, 2019	1,170	\$ 45.80
Granted	2,454	55.52
Forfeited	(106)	53.26
Vested	(1,929)	47.48
Unvested at December 31, 2020	1,589	\$ 58.19

The total grant date fair market value of the shares issued upon the vesting of restricted stock awards during the years ended December 31, 2020, 2019 and 2018 was \$91.6 million, \$22.6 million and \$20.0 million, respectively.

Deferred Stock

We have granted deferred stock awards to our employees where the employees are entitled to receive shares of common stock in the future. Deferred stock can only be settled in stock as determined at the time of the grant. All of the deferred stock awards require us to achieve minimum market conditions in order for these awards to issue and vest.

In 2017, we granted 2.5 million shares of deferred stock awards with market conditions under our incentive plan. These awards will all vest over one to five years if specified stock prices are achieved over a specific number of days during the five years.

In 2020, 2019 and 2018, we achieved minimum market conditions resulting in the issuance of 0.8 million shares, 1.5 million shares and 0.2 million shares of restricted stock, respectively, subject to vesting over one to four years. As of December 31, 2020, there were no deferred stock awards outstanding for which the minimum market conditions have not been met.

The following table presents a summary of the Company's unvested deferred stock awards outstanding at December 31, 2020, 2019 and 2018 ("Price" reflects the weighted average grant date fair value):

	Deferred Stock	
	Awards	Price
	<i>(in thousands, except per share data)</i>	
Unvested at December 31, 2017	—	\$ —
Awarded	2,500	26.69
Forfeited	—	0.00
Vested	—	0.00
Unvested at December 31, 2018	2,500	\$ 26.69
Awarded	—	0.00
Forfeited	—	0.00
Vested	(14)	36.08
Unvested at December 31, 2019	2,486	\$ 26.63
Awarded	—	0.00
Forfeited	—	0.00
Vested	(119)	28.80
Unvested at December 31, 2020	2,367	\$ 26.53

NOTE 14—OTHER INFORMATION

	December 31,	
	2020	2019
	<i>(in thousands)</i>	
The following details the components of “Other current assets”:		
Inventory	\$ 22,000	\$ 16,106
Notes receivable	14,556	34,842
Other	2,909	6,059
Total other current assets	\$ 39,465	\$ 57,007
The following details the components of “Other long-term assets”:		
Investments in nonconsolidated affiliates	\$ 170,494	\$ 167,603
Notes receivable	88,889	128,725
Other	131,898	135,145
Total other long-term assets	\$ 391,281	\$ 431,473
The following details the components of “Accrued expenses”:		
Accrued compensation and benefits	\$ 90,070	\$ 276,417
Accrued event expenses	127,004	394,257
Accrued insurance	128,348	165,071
Accrued legal	23,596	16,978
Collections on behalf of others	51,127	48,467
Accrued ticket refunds	143,827	4,432
Other	330,177	485,864
Total accrued expenses	\$ 894,149	\$ 1,391,486
The following details the components of “Other current liabilities”:		
Contingent and deferred purchase consideration	\$ 39,207	\$ 13,165
Other	32,876	46,046
Total other current liabilities	\$ 72,083	\$ 59,211
The following details the components of “Other long-term liabilities”:		
Deferred revenue	\$ 88,641	\$ 34,390
Contingent and deferred purchase consideration	26,401	67,979
Other	67,466	28,279
Total other long-term liabilities	\$ 182,508	\$ 130,648

NOTE 15—SEGMENT DATA

Our reportable segments are Concerts, Ticketing and Sponsorship & Advertising. Our Concerts segment involves the promotion of live music events globally in our owned or operated venues and in rented third-party venues, the production of music festivals, the operation and management of music venues, the creation of associated content and the provision of management and other services to artists. Our Ticketing segment involves the management of our global ticketing operations, including providing ticketing software and services to clients, and consumers with a marketplace, both online and mobile, for tickets and event information, and is responsible for our primary ticketing website, *www.ticketmaster.com*. Our Sponsorship & Advertising segment manages the development of strategic sponsorship programs in addition to the sale of international, national and local sponsorships and placement of advertising such as signage, promotional programs, rich media offerings, including advertising associated with live streaming and music-related content, and ads across our distribution network of venues, events and websites.

Revenue and expenses earned and charged between segments are eliminated in consolidation. Our capital expenditures below include accruals for amounts incurred but not yet paid for, but are not reduced by reimbursements received from outside parties such as landlords and noncontrolling interest partners or replacements funded by insurance proceeds.

We manage our working capital on a consolidated basis. Accordingly, segment assets are not reported to, or used by, our management to allocate resources to or assess performance of our segments, and therefore, total segment assets have not been presented.

There were no customers that individually accounted for more than 10% of our consolidated revenue in any year.

The following table presents the results of operations for our reportable segments for the years ending December 31, 2020, 2019 and 2018:

	Concerts	Ticketing	Sponsorship & Advertising	Other	Corporate	Eliminations	Consolidated
	<i>(in thousands)</i>						
2020							
Revenue	\$ 1,468,433	\$ 188,383	\$ 203,676	\$ 3,233	\$ —	\$ (2,547)	\$ 1,861,178
Direct operating expenses	1,222,997	129,433	52,517	—	—	(2,547)	1,402,400
Selling, general and administrative expenses	937,651	501,032	75,669	9,990	—	—	1,524,342
Depreciation and amortization	266,255	169,921	30,617	6,684	11,548	—	485,025
Loss (gain) on disposal of operating assets	505	(1)	—	(1)	—	—	503
Corporate expenses	—	—	—	—	102,100	—	102,100
Operating income (loss)	<u>\$ (958,975)</u>	<u>\$ (612,002)</u>	<u>\$ 44,873</u>	<u>\$ (13,440)</u>	<u>\$ (113,648)</u>	<u>\$ —</u>	<u>\$ (1,653,192)</u>
Intersegment revenue	\$ 712	\$ 1,835	\$ —	\$ —	\$ —	\$ (2,547)	\$ —
Capital expenditures	\$ 119,730	\$ 77,018	\$ 5,781	\$ —	\$ 6,886	\$ —	\$ 209,415
2019							
Revenue	\$ 9,428,094	\$ 1,545,189	\$ 590,274	\$ 3,162	\$ —	\$ (18,750)	\$ 11,547,969
Direct operating expenses	7,857,437	514,169	114,326	—	—	(18,750)	8,467,182
Selling, general and administrative expenses	1,386,928	642,052	112,594	3,912	—	—	2,145,486
Depreciation and amortization	239,682	156,894	33,084	364	13,967	—	443,991
Loss (gain) on disposal of operating assets	(2,490)	116	—	—	1	—	(2,373)
Corporate expenses	—	—	—	—	168,839	—	168,839
Operating income (loss)	<u>\$ (53,463)</u>	<u>\$ 231,958</u>	<u>\$ 330,270</u>	<u>\$ (1,114)</u>	<u>\$ (182,807)</u>	<u>\$ —</u>	<u>\$ 324,844</u>
Intersegment revenue	\$ 6,672	\$ 12,078	\$ —	\$ —	\$ —	\$ (18,750)	\$ —
Capital expenditures	\$ 186,819	\$ 105,246	\$ 10,261	\$ —	\$ 35,252	\$ —	\$ 337,578
2018							
Revenue	\$ 8,770,031	\$ 1,529,566	\$ 503,968	\$ 3,724	\$ —	\$ (19,489)	\$ 10,787,800
Direct operating expenses	7,340,757	549,265	92,494	4,905	—	(19,489)	7,967,932
Selling, general and administrative expenses	1,248,346	634,829	97,540	16,313	—	—	1,997,028
Depreciation and amortization	206,772	143,551	30,779	817	4,610	—	386,529
Loss (gain) on disposal of operating assets	10,361	7	2	—	(1)	—	10,369
Corporate expenses	—	—	—	—	153,406	—	153,406
Operating income (loss)	<u>\$ (36,205)</u>	<u>\$ 201,914</u>	<u>\$ 283,153</u>	<u>\$ (18,311)</u>	<u>\$ (158,015)</u>	<u>\$ —</u>	<u>\$ 272,536</u>
Intersegment revenue	\$ 5,193	\$ 14,296	\$ —	\$ —	\$ —	\$ (19,489)	\$ —
Capital expenditures	\$ 129,129	\$ 110,202	\$ 7,541	\$ 169	\$ 15,273	\$ —	\$ 262,314

The following table provides revenue and long-lived assets for our foreign operations included in the consolidated financial statements:

	United Kingdom Operations	Other Foreign Operations	Total Foreign Operations	Total Domestic Operations	Consolidated Total
	<i>(in thousands)</i>				
2020					
Revenue	\$ 194,177	\$ 472,364	\$ 666,541	\$ 1,194,637	\$ 1,861,178
Long-lived assets	\$ 91,192	\$ 184,679	\$ 275,871	\$ 825,543	\$ 1,101,414
2019					
Revenue	\$ 838,940	\$ 3,076,486	\$ 3,915,426	\$ 7,632,543	\$ 11,547,969
Long-lived assets	\$ 77,084	\$ 186,265	\$ 263,349	\$ 854,583	\$ 1,117,932
2018					
Revenue	\$ 793,596	\$ 2,867,626	\$ 3,661,222	\$ 7,126,578	\$ 10,787,800
Long-lived assets	\$ 71,298	\$ 128,001	\$ 199,299	\$ 747,294	\$ 946,593

NOTE 16—SUBSEQUENT EVENT

In January 2021, we issued \$500 million principal amount of 3.75% senior secured notes due 2028. Interest on the notes is payable semi-annually in cash in arrears on January 15 and July 15 of each year beginning on July 15, 2021, and will mature on January 15, 2028. The proceeds were used to pay estimated fees of \$8.0 million and repay \$75.0 million aggregate principal amount of the Company's senior secured term loan B facility, leaving approximately \$417.0 million for general corporate purposes, including acquisitions and organic investment opportunities.

We may redeem some or all of the notes, at any time prior to January 15, 2024, at a price equal to 100% of the aggregate principal amount, plus any accrued and unpaid interest to the date of redemption, plus a 'make-whole' premium. We may redeem up to 35% of the aggregate principal amount of the notes from the proceeds of certain equity offerings prior to January 15, 2024, at a price equal to 103.75% of the aggregate principal amount, plus accrued and unpaid interest thereon, if any, to the date of redemption. In addition, on or after January 15, 2024 we may redeem some or all of the notes at any time at redemption prices specified in the Notes Indenture, plus any accrued and unpaid interest to the date of redemption.

We must make an offer to redeem the notes at 101% of their aggregate principal amount, plus accrued and unpaid interest to the repurchase date, if we experience certain defined changes of control. The notes are secured by a first priority lien on substantially all of the tangible and intangible personal property of LNE and LNE's domestic subsidiaries that are guarantors, and by a pledge of substantially all of the shares of stock, partnership interests and limited liability company interests of our direct and indirect domestic subsidiaries.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures to ensure that material information relating to our company, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and our board of directors.

Based on their evaluation as of December 31, 2020, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective to ensure that (1) the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (2) the information we are required to disclose in such reports is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or internal controls will prevent all possible errors and fraud. Our disclosure controls and procedures are, however, designed to provide reasonable assurance of achieving their objectives, and our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective at that reasonable assurance level.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the 2013 framework in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Based on its evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2020.

Ernst & Young LLP, an independent registered public accounting firm, has issued an attestation report on our internal control over financial reporting. The attestation report is included herein.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We have not experienced any material impact to our internal controls over financial reporting resulting from the fact that employees are working remotely due to the global COVID-19 pandemic. We are continually monitoring and assessing the impact of the global COVID-19 pandemic on our internal controls to minimize the affect on their design and operating effectiveness.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Live Nation Entertainment, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Live Nation Entertainment, Inc.'s internal control over financial reporting as of December 31, 2020, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Live Nation Entertainment, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2020 consolidated financial statements of the Company, and our report dated March 1, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Los Angeles, California
March 1, 2021

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Other than the information set forth under Item 1. Business—Information About Our Executive Officers, the information required by this Item is incorporated by reference to our Definitive Proxy Statement, expected to be filed within 120 days of our fiscal year end.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to our Definitive Proxy Statement, expected to be filed within 120 days of our fiscal year end.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated by reference to our Definitive Proxy Statement, expected to be filed within 120 days of our fiscal year end.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated by reference to our Definitive Proxy Statement, expected to be filed within 120 days of our fiscal year end.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated by reference to our Definitive Proxy Statement, expected to be filed within 120 days of our fiscal year end.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)1. Financial Statements.

The following consolidated financial statements are included in Item 8:

Consolidated Balance Sheets as of December 31, 2020 and 2019	55
Consolidated Statements of Operations for the Years Ended December 31, 2020, 2019 and 2018	56
Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2020, 2019 and 2018	57
Consolidated Statements of Changes in Equity for the Years Ended December 31, 2020, 2019 and 2018	58
Consolidated Statements of Cash Flows for the Years Ended December 31, 2020, 2019 and 2018	59
Notes to Consolidated Financial Statements	60

(a)2. Financial Statement Schedule.

The following financial statement schedule for the years ended December 31, 2020, 2019 and 2018 is filed as part of this report 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 SEC are not required under the related instructions or are inapplicable, and therefore have been omitted.

