

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO

FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

LIBERTY LIVE HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation or organization)

7900
(Primary Standard Industrial
Classification code number)

33-2910829
(I.R.S. Employer
Identification No.)

12300 Liberty Boulevard, Englewood, Colorado 80112, (720) 875-5200
(Address, including zip code, and telephone number, including area code, of Registrant's
principal executive offices)

Renee L. Wilm
Chief Legal Officer & Chief Administrative Officer Liberty Live Holdings, Inc.
12300 Liberty Boulevard

Englewood, Colorado 80112
(720) 875-5200

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
C. Brophy Christensen
Noah Kornblith
Jeeho Lee
O'Melveny & Myers LLP
Two Embarcadero Center
28th Floor San Francisco, CA 94111
(415) 984-8700

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and all other conditions to the proposed transactions described herein have been satisfied or waived, as applicable.

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

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

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering. x File No. 333-288960

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	"	Accelerated filer	"
Non-accelerated filer	x	Smaller reporting company	"
		Emerging growth company	x

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 7(a)(2)(B) of the Securities Act. x

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

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

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

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form S-4 amends the Registration Statement on Form S-4 of Liberty Live Holdings, Inc. (the “Registrant”) (Registration No. 333-288960), as amended prior to the date hereto (the “Registration Statement”), which became effective in accordance with the provisions of Section 8(a) of the Securities Act of 1933 on November 2, 2025 (the “Effective Date”). All capitalized terms used but not otherwise defined in this Post-Effective Amendment No. 1 shall have the meanings ascribed to them in the Registration Statement.

At 4:05 p.m. New York City time, December 15, 2025, Liberty Media Corporation (“Liberty Media”), the current parent company of the Registrant, will effect a redemptive split-off of the Registrant (the “Split-Off”) pursuant to which Liberty Media will redeem, on a one-for-one basis, each outstanding share of Liberty Live common stock in exchange for one share of the corresponding series of Liberty Live Group common stock of the Registrant. Upon the Split-Off, the Registrant will be separated from Liberty Media and become a separate publicly traded company.

This Post-Effective Amendment No. 1 is being filed for the purposes of replacing Exhibit 8.1: Form of Opinion of Skadden, Arps, Slate, Meagher, & Flom LLP regarding certain tax matters previously filed with the Registration Statement, with a final, executed version of Exhibit 8.1 and including Exhibit 23.6: Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in the final, executed version of Exhibit 8.1). The Registration Statement is hereby amended, as appropriate, to reflect the replacement of such exhibit.

Item 21. Exhibits And Financial Statement Schedules.

(a) *Exhibits.* The following is a complete list of Exhibits filed as part of this Registration Statement.

Exhibit No.	Document
2.1	Form of Reorganization Agreement between the Registrant and Liberty Media Corporation.*
3.1	Form of Amended and Restated Articles of Incorporation of the Registrant to be in effect upon the completion of the Split-Off (included as Annex A to the proxy statement/notice/prospectus forming a part of this registration statement and incorporated herein by reference).*
3.2	Form of Amended and Restated Bylaws of the Registrant to be in effect upon the completion of the Split-Off (included as Annex B to the proxy statement/notice/prospectus forming a part of this registration statement and incorporated herein by reference).*
4.1	Indenture, dated September 14, 2023, by and between Liberty Media Corporation, as issuer, and U.S. Bank Trust Company, National Association, as trustee.*
4.2	Form of 2.375% Exchangeable Senior Debentures due 2053.*
5.1	Opinion of Greenberg Traurig, LLP as to the legality of the securities being registered.*
8.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding certain tax matters.
10.1	Form of Liberty Live Holdings, Inc. 2025 Omnibus Incentive Plan.*
10.2	Form of Liberty Live Holdings, Inc. Transitional Stock Adjustment Plan.*
10.3	Form of Tax Sharing Agreement between the Registrant and Liberty Media Corporation.*
10.4	Form of Services Agreement between the Registrant and Liberty Media Corporation.*
10.5	Form of Facilities Sharing Agreement between the Registrant and Liberty Media Corporation.*
10.6	Form of Aircraft Time Sharing Agreement between the Registrant and Liberty Media Corporation.*
10.7	Form of Indemnification Agreement by and between the Registrant and its executive officers/directors.*
10.8	Form of Master Forward Confirmation.*
10.9	Stockholder Agreement, dated February 10, 2009, by and among Live Nation, Inc., Liberty Media Corporation, Liberty USA Holdings, LLC and Ticketmaster Entertainment, Inc.*
10.10	Tenth Amendment to Margin Loan Agreement, dated as of September 12, 2025, by and among LMC LYV, LLC, Various Lenders, Wilmington Trust, National Association and Citibank, N.A.*
21.1	Subsidiaries of Liberty Live Holdings, Inc.*
23.1	Consent of KPMG LLP (Liberty Media Corporation).*
23.2	Consent of KPMG LLP (Registrant).*
23.3	Consent of Ernst & Young LLP (Live Nation Entertainment, Inc.).*
23.4	Consent of Deloitte Auditores, S.L. (Dorna Sports, S.L.)*
23.5	Consent of Greenberg Traurig, LLP (included in Exhibit 5.1).*
23.6	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1).
24.1	Power of Attorney.*
99.1	Consent of Robert R. Bennett to be named a director.*
99.2	Consent of Derek Chang to be named a director.*
99.3	Consent of Carl E. Vogel to be named a director.*
99.4	Consent of David J.A. Flowers to be named a director.*
99.5	Consent of Bill Kurtz to be named a director.*
99.6	Audited Financial Statements as of December 31, 2024 and 2023 of Live Nation Entertainment, Inc. and for the two years ended December 31, 2024 of Live Nation Entertainment, Inc.# *
107	Filing Fee Table.*

* Previously filed.