LIVE NATION ENTERTAINMENT, INC.
SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS

Allowance for Doubtful Accounts

Description	Balance at Beginning of Period	Charges of Costs, Expenses and Other	Write-off of Accounts Receivable	Other ⁽¹⁾	Balance at End of Period
	<i>(in thousands)</i>				
Year ended December 31, 2018	\$ 32,755	\$ 21,378	\$ (19,777)	\$ (131)	\$ 34,225
Year ended December 31, 2019	\$ 34,225	\$ 24,419	\$ (7,968)	\$ (160)	\$ 50,516
Year ended December 31, 2020	\$ 50,516	\$ 26,103	\$ (11,901)	\$ 8,186	\$ 72,904

⁽¹⁾ Foreign currency adjustments, acquisitions and miscellaneous adjustments. The year ended December 31, 2020 includes a \$3.0 million cumulative-effect adjustment related to our adoption of the accounting guidance for current expected credit losses for financial assets measured at amortized cost.

LIVE NATION ENTERTAINMENT, INC.
SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS

Deferred Tax Asset Valuation Allowance

Description	Balance at Beginning of Period	Charges of Costs, Expenses and Other	Deletions	Other ⁽¹⁾	Balance at End of Period
	<i>(in thousands)</i>				
Year ended December 31, 2018	\$ 596,437	\$ (8,845)	\$ —	\$ (56,950)	\$ 530,642
Year ended December 31, 2019	\$ 530,642	\$ 8,536	\$ —	\$ 128,064	\$ 667,242
Year ended December 31, 2020	\$ 667,242	\$ 344,161	\$ —	\$ 89,004	\$ 1,100,407

⁽¹⁾During 2020, 2019 and 2018, the valuation allowance was adjusted for acquisitions, divestitures and foreign currency adjustments. The 2018 valuation allowance was also reduced for decreases in fully valued deferred tax assets, primarily United States foreign tax credits utilized to offset the transition tax liability under the provisions of the TCJA and declining net operating loss carryforwards due to improved profitability. The 2019 and 2020 valuation allowance increased due to increases in fully valued deferred tax assets, primarily net operating loss carryforwards.

(a)3. Those exhibits required by Item 601 of Regulation S-K

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit No.	Filing Date	
2.1	Share Subscription Agreement and Other Covenants entered into as of May 1, 2018, by and among Live Nation Entertainment, Inc., Live Nation International Holdings B.V., Rock City, S.A., and Roberto Medina and certain other shareholders of Rock City, S.A.	8-K	001-32601	2.1	5/10/2018	
3.1	Amended and Restated Certificate of Incorporation of Live Nation Entertainment, Inc., as amended.	10-K	001-32601	3.1	2/25/2010	
3.2	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	
3.3	Fifth Amended and Restated Bylaws of Live Nation Entertainment, Inc.	8-K	001-32601	3.2	6/7/2013	
4.1	Form of Certificate of Designations of Series A Junior Participating Preferred Stock.	8-K	001-32601	4.2	12/23/2005	
4.2	Description of Securities.					X
10.1	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	
10.2	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	
10.3	Form of Indemnification Agreement.	10-K	001-32601	10.23	2/25/2010	
10.4 §	Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of March 19, 2015.	8-K	001-32601	10.2	6/11/2015	
10.5 §	Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan.	S-8	333-164507	10.1	1/26/2010	
10.6 §	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	
10.7 §	Form Stock Option Agreement for the Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of March 19, 2015.	10-K	001-32601	10.12	2/25/2016	
10.8 §	Form Restricted Stock Agreement for the Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of March 19, 2015.	10-K	001-32601	10.13	2/25/2016	
10.9 §	Form Stock Option Agreement for the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan.	10-K	001-32601	10.14	2/25/2016	
10.10 §	Form Restricted Stock Agreement for the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan.	10-K	001-32601	10.15	2/25/2016	
10.11 §	Amended and Restated Live Nation, Inc. Stock Bonus Plan.	8-K	001-32601	10.1	1/25/2010	
10.12 §	Employment Agreement, entered into December 15, 2017, by and between Live Nation Entertainment, Inc. and Michael Rapino.	8-K	001-32601	10.1	12/18/2017	
10.13 §	Performance Share Award Agreement, entered into December 15, 2017, by and between Live Nation Entertainment, Inc. and Michael Rapino.	10-K	001-32601	10.2	12/18/2017	

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit No.	Filing Date	
10.14 §	Employment Agreement, effective as of January 1, 2018, by and between Live Nation Entertainment, Inc. and Joe Berchtold.	8-K	001-32601	10.1	12/20/2017	
10.15 §	Performance Share Award Agreement entered into December 19, 2017, by and between Live Nation Entertainment, Inc. and Joe Berchtold.	8-K	001-32601	10.2	12/20/2017	
10.16 §	Employment Agreement, effective as of January 1, 2018, by and between Live Nation Entertainment, Inc. and Michael Rowles.	8-K	001-32601	10.3	12/20/2017	
10.17 §	Employment Agreement, effective as of January 1, 2018, by and between Live Nation Entertainment, Inc. and Elizabeth K. (Kathy) Willard.	8-K	001-32601	10.4	12/20/2017	
10.18 §	Employment Agreement, effective December 17, 2007, between Live Nation Worldwide, Inc. and Brian Capo.	10-Q	001-32601	10.4	8/7/2008	
10.19 §	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	
10.20 §	Second Amendment to Employment Agreement, effective October 22, 2009, between Live Nation Worldwide, Inc. and Brian Capo.	10-K	001-32601	10.55	2/25/2010	
10.21 §	Third Amendment to Confirmation of Employment and Compensation Arrangement, effective January 1, 2017, by and between Live Nation Worldwide, Inc. and Brian J. Capo.	10-Q	001-32601	10.1	8/9/2017	
10.22	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, JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian Agent and J.P. Morgan Europe Limited, as London Agent.	10-Q	001-32601	10.4	8/5/2010	
10.23	Amendment No. 1, to the Credit Agreement, dated as of June 29, 2012, entered into by and among Live Nation Entertainment, Inc., the relevant Credit Parties identified therein, the Lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent for the Lenders.	10-Q	001-32601	10.2	8/7/2012	
10.24	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	10.2	5/6/2014	
10.25	Amendment No. 3 to the Credit Agreement, dated as of October 31, 2016, entered into by and among Live Nation Entertainment, Inc., the Guarantors identified therein, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian agent, J.P. Morgan Europe Limited, as London agent and the lenders from time to time party thereto.	10-K	001-32601	10.26	2/23/2017	

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit No.	Filing Date	
10.26	Amendment No. 4 to the Credit Agreement, dated June 27, 2017, entered into by Live Nation Entertainment, Inc., the Guarantors identified therein, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian agent, J. P. Morgan Europe Limited, as London agent and the lenders from time to time party thereto.	10-Q	001-32601	10.2	8/9/2017	
10.27	Amendment No. 5 to the Credit Agreement, dated as of March 28, 2018, among Live Nation Entertainment, Inc., the Guarantors identified therein, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian agent, J.P. Morgan Europe Limited, as London agent and the lenders from time to time party thereto.	10-Q	001-32601	10.3	5/3/2018	
10.28	Amendment No. 6 to the Credit Agreement, dated as of October 17, 2019, among Live Nation Entertainment, Inc., the Guarantors identified therein, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian agent, J.P. Morgan Europe Limited, as London agent and the lenders from time to time party thereto.	10-K	001-32601	10.28	2/27/2020	
10.29	Amendment No. 7 to the Credit Agreement, dated as of April 9, 2020, among Live Nation Entertainment, Inc., the Guarantors identified therein, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, JPMorgan Chase Bank, N.A., Toronto Branch as Canadian Agent, J.P. Morgan Europe Limited, as London Agent and the lenders from time to time party thereto.	10-Q	001-32601	10.1	8/5/2020	
10.30	Amendment No. 8 to the Credit Agreement, dated as of July 29, 2020, among Live Nation Entertainment, Inc., the Guarantors identified therein, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, JPMorgan Chase Bank, N.A., Toronto Branch as Canadian Agent, J.P. Morgan Europe Limited, as London Agent and the lenders from time to time party thereto.	10-Q	001-32601	10.1	11/5/2020	
10.31	Incremental Term Loan Joinder Agreement No. 1, dated August 20, 2012, by and among Live Nation Entertainment, Inc., JPMorgan Chase 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	
10.32	Indenture, dated as of May 23, 2014, among Live Nation Entertainment, Inc., the Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.1	7/31/2014	
10.33	First Supplemental Indenture, dated as of August 27, 2014, among Live Nation Entertainment, Inc., Ticketstoday, LLC, the Existing Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.1	10/30/2014	
10.34	Second Supplemental Indenture, dated as of October 31, 2014, among Live Nation Entertainment, Inc., EXMO, Inc., Artist Nation Management, Inc., Guyo Entertainment, Inc., the Existing Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-K	001-32601	10.33	2/26/2015	

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit No.	Filing Date	
10.35	Third Supplemental Indenture, dated as of March 27, 2015 among Live Nation Entertainment, Inc., Country Nation, LLC, the Existing Guarantors Party thereto and The Bank of New York Mellon Trust Company N.A., as trustee.	10-Q	001-32601	10.1	4/30/2015	
10.36	Fourth Supplemental Indenture, dated as of August 13, 2015, among Live Nation Entertainment, Inc., the guarantors listed in Appendix I thereto, FG Acquisition Co, LLC, Front Gate Holdings, LLC and Front Gate Ticketing Solutions, LLC and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.2	10/29/2015	
10.37	Fifth Supplemental Indenture, dated as of October 31, 2016, among Live Nation Entertainment, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-K	001-32601	10.42	2/23/2017	
10.38	Sixth Supplemental Indenture, dated as of April 7, 2017, among Live Nation Entertainment, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.2	5/4/2017	
10.39	Seventh Supplemental Indenture, entered into as of March 20, 2018, among Live Nation Entertainment, Inc., the Guarantor party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.5	5/3/2018	
10.40	Eighth Supplemental Indenture, entered into as of October 17, 2019, among Live Nation Entertainment, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-K	001-32601	10.38	2/27/2020	
10.41	Indenture, dated as of May 23, 2014, between Live Nation Entertainment, Inc., and HSBC Bank USA, National Association, as trustee.	10-Q	001-32601	10.2	7/31/2014	
10.42	Indenture, dated as of October 31, 2016, 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-K	001-32601	10.44	2/23/2017	
10.43	First Supplemental Indenture, dated as of April 7, 2017, among Live Nation Entertainment, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.1	5/4/2017	
10.44	Second Supplemental Indenture, entered into as of March 20, 2018, among Live Nation Entertainment, Inc., the Guarantors identified therein, and the Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.4	5/3/2018	
10.45	Third Supplemental Indenture, entered into as of October 17, 2019, among Live Nation Entertainment, Inc., the Guarantors identified therein, and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-K	001-32601	10.43	2/27/2020	
10.46	Fourth Supplemental Indenture, entered into as of May 20, 2020, among Live Nation Entertainment, Inc., the Guarantors identified therein, and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.3	8/5/2020	
10.47	Indenture, dated as of March 20, 2018, 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	5/3/2018	
10.48	First Supplemental Indenture, entered into as of October 17, 2019, among Live Nation Entertainment, Inc., the Guarantors identified therein, and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-K	001-32601	10.45	2/27/2020	

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit No.	Filing Date	
10.49	Second Supplemental Indenture, entered into as of May 20, 2020, among Live Nation Entertainment, Inc., the Guarantors identified therein, and The Bank of New York Mellon Trust Company, N.A., as trustee.	10-Q	001-32601	10.4	8/5/2020	
10.50	Indenture, dated as of March 20, 2018, between Live Nation Entertainment, Inc., and HSBC Bank USA, National Association, as trustee.	10-Q	001-32601	10.2	5/3/2018	
10.51	Indenture dated as of October 17, 2019 by and among Live Nation Entertainment, Inc., the Guarantors and U.S. Bank National Association, as trustee.	10-K	001-32601	10.47	2/27/2020	
10.52	First Supplemental Indenture, entered into as of May 20, 2020, among Live Nation Entertainment, Inc., the Guarantors identified therein, and U.S. Bank National Association, as trustee.	10-Q	001-32601	10.5	8/5/2020	
10.53	Indenture dated as of February 3, 2020 between Live Nation Entertainment, Inc. and HSBC Bank USA, National Association, as trustee.	10-Q	001-32601	10.1	5/7/2020	
10.54	Indenture, dated as of May 20, 2020 by and among Live Nation Entertainment, Inc., the Guarantors identified therein and U.S. Bank National Association, as trustee and notes collateral agent.	10-Q	001-32601	10.2	8/5/2020	
14.1	Code of Business Conduct and Ethics.					X
21.1	Subsidiaries of the Company.					X
23.1	Consent of Ernst & Young LLP.					X
24.1	Power of Attorney (see signature page).					X
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
101.INS	XBRL Instance Document - The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL document.					X
101.SCH	XBRL Taxonomy Schema Document.					X
101.CAL	XBRL Taxonomy Calculation Linkbase Document.					X
101.DEF	XBRL Taxonomy Definition Linkbase Document.					X
101.LAB	XBRL Taxonomy Label Linkbase Document.					X
101.PRE	XBRL Taxonomy Presentation Linkbase Document.					X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					X

§ Management contract or compensatory plan or arrangement.

We have not filed long-term debt instruments of our 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, we will furnish a copy of such instruments to the Commission upon request.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Michael Rapino and Kathy Willard, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Michael Rapino</u> Michael Rapino	President, Chief Executive Officer and Director	March 1, 2021
<u>/s/ Kathy Willard</u> Kathy Willard	Chief Financial Officer	March 1, 2021
<u>/s/ Brian Capo</u> Brian Capo	Chief Accounting Officer	March 1, 2021
<u>/s/ Maverick Carter</u> Maverick Carter	Director	March 1, 2021
<u>/s/ Ariel Emanuel</u> Ariel Emanuel	Director	March 1, 2021
<u>/s/ Ping Fu</u> Ping Fu	Director	March 1, 2021
<u>/s/ Jeffrey T. Hinson</u> Jeffrey T. Hinson	Director	March 1, 2021
<u>/s/ Chad Hollingsworth</u> Chad Hollingsworth	Director	March 1, 2021
<u>/s/ James S. Kahan</u> James S. Kahan	Director	March 1, 2021
<u>/s/ Gregory B. Maffei</u> Gregory B. Maffei	Director	March 1, 2021
<u>/s/ Randall T. Mays</u> Randall T. Mays	Director	March 1, 2021
<u>/s/ Mark S. Shapiro</u> Mark S. Shapiro	Director	March 1, 2021
<u>/s/ Dana Walden</u> Dana Walden	Director	March 1, 2021

Description of the Registrant's Common Stock
Registered Pursuant to Section 12 of the
Securities Exchange Act of 1934

The following description of Live Nation Entertainment Inc.'s (the "Company") common stock is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to our Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), and our Fifth Amended and Restated Bylaws (the "Bylaws"), each of which is filed as an exhibit to the Annual Report on Form 10-K of which this exhibit is a part. We encourage you to read the Certificate of Incorporation, Bylaws and the applicable provisions of the Delaware General Corporation Law, Title 8 of the Delaware Code (the "DGCL"), for additional information.

Authorized Capital Stock

Our authorized capital stock consists of 450,000,000 shares of common stock, par value \$0.01 per share ("common stock"), and 50,000,000 shares of preferred stock, par value \$0.01 per share ("preferred stock"). The outstanding shares of our common stock are fully paid and nonassessable. There are no shares of preferred stock currently outstanding.

Voting Rights

Each share of our common stock entitles its holder to one vote on all matters on which holders are permitted to vote, including the election of directors. Our board of directors is not classified and each member is elected annually. Our bylaws require that a director nominee will be elected only if he or she receives a majority of the votes cast with respect to his or her election in an uncontested election.

Dividend Rights

Subject to preferences that may be applicable to any outstanding shares of our preferred stock, the holders of our common stock are entitled to receive dividends when, as, and if declared by our board of directors out of funds legally available for that purpose.

Liquidation Rights

Upon liquidation, subject to preferences that may be applicable to any outstanding shares of our preferred stock, the holders of our common stock will be entitled to a pro rata share in any distribution to stockholders.

Other Rights and Preferences

The holders of our common stock are not entitled to any preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to our common stock.

Preferred stock

Our board of directors has the authority, without action by our stockholders, to designate and issue preferred stock in one or more series and to designate the rights, preferences and privileges of each series, which may be greater than the rights of our common stock. It is not possible to state the actual effect of the issuance of any shares of our preferred stock upon the rights of holders of our common stock until our board of directors determines the specific rights of the holders of preferred stock. However, the effects might include, among other things:

- restricting dividends on our common stock;
 - diluting the voting power of our common stock;
 - impairing the liquidation rights of our common stock; or
-

- delaying or preventing a change in control of us without further action by our stockholders.

No shares of preferred stock are currently outstanding. Twenty million shares of junior participating preferred stock were designated for issuance upon exercise of preferred share purchase rights that existed under our now-expired stockholder rights plan.

Provisions of our Certificate of Incorporation and Bylaws that would have an effect of delaying, deferring or preventing a change of control of the Company

Some provisions of our Certificate of Incorporation and Bylaws could make the following more difficult:

- acquisition of us by means of a tender offer or merger;
- acquisition of us by means of a proxy contest or otherwise; or
- removal of our incumbent officers and directors.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions also are designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors. We believe that the benefits of the potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure our company outweigh the disadvantages of discouraging those proposals because negotiation of them could result in an improvement of their terms.

Election and removal of directors

Our Certificate of Incorporation requires that directors may only be removed by the affirmative vote of not less than 80% of votes entitled to be cast by the outstanding capital stock in the election of our board of directors.

Size of board and vacancies

Our Certificate of Incorporation provides that the number of directors on our board of directors will be fixed exclusively by our board of directors. Newly created directorships resulting from any increase in our authorized number of directors will be filled solely by the vote of our remaining directors in office. Any vacancies in our board of directors resulting from death, resignation, retirement, disqualification, removal from office or other cause will be filled solely by the vote of our remaining directors in office.

Stockholder action by written consent; calling of special meeting

Our Certificate of Incorporation provides that except as otherwise provided by the resolution or resolutions adopted by our board of directors designating the rights, powers and preferences of any preferred stock, any action required or permitted to be taken by stockholders may be effected only at a duly called annual or special meeting of stockholders and may not be effected by a written consent or consents by stockholders in lieu of such a meeting. Except as otherwise required by law or provided by the resolution or resolutions adopted by our board of directors designating the rights, powers and preferences of any preferred stock, special meetings of our stockholders may be called only by the chairman of our board of directors or our board of directors pursuant to a resolution approved by a majority of our entire board of directors and any other power of stockholders to call a special meeting is specifically denied. No business other than that stated in the notice of the special meeting shall be transacted at any special meeting.

Amendments to our Bylaws

Our Certificate of Incorporation and Bylaws provide that the provisions of our Bylaws relating to the calling of meetings of stockholders, notice of meetings of stockholders, quorum and adjournment, conduct of business at meetings of stockholders, procedure for election of directors, stockholder action by written consent, advance notice of stockholder business or director nominations, the authorized number of directors, the filling of director vacancies or the removal of directors and indemnification of directors and officers (and any provision relating to the amendment of any of these provisions) may only be amended by the vote of a majority of our entire

board of directors or by the vote of at least 80% of the voting power of the outstanding capital stock entitled to vote generally in the election of our board of directors. Our Certificate of Incorporation and Bylaws provide that any other provision of our Bylaws may only be amended by the vote of a majority of our entire board of directors or by the vote of holders of a majority of the voting power of the outstanding capital stock entitled to vote generally in the election of our board of directors.

Amendment of certain Certificate of Incorporation provisions

Our Certificate of Incorporation provides that the provisions of our Certificate of Incorporation relating to corporate opportunities and conflicts of interest, board of directors, bylaws, limitations on liability and indemnification of directors and officers, stockholder action (and any provision relating to the amendment of any of these provisions) may only be amended by at least 80% of the voting power of the outstanding capital stock entitled to vote generally in the election of our board of directors. Our Certificate of Incorporation provides that any other provision of our Certificate of Incorporation may only be amended by the vote of a majority of the voting power of the outstanding capital stock entitled to vote generally in the election of our board of directors.

Requirements for advance notification of stockholder nominations and proposals

Our Bylaws establish advance notice procedures with respect to stockholder proposals and nomination of candidates for election as directors other than nominations made by or at the direction of our board of directors or a committee of our board of directors.

In general, for nominations or other business to be properly brought before an annual meeting by a stockholder, the stockholder must give notice in writing to our secretary 90 to 120 days before the first anniversary of the preceding year's annual meeting, and the business must be a proper matter for stockholder action. The stockholder's notice must include for each proposed nominee and business, as applicable, (i) all required information under the Exchange Act, (ii) the proposed nominee's written consent to serve as a director if elected, (iii) a brief description of the proposed business, (iv) the reasons for conducting the business at the meeting, (v) the stockholder's material interest in the business, (vi) the stockholder's name and address and (vii) the class and number of our shares which the stockholder owns.

In general, only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to our notice of meeting. At a special meeting of stockholders at which directors are to be elected pursuant to our notice of meeting, a stockholder who is a stockholder of record at the time of giving notice, who is entitled to vote at the meeting and who complies with the notice procedures, may nominate proposed nominees. In the event we call a special meeting of stockholders to elect one or more directors, a stockholder may nominate a person or persons if the stockholder's notice is delivered to our secretary 90 to 120 days before the special meeting, or, if later, within 10 days of public announcement of the special meeting.

Only such persons who are nominated in accordance with the procedures set forth in our amended and restated bylaws shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in our Bylaws. The chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed in accordance with the procedures set forth in our Bylaws and, if any proposed nomination or business is not in compliance with our Bylaws, to declare that such defective proposal or nomination shall be disregarded.

No cumulative voting

Our Certificate of Incorporation and Bylaws do not provide for cumulative voting in the election of directors.

Undesignated preferred stock

The authorization of undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of our company. These and other provisions may have the effect of deterring hostile takeovers or delaying changes of control of our management.

Forum for Adjudication of Disputes

Unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the company to the company or the company's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL or (iv) any action asserting a claim governed by the internal affairs doctrine.

New York Stock Exchange listing

Our common stock is currently traded on the NYSE under the symbol "LYV."



LIVE NATION ENTERTAINMENT, INC.

CODE OF CONDUCT

Note: This code and related policies are current as of March, 2015. In some respects our policies may exceed minimum legal requirements or industry practice. Nothing contained in this code should be construed as a binding definition or interpretation of a legal requirement or industry practice.

To obtain additional copies of this code, you may access it:

- under the Corporate Governance tab at the company’s Investor Relations website at <http://investors.livenationentertainment.com/investor-relations/default.aspx>,
- via the intranet by clicking on “Company” and then “Policies” from the homepage (you can also find copies of other policies referenced in this code at that location), or
- by contacting the Legal Department.

Contents

3	Foreword
4	Asking for Help and Reporting Concerns
5	Helpful Contact Information
6	Introduction
8	Compliance with Laws
10	Conflicts of Interest
13	Policy on Related-Person Transactions
14	Accepting Gifts and Entertainment
15	Fair Dealing
15	Laws and Insider Trading
16	Responding to Inquiries from the Press and Others
16	Political Activity
16	Safeguarding Corporate Assets
18	Equal Employment Opportunity and Anti-Harassment
19	Health, Safety and the Environment
19	Accuracy of Company Records
20	Administration of the Code
21	Non-retaliation Policy for Employees Who Report Violations of Law

Foreword

To all employees:

Our company is founded on our commitment to the highest ethical principles and standards. We value honesty and integrity above all else. Upholding these commitments in all of the countries in which we operate is essential to our continued success.

The law and the ethical principles and standards that comprise this code of conduct must guide our actions. The code is, of course, broadly stated. Its guidelines are not intended to be a complete listing of detailed instructions for every conceivable situation. Instead, it is intended to help you develop a working knowledge of the laws and regulations that affect your job.

Adhering to this code is essential. I have personally taken the time to study it carefully and I encourage you to do the same.

Ultimately, our most valuable asset is our reputation. Complying with the principles and standards contained in this code is the starting point for protecting and enhancing that reputation. Thank you for your commitment!

Michael Rapino

President and Chief Executive Officer

Q: I reported misconduct through the Integrity Hotline but never heard about an investigation or other action.

A: Rest assured that all complaints submitted to the Integrity Hotline are taken seriously and investigated fully. If you made your report anonymously, however, it is sometimes difficult to complete the investigation, especially if the investigator could not get in touch with you. Even if the investigator was able to reach you, he or she may not have been able to share the outcome because of privacy and confidentiality concerns. In any case, the third-party service that we use can always give you an incident number which should allow you to determine if the matter has been resolved or if the investigator needs additional information from you.

Asking for Help and Reporting Concerns

We take this code seriously and consider its enforcement to be among our highest priorities, but we also acknowledge that it is sometimes difficult to know right from wrong. That's why we encourage open communication. When in doubt, ask. Whenever you have a question or concern, are unsure about what the appropriate course of action is, or if you believe that a violation of the law or this code has occurred:

- You should talk with your immediate supervisor. He or she may have the information you need, or may be able to refer the matter to an appropriate source, including our Legal Department, as circumstances warrant.
- If you are uncomfortable talking with your immediate supervisor, you may also contact any manager in our company with whom you feel comfortable, your Human Resources Representative, our corporate Human Resources Department, the Employee Service Line or our Legal Department.
- In addition, if you have concerns or complaints about accounting or audit matters or our internal accounting controls, you may confer with your immediate supervisor, the controller associated with your business unit or our Chief Financial Officer, or you may submit your concern or complaint, on a confidential basis through our Business Integrity Reporting Process.
- Where allowed by law, you may report anonymously via the hotline, although we prefer that you give your identity when reporting violations to allow the company to contact you in the event further information is needed to pursue an investigation. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- When allowable by law, reports made to either the hotline or the web reporting tool are transmitted directly to both our General Counsel and the Head of our Internal Audit Department, and those involving our accounting, auditing or internal auditing controls will be reviewed under the direction of the audit committee of our Board of Directors.

~ Helpful Contact Information~

Shareholder version:

Function/Title	Name/Description	Telephone	E-mail Address
Business Integrity Reporting	Toll-free Hotline and web-based tool to report concerns related to accounting, auditing or internal controls	UK: 0808-234-1231 Australia: 1-800-01-4616 France: 0800-91-6400 Other Locations: 1-888-497-2555* *Direct Access lines: Callers to these lines will first dial their country's Access Number to connect with the AT&T network. Callers will then dial the hotline number to connect toll-free with Global Compliance. Direct Access service may not be available from all locations within a country. Please note that the Access Numbers listed below are subject to change due to the dynamic nature of the telecommunications market in many countries. Callers should consult http://www.business.att.com/bt/access.jsp for up-to-date Access Number information for their countries.	North America www.livenation.alertline.com International- www.livenationinternational.alertline.com

“This online version of Live Nation Entertainment’s Code of Business Conduct and Ethics has been modified from the original version distributed to our employees to safeguard the integrity of our internal communications.”