Liberty Live Holdings, Inc. (Liberty Live) has obtained this information from Live Nation Entertainment, Inc.'s (Live Nation) publicly available information. The information in Exhibit 99.6 was not prepared specifically for Liberty Live and for purposes of Liberty Live's registration statement on Form S-4, Exhibit 99.6 only refers to Item 15 of Live Nation's annual report on Form 10-K (and only with respect to those financial statements for the two years ended December 31, 2024) and no other information or parts of the annual report. Liberty Live believes the information in Exhibit 99.6 to be reliable, but Liberty Live has not independently verified the accuracy of this information.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, state of Colorado, on this 15th day of December, 2025.

LIBERTY LIVE HOLDINGS, INC.

By: /s/ Renee L. Wilm

Name: Renee L. Wilm

Title: Chief Legal Officer and Chief Administrative Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>*</u>		
Chad R. Hollingsworth	President, Chief Executive Officer (Principal Executive Officer) and Director	December 15, 2025
<u>*</u>		
Brian J. Wendling	Chief Accounting Officer and Principal Financial Officer (Principal Accounting Officer)	December 15, 2025
<u>/s/ Renee L. Wilm</u>	Director	December 15, 2025
Renee L. Wilm		

*By: /s/ Renee L. Wilm

Renee L. Wilm

Attorney-in-fact

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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TOKYO
TORONTO

December 15, 2025

Liberty Media Corporation
12300 Liberty Boulevard
Englewood, Colorado 80112

Ladies and Gentlemen:

We have acted as special tax counsel to Liberty Media Corporation, a Delaware corporation (“**Liberty**”), in connection with specified aspects of (i) the transfer of 10,488,960 shares of Live Nation Entertainment, Inc. (“**Live Nation**”) common stock by Liberty to LN Holdings 1, LLC, a newly formed Delaware limited liability company wholly owned by Liberty Live Holdings, Inc., a newly formed Nevada corporation (“**SplitCo**”), in exchange for the constructive issuance of SplitCo stock to Liberty (the “**First SplitCo Contribution**”); (ii) the contribution of the remaining assets attributed to Liberty’s Live Group by Liberty to SplitCo (including the remaining shares of Live Nation common stock owned by Liberty and Liberty’s interest in QuintEvents, LLC) in exchange for the constructive issuance of SplitCo stock and the assumption by SplitCo of certain liabilities attributed to Liberty’s Live Group (together with the First SplitCo Contribution, the “**SplitCo Contribution**”); (iii) the recapitalization of SplitCo’s outstanding stock into a number of shares of SplitCo’s Series A Liberty Live Group common stock (“**Series A SplitCo Common Stock**”), SplitCo’s Series B Liberty Live Group common stock (“**Series B SplitCo Common Stock**”), and SplitCo’s Series C Liberty Live Group common stock (“**Series C SplitCo Common Stock**,” and together with the Series A SplitCo Common Stock and Series B SplitCo Common Stock, “**SplitCo Common Stock**”) sufficient to effect the Split-Off (as defined below) (the “**SplitCo Recapitalization**”); and (iv) the distribution by Liberty of (A) all of the outstanding Series A SplitCo Common Stock to the holders of Liberty’s Series A Liberty Live common stock (“**Series A Liberty Live Common Stock**”) in complete redemption of the outstanding Series A Liberty Live Common Stock, (B) all of the outstanding Series B SplitCo Common Stock to the holders of Liberty’s Series B Liberty Live common stock (“**Series B Liberty Live Common Stock**”) in complete redemption of the outstanding Series B Liberty Live Common Stock, and (C) all of the outstanding Series C SplitCo Common Stock to the holders of Liberty’s Series C Liberty Live common stock (“**Series C Liberty Live Common Stock**,” and together with the Series A Liberty Live Common Stock and Series B Liberty Live Common Stock, “**Liberty Live Common Stock**”) in complete redemption of the outstanding Series C Liberty Live Common Stock (such redemptions, collectively, the “**Split-Off**,” and together with the SplitCo Contribution, the SplitCo Recapitalization, and certain related transactions, the “**Transactions**”). Liberty has requested our opinion (the “**Opinion**”) regarding certain U.S. federal income tax consequences of the Transactions.¹

¹ Unless otherwise indicated, all “section” references in this Opinion are to the Internal Revenue Code of 1986, as amended (the “**Code**”), or to the U.S. Treasury Department regulations promulgated thereunder (the “**Treasury Regulations**”).