Introduction

The company has created this code of conduct to ensure that our employees' business decisions follow our commitment to the highest ethical standards and the law. Adherence to this code and to our other official policies is essential to maintaining and furthering our reputation for fair and ethical practices among our customers, shareholders, employees and communities.

The code of conduct applies to all company employees, workers, officers and members of the Board of Directors, except where superseded by specific terms of a valid contract between you and the company or a valid collective bargaining agreement. In the event that this code conflicts with the Live Nation Entertainment Employee Handbook or any other company policy, the terms of this code shall control. If you have any questions regarding the interpretation of this code or in the event you believe that an actual or apparent conflict exists between this code and the Employee Handbook or any contractual arrangement, please contact the appropriate person as described above in the section entitled "Asking for Help and Reporting Concerns."

The provisions of this code are not intended to, and should not be interpreted to, prohibit activities otherwise protected by law (including legal labor organizing activity). If you have questions as to the interpretation of any provision of this code, please contact the appropriate person as described above in the section entitled "Asking for Help and Reporting Concerns."

It is the responsibility of each employee covered by the code to comply with all applicable laws and regulations and all provisions of this code and the related policies and procedures. Each employee covered by the code has a duty to report any violations of the law or this code. Failure to report such violations or failure to follow the provisions of this code may have serious legal consequences and will result in disciplinary action, up to and including the termination of your employment.

This code summarizes certain laws and the ethical policies that apply to all of our employees, workers, officers and directors. Several provisions in this code refer to more detailed policies that either (1) concern more complex company policies or legal provisions or (2) apply to select groups of individuals within our company. If these detailed policies are applicable to you, it is important that you read, understand and comply with them. If you have questions as to whether any detailed policies apply to you, please contact the appropriate person as described above in the section entitled "Asking for Help and Reporting Concerns."

Situations that involve ethics, values and violations of certain laws are often very complex. No single code of conduct can cover every business situation that you may encounter. Consequently, we have implemented the compliance procedures outlined in the sections of this code entitled "Administration of the Code" and "Asking for Help and Reporting Concerns." The thrust of our procedures is when in doubt, ask. If you do not understand a provision of this code, are confused as to what actions you should take in a given situation or wish to report a violation of the law or this code, you should follow these compliance procedures. These procedures will generally direct you to talk to either your immediate supervisor, your Human Resources Representative, the Employee Service Line or the Legal Department. There are few situations that cannot be resolved if you follow these procedures.

After reading this code, you should:

- Have a thorough knowledge of the code's terms and provisions.
- Be able to recognize situations that present legal or ethical dilemmas.
- Be able to deal effectively with questionable situations in conformity with this code, or know when and where to seek help if you have questions.

In order to be able to accomplish these goals, we recommend that you take the following steps:

- Read this code of conduct thoroughly.
- If there are references to more detailed policies that are not contained in this code, obtain and read those policies if they apply to you.
- Think about how the provisions of this code apply to your job, and consider how you might handle situations to avoid illegal, improper or unethical actions.

- If you have questions, please contact the appropriate person as described above in the section entitled “Asking for Help and Reporting Concerns.”

When you are faced with a situation and you are not clear as to what action you should take, ask yourself the following questions:

- Is the action legal?
- Does the action comply with this code?
- How will your action or decision affect others, including our customers, shareholders, employees and the community?

How will your action or decision look to others?

If your action is legal but can result in the appearance of wrongdoing, consider taking alternative steps.

How would you feel if your decision were made public?

Could the decision be honestly explained and defended?

Have you followed the procedures described above in the section entitled “Asking for Help and Reporting Concerns” regarding the action?

To reiterate, when in doubt, ask.

We do not create any contractual or legal rights or guarantees by issuing this code, and we reserve the right to amend, alter and terminate this code at any time and for any reason. Please note that this code is not an employment contract and does not modify the employment relationship between you and the company. You are encouraged to read the Live Nation Entertainment Employee Handbook (or other applicable Employee Handbook in your area) in addition to this code.

Compliance with Laws

First and foremost, our policy is to behave in an ethical manner and comply with all laws, rules and government regulations that apply to our business regardless of location. Although we address several important legal topics in this code, we cannot anticipate every possible situation or cover every topic in detail. It is your responsibility to know and follow the law and conduct yourself in an ethical manner. It is also your responsibility to report any violations of the law or this code. You may report such violations by following the compliance procedures contained in the section of the code entitled “Asking for Help and Reporting Concerns.”

Antitrust Laws

Antitrust laws are designed to ensure a fair and competitive marketplace by prohibiting various types of anti-competitive behavior. Some of the most serious antitrust offenses occur between competitors, such as agreements to fix prices or to divide customers, territories or markets. Accordingly, it is important to avoid discussions with our competitors regarding pricing, terms and conditions, costs, marketing plans, customers or any other proprietary or confidential information. Countries outside of the United States often have their own body of antitrust laws, so our international operations may also be subject to antitrust laws of those countries.

Unlawful agreements need not be written. They can be based on informal discussions or the mere exchange of information with a competitor. If you believe that a conversation with a competitor enters an inappropriate area, end the conversation at once. Membership in trade associations (this does not include labor unions) is permissible only if approved in advance by your Legal Department.

Whenever any question arises as to the application of antitrust laws, you should consult with your Legal Department; and any agreements with possible antitrust implications should be made only with the prior approval of our Legal Department.

Anti-corruption Laws

Employees are expected to use only lawful and ethical business practices when conducting all business activities. Employees should never provide anything of value – including tickets or access to events – in order to obtain or retain business with any commercial entity or attempt to influence a government official.

Employees must always comply fully with the anti-bribery and anti-corruption laws of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act of 2010. Both apply to the actions of our company and our employees, as well as certain third parties who act our behalf, anywhere in the world.

Regardless of local practices or competitive pressures, employees must avoid even the appearance of bribery when dealing with any individual, including government officials, employees of state-owned or controlled enterprises, and officials of international organizations or political parties. If you deal with such persons or entities, you should consult with the Compliance or Legal Departments to be sure that you understand these laws before providing anything of value to a government official.

Further information on this topic can be found in our Anti-Corruption Policy. This discussion is not comprehensive and you are expected to familiarize yourself with all laws and regulations relevant to your position with us, as well as all of our related written policies on these laws and regulations, including those found in the Live Nation Entertainment Employee Handbook (or other applicable Employee Handbook in your area). To this end, your Human Resources Representative, the Employee Service Line and the Legal Department are available to answer your questions. If you have any questions concerning any possible reporting or compliance obligations, or with respect to your own duties under the law, you should not hesitate to call and seek guidance by following the compliance procedures contained in the section of the code entitled “Asking for Help and Reporting Concerns.”

Q: A local government official who approves the required permits for our festival has asked for free tickets for her and her family. Is it okay to provide them?

Take Action: We must NEVER give tickets to a government official in exchange for any kind of preferential treatment or direct benefit to the company. We also do not want to give the appearance of doing so, even if that is not the actual intention. As a result, before providing tickets to a government official, you must obtain written PRE-APPROVAL from the Compliance group at compliance@livenation.com. The Compliance group will need to understand the reason for providing tickets and be able to validate that the tickets (or access to the event) are not being provided to gain any preferential treatment or for any other improper purpose. The Compliance department will typically respond within 24 hours. We understand that last-minute requests do occur, but complimentary tickets (or access to an event) should never be provided to a government official without this approval. Note, however, that it is typically okay for a government official to purchase the tickets at the current sale price as long as no preferential treatment is given.

Q: As part of the negotiation for a lease on a venue, the landlord requests 10 tickets for each event, but does not want those terms included in the contract. What should I do?

Take Action: We require that the terms of our contracts be fully transparent, and side deals such as the one you have described are not acceptable. On the other hand, if the tickets are included in the lease and form a part of the written bargain, then it would probably be okay. If the landlord is a governmental entity, however, then you must receive prior approval from the Compliance group at compliance@livenation.com.

Q: As part of a show production, we are in need of a permit for pyrotechnics and the Fire Marshal agrees to expedite the process in exchange for tickets to the show. Should I give him the tickets?

A: Absolutely not. Under no circumstance should we consider providing tickets or any other type of payment or benefit in these instances. This would relate to any permits needed for an event.

Q: I am a box office manager, and was recently asked to process complimentary tickets to an event. Although the request form was properly approved by our General Manager, I am aware that the tickets are actually going to a government official and not to those listed on the form.

Take Action: You should contact the Compliance group immediately at compliance@livenation.com. One should never knowingly process a transaction that they suspect is fraudulent or otherwise in violation of company policy. Violations of this policy could result in disciplinary action, up to and including termination.

Conflicts of Interest

All of us must be able to perform our duties and exercise judgment on behalf of our company without influence or impairment, or the appearance of influence or impairment, due to any activity, interest or relationship that arises outside of work. Put more simply, when our loyalty to our company is affected by actual or potential benefit or influence from an outside source, a conflict of interest exists. We should all be aware of any potential influences that impact or appear to impact our loyalty to our company. In general, you should avoid situations where your personal interests conflict, or appear to conflict, with those of our company.

Any time you believe a conflict of interest may exist, you must disclose the potential conflict of interest to your immediate supervisor. Any activity that is approved, despite the actual or apparent conflict, must be documented. Any activity that could raise a potential conflict of interest that involves an executive officer must be approved by our Board of Directors or its designated committee. Any activity that could raise a potential conflict of interest involving an officer with the title of Vice President and above must be approved by our General Counsel.

It is not possible to describe every conflict of interest, but some situations that could cause a conflict of interest include:

- Doing business with family members
- Having a financial interest in another company with whom we do business
- Taking a second job
- Managing your own business
- Serving as a director of another business
- Being a leader in some organizations
- Diverting a business opportunity from our company to yourself or to another company

Q: I have started my own production company and want to bid on some of Live Nation's production work during the upcoming concert season. Is that possible?

A: It depends. As an employee, before you start your own company that may in any way compete with Live Nation, or is otherwise to be engaged in any business similar to ours, you should always inform your supervisor. If you wish to bid on work with Live Nation, you should contact compliance@livenation.com.

Doing Business with Family Members

A conflict of interest may arise if family members work for a supplier, customer or other third party with whom we do business. It also may be a conflict if a family member has a significant financial interest in a supplier, customer or other third party with whom we do business. A “significant financial interest” is defined below. Before doing business on our behalf with an organization in which a family member works or has a significant financial interest, you must disclose the situation and obtain approval from your immediate supervisor. Document the approval if it is granted. You do not need to disclose the relationship or obtain prior approval unless you deal with the customer or supplier.

“Family members” include:

- Spouse
- Parents
- Children
- Siblings
- In-laws
- Life partner

Employing relatives or close friends who report directly to you may also be a conflict of interest. Although our company encourages employees to refer candidates for job openings, employees who may influence a hiring decision must avoid giving an unfair advantage to anyone with whom they have a personal relationship. In particular, supervisors should not hire relatives or attempt to influence any decisions about the employment or advancement of people related to or otherwise close to them, unless they have disclosed the relationship and obtained the approval of their immediate supervisor.

Q: My friend asked if I could give him my employee allotted tickets to sell, and that we would split the profits. Is this okay?

A: No, tickets received at no charge via the Employee Ticketing Program or complimentary tickets otherwise obtained can never be sold, as this would be a violation of the program and the Employee Handbook. In addition, tickets that an employee pays for can never be sold or transferred for more than face value.

Ownership in Other Businesses

Any direct or indirect significant financial interest in one of our competitors, suppliers, customers or other third parties with whom we do business creates a potential conflict of interest. You should not allow your investments to influence, or appear to influence, your independent judgment. In general, you should not own, directly or indirectly, a significant financial interest in any company that competes with our company or that does, or seeks to do, business with us.

Two tests determine if a “significant financial interest” exists:

- You or a family member owns more than 5% of the outstanding stock of a business or you or a family member has or shares discretionary authority with respect to the decisions made by that business, or
- The investment represents more than 5% of your total assets or of your family member’s total assets.

If you or a family member has a significant financial interest in a company with whom we do business or propose to do business, that interest must be approved by your immediate supervisor prior to the transaction.

Notwithstanding the foregoing, non-employee directors of our company and their family members may have significant financial interests in, or be affiliates of, suppliers, customers, competitors and third parties with whom we do business or propose to do business. However, a director must:

- disclose any such relationship promptly after the director becomes aware of it,
- remove himself or herself from any Board activity that directly impacts the relationship between our company and any such company with respect to which the director has a significant financial interest or is an affiliate, and

- obtain prior approval of the Board of Directors or its designated committee for any transaction of which the director is aware between our company and any such company.

Outside Employment

Sometimes our employees desire to take additional part-time jobs or do other work after hours, such as consulting or other fee-earning services. This kind of work does not in and of itself violate our code. However, the second job must be strictly separated from your job with us, and must not interfere with your ability to devote the time and effort needed to fulfill your duties to us as our employee. Full-time employees of the company cannot engage in any outside activity that causes competition with us or provides assistance to our competitors or other parties (such as suppliers) with whom we regularly do business. You should avoid outside activities that embarrass or discredit us. Outside work may never be done on company time and must not involve the use of our supplies or equipment. Additionally, you should not attempt to sell services or products from your second job to us.

Before engaging in a second line of work, full-time employees of the company should disclose any plans to your business unit head to confirm that the proposed activity is not contrary to our best interests. You may also contact our Human Resources Department for more information about our policies concerning outside employment.

Service on Boards

Serving as a director of another corporation may create a conflict of interest. Being a director or serving on a standing committee of some organizations, including government agencies, also may create a conflict.

Before accepting an appointment to the board or a committee of any organization whose interests may conflict with our company's interests, you must discuss it with the General Counsel and obtain approval. This rule does not apply to non-employee directors of our company.

Business Opportunities

Business opportunities relating to the kinds of products and services we usually sell or the activities we typically pursue that arise during the course of your employment or through the use of our property or information belong to our company. Similarly, other business opportunities that fit into our strategic plans or satisfy our commercial objectives that arise under similar conditions also belong to us. You may not direct these kinds of business opportunities to our competitors, to other third parties or to other businesses that you own or are affiliated with.

Loans

Unlawful extensions of credit by our company in the form of personal loans to our executive officers and directors are prohibited. All other loans by our company to, or guarantees by our company of obligations of, officers with the title of Vice President or above must be made in accordance with established company policies approved by our Board of Directors or its designated committee. This would not include pre-approved benefit programs.

If you have any questions concerning a potential conflict of interest, contact the Employee Service Line, your Human Resources Representative (or local equivalent) or the Legal Department.

Policy on Related-Person Transactions

Our executive officers and directors should report any “related-person transaction” (as defined below), or proposed related-person transaction, to our General Counsel promptly after becoming aware of it. It is the responsibility of the individual executive officer and director to inform the General Counsel and obtain the requisite approval described below prior to entering into any related-person transaction.

Any proposed related-person transaction involving our company or its affiliates and one of our executive officers must be pre-approved by the audit committee of our Board of Directors.

Any proposed related-person transaction involving our company or its affiliates and one of our non-employee directors must be pre-approved by the audit committee of our Board of Directors.

All related-person transactions that commenced during a fiscal quarter shall be reviewed by the audit committee of our Board of Directors after the close of the quarter. If the audit committee determines that additional procedures relating to such transactions are necessary or appropriate, it may change this policy accordingly.

For purposes of this policy, a “related-person transaction” is defined by reference to Item 404 of the U.S. Securities and Exchange Commission’s Regulation S-K. Generally, Item 404 requires public disclosure of any transaction since the beginning of our last fiscal year, or any proposed transaction, in which the company was, or will be, a participant, the amount involved exceeds \$120,000 (or equivalent value in another currency) and any “related person” (as defined below) had, or will have, a direct or indirect material interest in the transaction. “Related person” includes, generally, any (1) director or executive officer of the company, (2) nominee for director, (3) stockholder who beneficially owns more than 5% of any class of the company’s voting securities and (4) family members of any of the persons set forth in (1) through (3) above. All related-person transactions must be publicly disclosed.

Gifts and Entertainment

We are dedicated to treating fairly and impartially all persons and firms with whom we do business. Therefore, our employees must not give or receive gifts, entertainment or gratuities that could influence or be perceived to influence business decisions. Misunderstandings can usually be avoided by conduct that makes clear that our company conducts business on an ethical basis and will not seek or grant special considerations.

Q: Live Nation is bidding on a venue contract and wants to send the executives of the venue and their families on an all-expense paid weekend trip to Las Vegas. Is this okay?

A: No, our gift policy only allows for gifts of nominal value (under \$500) and reasonable entertainment for customers, potential customers and other third parties. This trip would likely be seen as a bribe to win the contract and would not be considered reasonable and customary. Moreover, it would likely embarrass our company and potentially subject it to sanctions if disclosed publicly. Any questions regarding the appropriateness of a gift should be directed to the Compliance department at compliance@livenation.com.

Accepting Gifts and Entertainment

You should never solicit a gift or favor from those with whom we do business. You may not accept gifts of cash or cash equivalents.

You may accept novelty or promotional items (such as inexpensive pens, mugs and calendars that bear a company's name) or modest gifts of limited value (under \$500 or equivalent value if outside the United States) related to commonly recognized occasions, such as a promotion, holiday, wedding or retirement, if:

- this happens only occasionally,
- the gift was not solicited, and
- disclosure of the gift would not embarrass our company or the people involved or appear to compromise our ability to make objective business decisions.

If you wish to accept a gift with a value in excess of \$500, you must get the approval of your Division Head.

Gifts of nominal value (under \$500) and reasonable entertainment for customers, potential customers and other third parties with whom we do business are permitted. However, any gift or entertainment must:

- support our company's legitimate business interests,
- be reasonable and customary, not lavish or extravagant, and
- not be likely to embarrass our company or the recipient if publicly disclosed.

Under no circumstances can any bribe, kickback or illegal payment or gift of cash or cash equivalents be made. Also, special rules apply when dealing with government employees, as discussed in this code under "Compliance with Laws – Anti-corruption Laws."

If you are not sure whether a specific gift or entertainment is permissible, contact your immediate supervisor. If you propose to give a gift with a value in excess of \$500, you must get the approval of your Division Head.

Q: In appreciation of signing a new contract, a vendor sent me a set of golf clubs. Am I allowed to keep them?

A: Most likely not. Unfortunately our gift policy is clear that only gifts of nominal value may be accepted, and they may never be in exchange for business. Any gift offered with a value over \$500 must be disclosed to the head of your respective division.

Fair Dealing

We have built a reputation as a trustworthy and ethical member of our community and our industry. We are committed to maintaining the highest levels of integrity and fairness within our company. When we fail to negotiate, perform or market in good faith, we may seriously damage our reputation and lose the loyalty of our customers. You must conduct business honestly and fairly and not take unfair advantage of anyone through any misrepresentation of material facts, manipulation, concealment, abuse of privileged information, fraud or other unfair business practice.

Laws and Insider Trading

Because we are a public company, we are subject to a number of laws concerning the purchase and sale of our stock and other publicly traded securities. Regardless of your position with us, if you are aware of what is known as “material inside information” regarding our company, business affairs or prospects, you may not disclose that information to anyone outside our company, and you are not allowed to buy or sell our stock or other publicly-traded securities until the material inside information is known not only by other individuals within our company, but also by the general public. The improper use of material inside information is known as insider trading. Insider trading is a criminal offense and is strictly prohibited.

“Material inside information” is any information concerning us that is not available to the general public and which an investor would likely consider to be important in making a decision whether to buy, sell or hold our stock or other securities. A good rule of thumb to determine whether information about us is material inside information is whether or not the release of that information to the public would be likely to have an effect on the price of our stock. Examples of material inside information include information concerning earnings estimates, changes in previously released earnings estimates, a pending stock split, dividend changes, significant merger, acquisition or disposition proposals, major litigation, the loss or acquisition of a major contract and major changes in our management. Material inside information is no longer deemed “inside” information once it is publicly disclosed and the market has had sufficient time to absorb the information. Examples of effective public disclosure are the filing of such inside information with the Securities and Exchange Commission, the printing of such information in *The Wall Street Journal* or other publications of general circulation or the release of such information through a major news wire service, in each case giving the investing public a fair amount of time to absorb and understand our disclosures.

In addition to being prohibited from buying or selling our stock or other publicly-traded securities when you are in possession of material inside information, you are also prohibited from disclosing such information to anyone else (including friends and family members) in order to enable them to trade on the information. In addition, if you acquire material inside information about another company due to your relationship with us, you may not buy or sell that other company’s stock or other securities until such information is publicly disclosed and sufficiently disseminated into the marketplace.

The following are general guidelines to help you comply with this policy:

- Do not share material inside information with people within our company whose jobs do not require them to have the information.
- Do not disclose any non-public information, material or otherwise, concerning our company to anyone outside our company unless required as part of your duties and the person receiving the information has a reason to know the information for company business purposes.
- If you have material inside information regarding us, or regarding any other publicly traded company that you obtained from your employment or relationship with us, you must not buy or sell, or advise anyone else to buy or sell, our securities or that other company’s securities, until such information is publicly disclosed and sufficiently disseminated into the marketplace.

Penalties for trading on or communicating material inside information are severe. If you are found guilty of an insider trading violation, you can be subject to civil and even criminal liability. In addition to being illegal, we believe that insider trading is unethical and will be dealt with firmly, which may include terminating your employment with us and reporting violations to appropriate authorities.

If you have any questions concerning the securities laws or about our policies with regard to those laws, or regarding the correct ethical and legal action to take in a situation involving material inside information, please review our Insider Trading Policy or contact our General Counsel.

Q: I recently heard that Ticketmaster is planning to acquire another ticketing company, but it hasn't been announced yet. Can I suggest to my friends that they buy stock in that company?

A: No. Not only would this violate your confidentiality obligations to Live Nation Entertainment, but you could be charged with illegal insider trading or other securities law violations. Employees may not use "material inside information" to gain an advantage for themselves or others in buying or selling company stock. Refer to the company's Insider Trading Policy for more information.

Responding to Inquiries from the Press and Others

Our company is subject to laws that govern the timing of our disclosures of material information to the public and others. Only certain designated employees may discuss our company with securities analysts, investors or the news media.

All inquiries from securities analysts or investors regarding financial or other information about our company should be referred to our Investor Relations Department. All inquiries from the media and general inquiries from third parties should be referred to our Public Relations/Media department.

Political Activity

We will fully comply with all political contribution laws. Our funds may not be used for contributions of any kind to any political party or committee or to any candidate or holder of any government position (national, state or local) unless such contribution is permitted by law and complies with our company policy. Please contact your Legal Department to determine whether a specific company contribution is permitted.

It is against our policy for you to lobby our other employees on behalf of a political candidate during the work day. It is also against our policy to reimburse an employee for any political contributions or expenditures. Outside normal office hours, you are free to participate in political campaigns on behalf of candidates or issues of your choosing, as well as make personal political contributions.

Safeguarding Corporate Assets

We have a responsibility to protect company assets entrusted to us from loss, theft, misuse and waste. Company assets and funds may be used only for business purposes and may never be used for illegal purposes. Incidental personal use of telephones, fax machines, copy machines, personal computers, e-mail and similar equipment is generally allowed if it is occasional, there is no significant added cost to us, it does not interfere with your work responsibilities and is not related to an illegal activity or outside business. If you become aware of theft, waste or misuse of our assets or funds or have any questions about your proper use of them, you should speak immediately with your immediate supervisor.

It is also important that you protect the confidentiality of company information. Confidential or proprietary information includes all information that is not generally known to the public and is helpful to the company, or would be helpful to competitors. Proprietary information should be marked accordingly, kept secure and access limited to those who have a need to know in order to do their jobs.

Our business relations are built on trust, and our customers and suppliers count on that trust. If you learn information from them that is not otherwise public, you should keep that information confidential also.

One of our key assets is the personal information we process about our fans, artists, employees and others. It is critical that you know how to handle this information responsibly, securely and in compliance with our legal obligations. To this end we have a Global Data Governance Policy, an Acceptable Use Policy and a Security Policy, of which you need to be aware and with which you must comply.

We must all be sensitive to the impact of comments made over the Internet through public forums such as chat rooms and bulletin boards. Any activity that violates our Acceptable Use Policy (for example, any comments that could damage the company's reputation) could amount to gross misconduct even if undertaken on personal accounts, and may result in disciplinary action up to and including termination. This applies whether you are at work or away from the office, and during working hours or outside of working hours. Our company owns all e-mail messages that are

sent from or received through the company's systems or devices, including on personal or company-issued mobile phones and laptops. We may monitor your messages in accordance with the Acceptable Use Policy and may be required to disclose those messages in the case of litigation or governmental inquiry.

Q: A local news reporter contacted me about a recent incident at one of our shows. How should I respond?

A: Unless you have been given the authority to speak about this topic on behalf of Live Nation Entertainment, you should refer the reporter to Corporate Communications.

Q: I just found out that someone hacked into my computer and accessed files with customer information. What do I do?

Take Action: If you suspect that personal information has been used or disclosed inappropriately or that a data security breach has occurred, immediately call the LNE Data Incident Response Line, complete the Data Incident Report Form on the intranet or e-mail LNEincidentresponse@livenation.com. They will take appropriate action and manage applicable notifications or other obligations relating to data security incidents or unauthorized disclosures of personal information.

Q: We are about to announce a new festival and want to get the word out. We have engaged a marketing vendor who has a list of e-mail addresses of fans we think would be interested. Can we use the list for our marketing campaign?

A: Maybe. It depends on the applicable legal requirements. Most countries have rules about whether and how e-mail addresses can be collected, whether and what type of consent is needed from customers to receive e-mail, and when and how you can use e-mails for marketing purposes. If you are unsure, contact privacy@livenation.com if you work in North America or INTLdatagovernance@livenation.co.uk.

Q: Sometimes I post things that happen at work or at the concert I recently attended on my personal blog—is that a problem?

A: It depends. Remember, you are personally responsible for any company-related content that you publish online. Always think before you post or hit the “send” button and follow the rules for careful communications and other requirements set forth in our Acceptable Use Policy. If you are unsure, contact privacy@livenation.com if you work in North America or INTLdatagovernance@livenation.co.uk.

Equal Employment Opportunity and Anti-Harassment

We are committed to providing equal employment opportunities for all our employees and will not tolerate any speech or conduct that is intended to, or has the effect of, discriminating against or harassing any applicant or employee because of his or her race, color, religion, sex (including gender identity, pregnancy, childbirth or related medical conditions), national origin, age, physical or mental disability, medical condition, sexual orientation, marital status, veteran status, genetic information or any other characteristic protected by law. We will not tolerate discrimination or harassment by anyone – managers, supervisors, co-workers, vendors or our customers. This policy extends to every phase of the employment process, including: recruiting, hiring, training, promotion, compensation, benefits, transfers, discipline and termination, layoffs, recalls, and company-sponsored educational, social and recreational programs, as applicable. If you observe conduct that you believe is discriminatory or harassing, or if you feel you have been the victim of discrimination or harassment, you should notify your immediate supervisor, your Human Resources Representative or the Employee Service Line immediately.

Not only do we forbid unlawful discrimination, we take affirmative action to ensure that applicants are employed, and employees are treated during employment, without regard to their race, color, religion, sex (including gender identity, pregnancy, childbirth or related medical conditions), national origin, age, physical or mental disability, medical condition, sexual orientation, marital status, veteran status, genetic information or any other characteristic protected by law.

The Human Resources Department has been assigned specific responsibilities for implementing and monitoring affirmative action and other equal opportunity programs. One of the tenets of this code, however, is that all employees are accountable for promoting equal opportunity practices within our company. We must do this not just because it is the law, but because it is the right thing to do.

For more information concerning our anti-discrimination and anti-harassment policies, you should refer to our Employee Handbook (or other applicable Employee Handbook in your area). We will not retaliate against any employee for filing a good faith complaint under our anti-discrimination and anti-harassment policies or for cooperating in an investigation and will not tolerate or permit retaliation by management, employees or co-workers. To the fullest extent possible, the company will keep complaints and the terms of their resolution confidential. If an investigation confirms harassment or discrimination has occurred, the company will take corrective action against the offending individual, including discipline up to and including immediate termination of employment, as appropriate.

Q: I recently applied for a job in another division and believe I was not selected because I'm a woman. What should I do?

A: Please know that Live Nation Entertainment requires that employment decisions be made without regard to a person's sex or gender identity. Please contact Human Resources or any of the other reporting avenues immediately.

Health, Safety and the Environment

We are committed to providing safe and healthy working conditions by following all occupational health and safety laws governing our activities.

We believe that management and each and every employee have a shared responsibility in the promotion of health and safety in the workplace. You should follow all safety laws and regulations, as well as company safety policies and procedures. You should immediately report any accident, injury or unsafe equipment, practices or conditions to your immediate supervisor.

You also have an obligation to carry out company activities in ways that preserve and promote a clean, safe and healthy environment. You must strictly comply with the letter and spirit of applicable environmental laws and the public policies they represent.

The consequences of failing to adhere to environmental laws and policies can be serious. Our company, as well as individuals, may be liable not only for the costs of cleaning up pollution, but also for significant civil and criminal penalties. You should make every effort to prevent violations from occurring and report any violations to your immediate supervisor, our General Counsel or the Risk Management Department.

Accuracy of Company Records

All information you record or report on our behalf, whether for our purposes or for third parties, must be done accurately and honestly. All of our records (including accounts and financial statements) must be maintained in reasonable and appropriate detail, must be kept in a timely fashion, must be stored in an appropriately confidential and secure manner and must appropriately reflect our transactions. Falsifying records or keeping unrecorded funds and assets is a severe offense and may result in prosecution or loss of employment. When a payment is made, it can only be used for the purpose spelled out in the supporting document.

Information derived from our records is provided to our shareholders and investors, as well as government agencies. Thus, our accounting records must conform not only to our internal control and disclosure procedures but also to generally accepted accounting principles and other laws and regulations, such as those of the Internal Revenue Service or applicable taxing authority and the U.S. Securities and Exchange Commission. Our public communications and the reports we file with the U.S. Securities and Exchange Commission and other government agencies should contain information that is full, fair, accurate, timely and understandable in light of the circumstances surrounding disclosure.

Our internal and external auditing functions help ensure that our financial books, records and accounts are accurate. Therefore, you should provide our accounting department, internal auditing staff, audit committee and independent public accountants with all pertinent information that they may request. We encourage open lines of communication with our audit committee, accountants and auditors and require that all our personnel cooperate with them to the maximum extent possible. It is unlawful for you to fraudulently influence, induce, coerce, manipulate or mislead our independent public accountants for the purpose of making our financial statements misleading.

If you are unsure about the accounting treatment of a transaction, believe that a transaction has been improperly recorded or otherwise have a concern or complaint regarding an accounting matter, our internal accounting controls, an audit matter or fraud concern, you should confer with your immediate supervisor, the controller associated with your business unit or our Chief Financial Officer, or you may report your concern to our Business Integrity Reporting Process. Any reports made through this process are transmitted directly to both our General Counsel and the Head of our Internal Audit Department, and those involving accounting, auditing or internal auditing controls will be reviewed under the direction of the audit committee of our Board of Directors. If you report via this process, you may, where allowed by local law, report anonymously if you wish, although we encourage you to leave a detailed message that will permit us to thoroughly investigate your concerns.

Q: I believe a team member made a false statement to Live Nation's internal audit team and independent auditors. What should I do?

Take Action: Report the matter immediately to the Business Integrity Hotline or to our Chief Financial Officer.

Record Retention

Our records should be retained or discarded in accordance with our record retention policies and all applicable laws and regulations. From time to time, we are involved in legal proceedings that may require us to make some of our records available to third parties. Legal counsel will assist us in releasing appropriate information to third parties and provide you (or your immediate supervisor) with specific instructions. It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to a government investigation or otherwise obstruct, influence or impede an official proceeding. The law applies equally to all of our records, including formal reports as well as informal data such as e-mail, expense reports and internal memos. If the existence of a subpoena or a pending government investigation is known or reported to you, you should immediately contact your Legal Department and you must retain all records that may pertain to the investigation or be responsive to the subpoena.

Administration of the Code

Distribution

All of our directors, officers, employees and workers will receive a copy of this code when they join our company. Updates of the code will be distributed to all directors, officers and employees and are available on the company's intranet.

Role of Supervisors and Officers

Supervisors and officers have important roles under this code and are expected to demonstrate their personal commitment to this code by fostering a workplace environment that promotes compliance with the code and by ensuring that employees under their supervision participate in our company's compliance training programs.

Reporting Violations

All employees are obliged to report violations of this code or the law and to cooperate in any investigations into such violations. We prefer that you give your identity when reporting violations, to allow the company to contact you in the event further information is needed to pursue an investigation, and your identity will be maintained in confidence to the extent practicable under the circumstances and consistent with enforcing this code. However, you may anonymously report violations, where allowable by law.

Investigations

We will initiate a prompt investigation following any credible indication that a breach of law or this code may have occurred. We will also initiate appropriate corrective action as we deem necessary, which may include notifying appropriate authorities. For more information about our procedures in dealing with violations or suspected violations of this code, you should refer to our Employee Handbook.

Disciplinary Action

If you violate any provision of this code, you may be subject to disciplinary action, up to and including termination. Please be aware that we may seek civil remedies from you and if your violation results in monetary loss to us, you may be required to reimburse us for that loss. If you are involved in a violation, the fact that you reported the violation, together with the degree of cooperation displayed by you and whether the violation is intentional or unintentional, will be given consideration in our investigation and any resulting disciplinary action.

No Retaliation

We will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or this code, nor will we tolerate any harassment or intimidation of any employee who reports a suspected violation. In addition, there are governmental “whistleblower” laws that are designed to protect employees from discrimination or harassment for providing information to us or governmental authorities, under certain circumstances, with respect to certain laws such as those governing workplace safety, the environment, securities fraud and federal law relating to fraud against shareholders.

Approvals

Approvals required under this code should be documented.

Waivers

Any request for a waiver of this code must be submitted in writing to our General Counsel who has authority to decide whether to grant a waiver. However, a waiver of any provision of this code for a director or an executive officer must be approved by our Board of Directors or its designated committee and will be promptly disclosed to the extent required by law or regulation.

Certifications

All new employees (and, periodically, existing employees) must affirmatively acknowledge that they have read and understand this code. However, failure to read or acknowledge the code does not excuse you from complying with this code.

Non-retaliation Policy for Employees Who Report Violations of Law

We are committed to providing a workplace conducive to open discussion of our business practices. It is our policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding, or their participating in, investigations involving corporate fraud or other violations by us or our agents of federal or state law. Specifically, our policy prevents you from being subject to disciplinary or retaliatory action by us or any of our employees or agents as a result of your complaint about corporate fraud (such as falsifying financial records, providing false information to shareholders, and hiding or stealing corporate assets) to any of the following:

- a federal regulatory or law enforcement agency
- a member or committee of Congress
- your supervisor
- your Head of Human Resources
- our Employee Service Line
- your Human Resources Representative or our corporate Human Resources Department
- our Business Integrity Reporting Process
- our Head of Internal Audit
- our Chief Financial Officer
- our General Counsel or our Legal Department

You are also protected from retaliation due to your assisting in any investigation of any alleged violation or participating in any lawsuit arising from a complaint or investigation. However, if you file reports or provide evidence which you know to be false or where you do not have a reasonable belief in the truth and accuracy of such information, you will not be protected by the above policy statement and may be subject to disciplinary action, up to and including termination of your employment.

Your Head of Human Resources (or local equivalent) is responsible for administering this Non-retaliation Policy for Employees Who Report Violations of Law. Your Head of Human Resources is responsible for receiving, collecting, reviewing, processing and resolving concerns and reports by employees and others on the matters described above and other similar matters. You are encouraged to discuss issues and concerns of the type covered by this policy with your immediate supervisor, who is in turn responsible for informing your Head of Human Resources of any concerns raised. If you prefer not to discuss these sensitive matters with your immediate supervisor, you may instead discuss such

matters directly with the corporate Human Resources Department through the Employee Service Line. Your Head of Human Resources will refer complaints submitted, as he or she determines to be appropriate or as required under the directives of our Board of Directors, to our Board of Directors or its designated committee.

If you believe you have been subjected to any action that violates this policy, you may file a complaint with your immediate supervisor, your Human Resources Representative or the Employee Service Line. If it is determined that you have experienced any improper employment action in violation of this policy, you will be entitled to appropriate corrective action.

Description of Responsibilities for your Head of Human Resources

We have appointed your Head of Human Resources as the individual who is responsible for administering our Non-retaliation Policy for Employees Who Report Violations of Law. Your Head of Human Resources will report directly to the audit committee of our Board of Directors on matters arising under this policy.

Your Head of Human Resources' responsibilities under this policy include:

- Administering, implementing and overseeing ongoing compliance under the policy across all geographic regions.
- Establishing and administering procedures to assure that employee complaints will be collected, reviewed promptly, resolved in an appropriate manner and retained.
- Making his or her staff available to discuss with employees any complaints raised or reports filed.
- Administering and overseeing our training and educational programs designed to ensure that our employees with supervisory authority with respect to other employees, or who are otherwise involved in the administration of our policies, are aware of this policy, know to involve your Head of Human Resources in any matters that may arise involving this policy (including informing your Head of Human Resources of every complaint that arises) and are trained in the proper handling of employee complaints covered by this policy.

Subsidiaries of Live Nation Entertainment, Inc.

<u>Domestic</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
#JUSTAREGULARNATION, LLC	Delaware
3P Festival LLC	Delaware
6 Washington Pool LLC	Delaware
6021 Hollywood Operating Company, LLC	Delaware
720 Entertainment, LLC	Delaware
720 Publishing, LLC	Delaware
801 Brickell LLC	Delaware
ACMF, LLC	Texas
Arrive I LLC	Delaware
Arrive I Management, LLC	Delaware
Arrive Opportunities Fund 1 GP, LLC	Delaware
Arrive Opportunities Fund 1, LP	Delaware
Arrive Opportunities Management, LLC	Delaware
Artist Nation Management Group, LLC	Delaware
Assembly Room Studios, LLC	Delaware
Austin Arena Holdings, LLC	Delaware
Axis Nation, LLC	Virginia
Bamboozle Festival, LLC	Delaware
Baron Global, Inc.	Delaware
Big Loud Mountain Management, LLC	Tennessee
BigChampagne, LLC	Delaware
Bill Graham Enterprises, Inc.	California
Birmingham Festival 2015, LLC	Delaware
Birmingham Festival 2016, LLC	Delaware
Birmingham Festival 2017, LLC	Delaware
Birmingham Festival 2018, LLC	Delaware
Birmingham Festival Ventures, LLC	Delaware
Black Swan Hospitality LLC	Delaware
Blueprint Artist Management, LLC	Delaware
Blues at the Depot, LLC	Utah
BottleRock Marketing Group, LLC	Delaware
Bottlerock Presents LLC	Delaware
Bowls Holdings Nashville, LLC	Delaware
Bowls Holdings Philadelphia, LLC	Delaware
Bowls Holdings, LLC	Delaware
Bowls Las Vegas, LLC	Delaware

<u>Domestic</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Brooklyn Bowl Las Vegas, LLC	Delaware
Brooklyn Bowls Present, LLC	Delaware
By Any Means Management, LLC	Delaware
C2 Acquisitions, LLC	Delaware
C3 Booking, LLC	Texas
C3 Presents, L.L.C.	Texas
C3P Emo's, LLC	Texas
C3P Scoot Inn, LLC	Texas
Career Acquisitions, LLC	Delaware
Caring & Daring, LLC	Delaware
Cellar Door Venues, Inc.	Florida
CG Brickell IP LLC	Delaware
Club Space Management, LLC	Florida
CN Holdco, LLC	Delaware
Connecticut Amphitheater Development Corporation	Connecticut
Connecticut Performing Arts Partners	Connecticut
Connecticut Performing Arts, Inc.	Connecticut
Counterpointfest, LLC	Texas
Country Nation - Chicago, LLC	Delaware
Country Nation - DE, LLC	Delaware
Country Nation, LLC	Delaware
Crossroads Presents, LLC	Delaware
Crush Next, LLC	Delaware
Crush Next Sports, LLC	Delaware
Cultivate Management, LLC	Delaware
Cumberland Amphitheatre Partners, LLC	Delaware
Dalton Entertainment, LLC	Delaware
Delmar Hall, LLC	Missouri
DG Medios US, LLC	New York
Diamond Theory Media, LLC	Delaware
Diversified Production Services, LLC	Delaware
Do617 LLC	Delaware
EDC The Movie, LLC	Delaware
Eight Ball Pricing Solutions, LLC	Delaware
Electric Forest, LLC	Delaware
Element1 Management, LLC	California
Emagen WITH Music, LLC	Delaware
Emagen WITH, LLC	Delaware
Emporium Presents, LLC	Nevada
Equity Distribution LLC	Delaware
Equity Publishing LLC	Delaware
ESM Productions, LLC	Delaware
Event Merchandising, Inc.	California

<u>Domestic</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
F and F Concessions, Inc.	Illinois
Faculty Management, LLC	Delaware
Faculty Productions, LLC	Delaware
Femme it Forward, LLC	Delaware
Fenway Music Company, LLC	Delaware
Festival Holdings, L.L.C.	Virginia
Fillmore Minneapolis Corp.	Delaware
Fillmore New Orleans Corp.	Delaware
FKMF, LLC	Delaware
Forecastle Ventures, LLC	Tennessee
Founders Entertainment, LLC	New York
FPC Live LLC	Wisconsin
FPSF Holding, LLC	Delaware
Frank Productions Concerts, LLC	Wisconsin
Frank Productions, LLC	Delaware
Front Gate Ticketing Solutions, LLC	Delaware
Gellman Management LLC	Delaware
Gov Ball 2016, LLC	New York
Greenlight Media & Marketing, LLC	Delaware
Greenlight Studios, LLC	Virginia
Groot 41st Street	Delaware
Groot Alton Management LLC	Delaware
Groot Design District Hospitality, LLC	Florida
Groot Entertainment LLC	Delaware
Groot Firestone Diner LLC	Delaware
Groot Forge, LLC	Delaware
Groot Hospitality Holdings, LLC	Delaware
Groot Hospitality LLC	Delaware
Groot Music Design District LLC	Delaware
Groot PS Management LLC	Delaware
Groot Reign Makers Hotel Brand LLC	Delaware
Groot Stadium LLC	Delaware
Groot Steak LLC	Delaware
Groot WMP Hospitality LLC	Delaware
Groot Womens Club LLC	Delaware
GrouponLive, LLC	Delaware
Hard Events LLC	California
High Noon Saloon LLC	Wisconsin
HOB Ace of Spades Corp.	Delaware
HOB Boardwalk, Inc.	Delaware
HOB Café Corp.	Delaware
HOB Chicago, Inc.	Delaware
HOB Depot Corp.	Delaware
HOB Entertainment, LLC	Virginia
HOB Grand Rapids, LLC	Delaware

<u>Domestic</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
HOB HiFi Dallas Corp.	Delaware
HOB Marina City Partners, L.P.	Delaware
HOB Marina City, Inc.	Delaware
HOB Marquis Corp.	Delaware
HOB Punch Line Penn Corp.	Delaware
HOB Punch Line S.F. Corp.	Delaware
HOB Queen Theater Corp.	Delaware
HOB Rose City MH Corp.	Delaware
HOB Seattle Corp.	Delaware
HOB Summit MH Corp.	Delaware
HOB Varsity Corp.	Delaware
Hofesh, LLC	Delaware
Host VIP, LLC	Delaware
Hot Fire, LLC	Texas
House of Blues Anaheim Restaurant Corp.	Delaware
House of Blues Cleveland, LLC	Delaware
House of Blues Concerts, Inc.	California
House of Blues Dallas Restaurant Corp.	Delaware
House of Blues Houston Restaurant Corp.	Delaware
House of Blues Las Vegas Restaurant Corp.	Delaware
House of Blues Myrtle Beach Restaurant Corp.	Delaware
House of Blues New Orleans Restaurant Corp.	Delaware
House of Blues Orlando Restaurant Corp.	Delaware
House of Blues Restaurant Holding Corp.	Delaware
House of Blues San Diego Restaurant Corp.	Delaware
House of Blues San Diego, LLC	Delaware
Hungry, Thirsty, Crazy, and Lucky, LLC	Texas
I am OTHER Ventures, LLC	Delaware
Insomniac Holdings, LLC	Delaware
Insomniac Records, LLC	Delaware
IO Media, Inc.	New York
IOMedia Technologies, LLC	New York
ISBE Brand Owner, LLC	Delaware
JMBLYA, LLC	Texas
Kingdom of Mind, LLC	Delaware
Lansdowne Boston Restaurant, LLC	Delaware
Levitate Music Festival, LLC	Delaware
Lionfish Management, LLC	Delaware
Live Nation Bogart, LLC	Delaware
Live Nation Chicago, Inc.	Delaware
Live Nation LGTours (USA), LLC	Delaware
Live Nation Marketing, Inc.	Delaware
Live Nation Merchandise, LLC	Delaware
Live Nation MTours (USA), Inc.	Delaware
Live Nation Paradise, LLC	Delaware

<u>Domestic</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Live Nation Productions, LLC	Delaware
Live Nation Studios Holdings, LLC	Delaware
Live Nation Studios Productions, LLC	Delaware
Live Nation Ticketing, LLC	Delaware
Live Nation Touring (USA), Inc.	Delaware
Live Nation Urban, LLC	Delaware
Live Nation UshTours (USA), Inc.	Delaware
Live Nation UTours (USA), Inc.	Delaware
Live Nation Worldwide, Inc.	Delaware
LMG Management LLC	Delaware
LN-HS Concerts, LLC	Delaware
Lollapalooza, LLC	Delaware
Marcy Musik LLC	New York
MBA Artist Management Company, LLC	Delaware
Meadowbrook Amphitheatre Holdings, LLC	Delaware
Merch Nation Holdings, LLC	Delaware
Merch Traffic, LLC	Delaware
MIA Festival Holdings, LLC	Delaware
Michigan Licenses, LLC	Delaware
Microflex 2001 LLC	Delaware
Mountain Jam Productions, LLC	Delaware
Music City Eats, LLC	Texas
National Shows 2, LLC	Wisconsin
NDMF, LLC	Texas
Neste Event Marketing, LLC	Delaware
New Community Management, LLC	Delaware
New Era Farms II, LLC	Virginia
New Era Farms, LLC	Virginia
New IAMSPORTS, LLC	California
New York Theater, LLC	Delaware
No Limit Entertainment LLC	Delaware
NOC, Inc.	Connecticut
Ohana Music Festival Holdings, LLC	Delaware
Okeechobee Experience, LLC	Delaware
Patriot Nation, LLC	Delaware
Philymack Management, LLC	Delaware
Philymack Productions, LLC	Delaware
Philymack Wellness, LLC	Delaware
Production Simple Promotions, LLC	Delaware
Production Staffing Group, LLC	Delaware
Rebel Artist Management, LLC	Delaware
Red Ginger SB, LLC	Florida
Red Mountain Entertainment, LLC	Delaware
Redrock Entertainment Services LLC	Delaware
ReignDeer Entertainment Corp.	California

<u>Domestic</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
ReignDeer Entertainment, LLC	Delaware
ReignDeer Investments, LLC	Delaware
Rival Labs, Inc.	Delaware
Roc Nation Advertising LLC	Delaware
Roc Nation Latin Publishing LLC	Delaware
Roc Nation LLC	Delaware
Roc Nation Management, LLC	Delaware
Roc Nation Publishing, LLC	Delaware
Roc Nation Records, LLC	Delaware
Roc Nation Sports - Roc Nation Boxing, LLC	Delaware
Roc Nation Sports, LLC	Delaware
Roc Nation Ventures, LLC	Delaware
Rock in Rio USA, Inc.	Delaware
Rock World USA, LLC	Delaware
Rolling Loud, LLC	Delaware
RonRuss Red Ginger, LLC	Florida
S10 Entertainment & Media, LLC	Delaware
S2 Songs, LLC	Delaware
SAL & Co Management LP	Delaware
SC Management GP, Inc.	Delaware
Scheme Engine, LLC	Delaware
Scoremore Dreamville, LLC	Texas
ScoreMore Holdings, LLC	Delaware
SFX Financial Advisory Management Enterprises, Inc.	Delaware
Shaky Boots Fest, LLC	Georgia
Shaky Festivals Holdings, LLC	Delaware
Shaky Knees Fest, LLC	Georgia
SHN Festivals, LLC	Texas
SME Entertainment Group LLC	Delaware
Space Invaders, LLC	Florida
Space IP Licensing, LLC	Florida
Spaceland Productions, LLC	California
Space Park, LLC	Delaware
Spalding Entertainment Acquisitions, LLC	Delaware
Spalding Entertainment, LLC	Tennessee
Starr Hill Presents Kansas, LLC	Virginia
Stateside Group, LLC	Delaware
Swan Hospitality LLC	Florida
The Core Entertainment, LLC	Delaware
The Echo, LLC	California
Ticketmaster Advance Tickets, L.L.C.	Colorado
Ticketmaster L.L.C.	Virginia
Ticketmaster New Ventures Holdings, Inc.	Delaware
Ticketmaster Pacific Acquisitions, Inc.	Delaware
TicketsNow.com, Inc.	Illinois

<u>Domestic</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Ticketstoday, LLC	Virginia
Ticketweb, LLC	Delaware
TM Vista Inc.	Virginia
TMF Holdco, LLC	Delaware
TNA Tour II (USA) Inc.	Delaware
TNOW Entertainment Group, Inc.	Illinois
TX Music Club Adventures, LLC	Texas
Universe Inc.	Delaware
Upgraded, Inc.	Delaware
Van Buren Group Holdings, LLC	Delaware
Vector Management LLC	Delaware
Veeps Inc.	Delaware
Voodoo Music Experience, LLC	Louisiana
WE Fest Holdings, LLC	Delaware
Why Not OC LLC	California
Wiltern Renaissance LLC	Delaware
Wolfson Entertainment, Inc.	California
Women Nation, LLC	Delaware
Womens Club Holdings, LLC	Delaware
Womens Club IP, LLC	Delaware
YCFUNCO, LLC	Delaware
ZeroSix, LLC	Delaware

<u>International</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
DF Entertainment, S.A.	Argentina
Live Nation Argentina S.A.	Argentina
Ash Assets Pty Ltd	Australia
Ash Sounds Pty Ltd	Australia
Brunswick Street Venue Pty Ltd	Australia
DNA Experiences Live Pty Ltd	Australia
Four Fish Swimming Pty Ltd	Australia
Live Nation Australasia Pty Ltd	Australia
Live Nation Australia Festivals Pty Ltd	Australia
Live Nation Australia Venues Pty Ltd	Australia
Live Nation Holdings Australasia Pty Ltd	Australia
LN Olco Pty Ltd	Australia
Look up and Live Pty Ltd	Australia
Mixitup Australia Pty Ltd	Australia
MoshTix Pty Ltd	Australia
Secret Sounds Artist Management Pty Ltd	Australia
Secret Sounds Group Pty Ltd	Australia
Secret Sounds Group Services Pty Ltd	Australia
Secret Sounds Pty Ltd	Australia
Secret Sounds Sponsorship Pty Ltd	Australia
Splendour in the Grass Pty Ltd	Australia
SSG-LN Festivals Pty Ltd	Australia
T Shirt Printers Pty Limited	Australia
Ticketmaster Australasia Pty Ltd	Australia
TSP Merchandising Pty Ltd	Australia
Village Sounds Agency Pty Ltd	Australia
Live Nation Austria GmbH	Austria
ASB N.V	Belgium
Antwerps Sportpaleis N.V.	Belgium
GMM Festival bvba	Belgium
Live Nation Belgium Holdings bvba	Belgium
Live Nation bvba	Belgium
Live Nation Festivals N.V.	Belgium
Ticketmaster Belgium N.V.	Belgium
We Love Entertainment bvba	Belgium
Live Nation Brasil Entretenimento Ltda.	Brazil
Live Nation Brasil Marketing LTDA.	Brazil
Rock City S.A.	Brazil
Rock World S.A.	Brazil
9408-9406 Québec Inc.	Canada
Center of Gravity Sports and Music Festival Inc.	Canada
Embrace Entertainment, Inc	Canada
Embrace Presents, Ltd.	Canada
Evenko, G.P.	Canada
Front Gate Ticketing Solutions Canada, Ltd.	Canada

<u>International</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Impressario, Inc.	Canada
Live Nation Canada, Inc.	Canada
Live Nation Ontario Concerts GP, Inc.	Canada
Live Nation Ontario Concerts, L.P.	Canada
Live Nation Touring (Canada), Inc.	Canada
Manett Holdings (Canada) Limited	Canada
Reseau Admission ULC	Canada
Sal & Co LP	Canada
SC GP, Inc.	Canada
Ticketmaster Canada LP	Canada
Ticketmaster Canada ULC	Canada
Ticketmaster Canada Holdings ULC	Canada
Universe Experiences Inc,	Canada
Ticketmaster Cayman Finance Company Ltd.	Cayman Islands
Ticketmaster Middle East Limited	Cayman Islands
DG Medios SpA	Chile
Live Nation Chile SpA	Chile
SACA Producciones SpA	Chile
Aquapath Limited	Cyprus
Live Nation Czech Republic Sro	Czech Republic
Ticketmaster Ceska republika, a.s	Czech Republic
Ticketpro Software s.r.o.	Czech Republic
Danish Venue Enterprise A/S	Denmark
I/S Heartland Festival	Denmark
Live Nation Denmark Aps	Denmark
Live Nation Denmark Management Holding Aps	Denmark
PDH Music A/S	Denmark
PDH Tour Accounts ApS	Denmark
Ticketmaster Danmark A/S	Denmark
Academy Music Group Limited	England & Wales
Academy Music Holdings Ltd	England & Wales
Angel Venues Limited	England & Wales
ANM2 Limited	England & Wales
Apollo Leisure Group Limited	England & Wales
Arena Island Limited	England & Wales
Artist Nation Management Limited	England & Wales
C I (Events) Limited	England & Wales
Cream Events Limited	England & Wales
Cream Global Limited	England & Wales
Cream Liverpool Limited	England & Wales
Cuffe and Taylor Limited	England & Wales
De-lux Merchandise Company Limited	England & Wales
Electricland Limited	England & Wales
FC 1031 Limited	England & Wales
Festival Republic Limited	England & Wales

<u>International</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Finlaw 279 Limited	England & Wales
Gafus Limited	England & Wales
Globalgathering Group Limited	England & Wales
HNOE Limited	England & Wales
Hot Festivals Limited	England & Wales
Isle of Wight Festival Limited	England & Wales
Live Nation (Music) UK Limited	England & Wales
Live Nation Limited	England & Wales
Live Nation Merchandise Limited	England & Wales
LN-Gaiety Holdings Limited	England & Wales
Lollibop Festival Limited	England & Wales
MAMA & Company Limited	England & Wales
MAMA Festivals Limited	England & Wales
MAMA New Music Limited	England & Wales
Maztec Limited	England & Wales
Maztecrose Holdings Limited	England & Wales
Merch Traffic Limited	England & Wales
Metropolis Music Limited	England & Wales
Midland Concert Promotions Group Limited	England & Wales
Nova Batida Festivals Limited	England & Wales
OnBlackheath Limited	England & Wales
Parklife Manchester Limited	England & Wales
Plan B Management Limited	England & Wales
Quest Management (UK) Limited	England & Wales
Reading Festival Limited	England & Wales
Rewind Festival Limited	England & Wales
Roc Nation Sports Limited	England & Wales
Roc Nation UK limited	England & Wales
Roseclaim Limited	England & Wales
Safe Festivals Group Limited	England & Wales
Showsec International Limited	England & Wales
The Warehouse Project (Manchester) Limited	England & Wales
the17 Limited	England & Wales
Ticketmaster Europe Holdco Limited	England & Wales
Ticketmaster Sport Limited	England & Wales
Ticketmaster UK Limited	England & Wales
TM Number One Limited	England & Wales
Ugly Duckling Limited	England & Wales
Live Nation Baltics OU	Estonia
Live Nation Estonia OU	Estonia
Events Club Oy	Finland
Full Production Oy	Finland
K2 Entertainment Oy	Finland
Live Nation Finland Oy	Finland
Ticketmaster Suomi Oy	Finland

<u>International</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Entre Deux	France
Live Lab	France
Live Nation France 2006	France
Live Nation France Festivals	France
Live Nation SAS	France
LNE France Holdings SAS	France
Ticketnet	France
Berlin Festival Gmbh & Co. KG	Germany
BF Berlin Festival Verwaltungs-GmbH	Germany
FRHUG Festival GmbH & Co. KG	Germany
FRHUG Verwaltungs-GmbH	Germany
Live Nation Brand Partnership & Media GmbH	Germany
Live Nation Germany Oldco GmbH	Germany
Live Nation GmbH	Germany
Live Nation Holdings GmbH	Germany
Live Nation Theater GmbH	Germany
Lollapalooza GmbH	Germany
Seatwave Deutschland GmbH	Germany
Ticketmaster Deutschland Holding GmbH	Germany
Ticketmaster GmbH	Germany
Ticketmaster Hellas S.A.	Greece
Dancing Dragon Management Limited	Hong Kong
Live Nation (HK) Limited	Hong Kong
Live Nation Electronic (Asia) Limited	Hong Kong
Live Nation Connects Hong Kong Limited	Hong Kong
Live Nation Venues (HK) Company Limited	Hong Kong
Media Nation Limited	Hong Kong
Tuo Yuan (Hong Kong) Co., Ltd.	Hong Kong
Live Nation Central & Eastern Europe Kft	Hungary
IOMEDIA India Private Limited	India
PT Live Nation Indonesia	Indonesia
Amphitheatre Ireland Limited	Ireland
EP Republic Limited	Ireland
Festival Republic Dublin Limited	Ireland
Live Nation Ireland Holdings Limited	Ireland
MCD Productions Limited	Ireland
Principle Management Limited	Ireland
The Ticket Shop Unlimited Company	Ireland
Ticketline Unlimited Company	Ireland
Ticket Shop Holdings (IOM)	Isle of Man
Ticket Shop One (IOM) Limited	Isle of Man
Ticket Shop Two (IOM) Limited	Isle of Man
Live Nation Israel Ltd.	Israel
Ticketmaster Israel Ltd	Israel

<u>International</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Comcerto Srl	Italy
Get Live 2 Srl	Italy
Live Nation 2 Srl	Italy
Live Nation 3 Srl	Italy
Live Nation Italia Srl	Italy
Parcolimpico Srl	Italy
Ticketmaster Italia Srl	Italy
Live Nation Holding Japan GK	Japan
Live Nation Japan GK	Japan
UAB Live Nation Lietuva	Lithuania
Live Nation Luxembourg Holdco 1 S.à.r.l.	Luxembourg
Live Nation Luxembourg Holdco 2 S.à.r.l.	Luxembourg
Ticketmaster New Ventures S. de R.I. de C.V.	Mexico
Live Nation Malaysia Sdn Bhd	Malaysia
Amsterdam Music Dome Exploitiatie BV	Netherlands
Art of Bookings B.V.	Netherlands
Artist and Business Transport Group B.V.	Netherlands
Crowdcare B.V.	Netherlands
Event Design Holland B.V.	Netherlands
Festivals Limburg B.V.	Netherlands
Holland Event Marketing B.V.	Netherlands
Live Nation International Holdings B.V.	Netherlands
Live Nation Venues (Netherlands) B.V.	Netherlands
LYV B.V.	Netherlands
Mojo Concerts B.V.	Netherlands
Mojo Works B.V.	Netherlands
Noctua B.V.	Netherlands
Security Company Security B.V.	Netherlands
Straight International Security B.V.	Netherlands
The Event Support Company B.V.	Netherlands
The Security Company Utrecht Holland Holding B.V.	Netherlands
Tickethour Nederland B.V.	Netherlands
Ticketmaster B.V.	Netherlands
Evenz Limited	New Zealand
Greenstone Entertainment Limited Partnership	New Zealand
Greenstone Entertainment GP Limited	New Zealand
Live Nation GE Holdings Limited	New Zealand
Live Nation NZ Festivals Limited	New Zealand
Live Nation NZ Limited	New Zealand
NZ Venue and Event Management Limited	New Zealand
QPAM Limited	New Zealand
R&V Live Nation Limited	New Zealand
Ticketmaster NZ Limited	New Zealand
Village Sounds Agency NZ Limited	New Zealand
Ticket Shop (NI) Limited	Northern Ireland

<u>International</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Bergen Live AS	Norway
Billettsservice AS	Norway
Event og Media AS	Norway
Live Nation Norway AS	Norway
Luger AS	Norway
TimeOut Agency & Concerts AS	Norway
Tons of Rock Festival AS	Norway
Live Nation Peru S.A.C.	Peru
Concert Supplies Sp. z o.o.	Poland
Live Nation Sp. z.o.o.	Poland
Music Marketing Sp. z.o.o.	Poland
Ticketmaster Poland Sp. z.o.o.	Poland
Better World Comunicação, Publicidade e Entretenimento S.A.	Portugal
tixCraft.com Inc.	Samoa
Live Nation Arabia Company LLC	Saudi Arabia
Ticketmaster Arabia Company LLC	Saudi Arabia
ABC3 Limited	Scotland
D.F. Concerts Limited	Scotland
King Tut's Recordings Limited	Scotland
Tecjet Limited	Scotland
Live Nation Business Consulting (Shanghai) Company Limited	Shanghai, China
Live Nation Electronic (Shanghai) Company Limited	Shanghai, China
Live Nation VAS (Shanghai) Culture Development Company Limited	Shanghai, China
Apactix	Singapore
Imagine Media Agency Pte. Ltd.	Singapore
Live Nation (Singapore) Holdings Pte Ltd	Singapore
Live Nation Singapore Concerts Pte. Ltd.	Singapore
Live Nation Singapore Venues Pte Ltd	Singapore
Moshtix	Singapore
Ticketmaster SG Pte Ltd	Singapore
Ticketmaster-Singapore Pte. Ltd.	Singapore
Big Concerts International Pty Ltd	South Africa
Big Concession Management Proprietary Limited	South Africa
Big Merchandise Proprietary Limited	South Africa
Live Nation Media and Sponsorship (Pty) Ltd	South Africa
Ticketmaster South Africa (Pty) Ltd	South Africa
Live Nation Korea Corporation	South Korea
Better World Sociedade Unipessoal S.L.	Spain
Compania Editora de Talentos Internacionales S.A.	Spain
Live Nation Espana S.A.U.	Spain
Mean Fiddler Spain S.L.	Spain
Mediterranea Concerts SL	Spain
Planet Events S.A.	Spain
Rock in Rio Madrid S.A.	Spain
Ticketmaster Iberica SLU	Spain

<u>International</u>	<u>State or Jurisdiction of Incorporation or Organization</u>
Ticketmaster Spain SAU	Spain
Artist och underhållningsservice i Sverige AB	Sweden
Live Nation Holding Nordic AB	Sweden
Live Nation Nordic AB	Sweden
Live Nation Sweden AB	Sweden
Lugerinc AB	Sweden
Neu Festival Live AB	Sweden
Sweden Rock Festival AB	Sweden
Ticketmaster New Ventures Holdings II AB	Sweden
Ticketmaster Sverige AB	Sweden
First Event AG	Switzerland
Live Nation Switzerland GmbH	Switzerland
Mainland Music AG	Switzerland
Ticketmaster Schweiz AG	Switzerland
Indievox Inc	Taiwan
Live Nation Taiwan Co., Ltd	Taiwan
Tixcraft Inc	Taiwan
Live Nation Tero Entertainment Co., Ltd	Thailand
Biletix Bilet Dagitim Basim ve Ticaret AS	Turkey
Live Nation Middle East FZ-LLC	United Arab Emirates
Ticketmaster Middle East Events LLC	United Arab Emirates
Ticketmaster Middle East FZ-LLC	United Arab Emirates
Ticketmaster Middle East North LLC	United Arab Emirates

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-175139) pertaining to the 2005 Stock Incentive Plan, as amended and restated as of April 15, 2011 of Live Nation Entertainment, Inc.,
- (2) Registration Statement (Form S-8 No. 333-164507) pertaining to the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan,
- (3) Registration Statement (Form S-8 No. 333-164494) pertaining to the Amended and Restated Live Nation, Inc. Stock Bonus Plan,
- (4) Registration Statement (Form S-8 No. 333-164302) pertaining to the 2005 Stock Incentive Plan, as Amended and Restated of Live Nation, Inc.,
- (5) Registration Statement (Form S-8 No. 333-157664) pertaining to the Employee Stock Bonus Plan of Live Nation, Inc.,
- (6) Registration Statement (Form S-8 No. 333-149901) pertaining to the Employee Stock Bonus Plan of Live Nation, Inc.,
- (7) Registration Statement (Form S-8 No. 333-132949) pertaining to the 2005 Stock Incentive Plan of Live Nation, Inc.,
- (8) Registration Statement (Form S-8 No. 333-206294) pertaining to the 2005 Stock Incentive Plan, as amended and restated as of March 19, 2015, of Live Nation Entertainment, Inc., and
- (9) Registration Statement (Form S-3ASR No. 333-233823) of Live Nation Entertainment, Inc.;

of our reports dated March 1, 2021, with respect to the consolidated financial statements of Live Nation Entertainment, Inc., and the effectiveness of internal control over financial reporting of Live Nation Entertainment, Inc., included in this Annual Report (Form 10-K) of Live Nation Entertainment, Inc. for the year ended December 31, 2020.

/s/ Ernst & Young LLP

Los Angeles, California
March 1, 2021

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

CERTIFICATION

I, Michael Rapino, certify that:

1. I have reviewed this Annual Report on Form 10-K of Live Nation Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2021

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