In rendering this Opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the letter furnished to Liberty by its financial advisor with respect to the Transactions, dated as of the date hereof; (ii) the registration statement on Form S-4 (File No. 333-288960) filed by SplitCo with the Securities and Exchange Commission (the “SEC”) on July 25, 2025, including the proxy statement/notice/prospectus that forms a part thereof and the exhibits attached thereto, as amended through the date hereof (the “**Registration Statement**”); (iii) all other submissions to the SEC related to the Registration Statement; (iv) the agreements listed on Schedule A attached hereto (each as amended through the date hereof) (collectively, the “**Agreements**”); (v) the officer’s certificate furnished to us by Liberty, dated as of the date hereof, together with the exhibits attached thereto (the “**Liberty Officer’s Certificate**”); (vi) the officer’s certificate furnished to us by SplitCo, dated as of the date hereof, together with the exhibits attached thereto (the “**SplitCo Officer’s Certificate**,” and together with the Liberty Officer’s Certificate, the “**Officer’s Certificates**”); (vii) the representation letter furnished to us by Mr. John C. Malone, dated as of the date hereof (the “**Malone Representation Letter**”); and (viii) such other documents as we have considered necessary or appropriate as a basis for this Opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, photostatic, electronic, or facsimile copies, and the authenticity of the originals of such documents.

As to certain facts material to this Opinion, we have relied upon the statements and representations set forth in the Officer's Certificates and the Malone Representation Letter. We have assumed that such statements and representations are true, correct, and complete as of the date hereof and will continue to be true, correct, and complete without regard to any qualification as to knowledge, belief, or otherwise. We have also assumed that the Transactions and the other transactions contemplated by the Agreements will be consummated in accordance with their terms and in the manner described in the Registration Statement and the Agreements, that the Agreements are and will be legally binding on the parties, and that none of the material terms or conditions contained therein will be waived or modified in any respect. This Opinion is expressly conditioned upon, among other things, the initial and continuing accuracy of the facts, information, covenants, representations, and warranties set forth in the documents referred to above, including those contained in the Officer's Certificates and the Malone Representation Letter. Any change or inaccuracy in or to such facts, information, covenants, representations, or warranties (including on account of events occurring after the consummation of the Transactions) could affect one or more of the conclusions stated herein.

This Opinion is based on the Code, the Treasury Regulations, judicial decisions, published rulings and procedures of the Internal Revenue Service (the "**Service**"), and such other authorities as we have considered relevant, all as in effect on the date hereof. It should be noted that the authorities upon which this Opinion is based are subject to change at any time, possibly with retroactive effect. Any change in such authorities could affect one or more of the conclusions expressed herein. Moreover, an opinion of counsel represents counsel's best judgment as to the outcome on the merits with respect to the matters addressed therein. Opinions of counsel are not binding on courts or the Service, and there can be no assurance that this Opinion will be accepted by the Service or, if challenged, by a court.

Based upon and subject to the foregoing and the conditions, limitations, assumptions, and qualifications set forth herein, it is our opinion that, under current U.S. federal income tax law:

1. The SplitCo Contribution, taken together with the Split-Off, will qualify as a reorganization under section 368(a)(1)(D). Liberty and SplitCo will each be a "party to the reorganization" within the meaning of section 368(b).
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2. Liberty will not recognize gain or loss on the SplitCo Contribution. Sections 361(a), 357(a).
3. SplitCo will not recognize gain or loss on the SplitCo Contribution. Section 1032(a).
4. SplitCo's basis in each asset received from Liberty in the SplitCo Contribution will be equal to Liberty's basis in such asset immediately before the transfer of such asset pursuant to the SplitCo Contribution. Section 362(b).
5. SplitCo's holding period in each asset received from Liberty in the SplitCo Contribution will include Liberty's holding period in such asset. Section 1223(2).
6. Liberty will not recognize gain or loss on the distribution of SplitCo Common Stock to holders of Liberty Live Common Stock in the Split-Off. Section 361(c).
7. Holders of Liberty Live Common Stock will not recognize gain or loss, and will not otherwise be required to include any amount in income, upon the exchange of Liberty Live Common Stock for SplitCo Common Stock in the Split-Off. Section 355(a)(1).
8. The aggregate basis of the SplitCo Common Stock received by each holder of Liberty Live Common Stock in the Split-Off will be the same as the stockholder's aggregate basis in the Liberty Live Common Stock redeemed in exchange for such SplitCo Common Stock. Section 358(a)(1).
9. The holding period of the SplitCo Common Stock received by each holder of Liberty Live Common Stock in the Split-Off will include the holding period of the Liberty Live Common Stock redeemed in exchange for such SplitCo Common Stock, provided that the stockholder holds such Liberty Live Common Stock as a capital asset on the date of the Split-Off. Section 1223(1).

* * *

Except as set forth above, we express no opinion or other views regarding the tax consequences of the Transactions or any other transactions. This Opinion relates solely to the U.S. federal income tax consequences of the Transactions, and no opinion is expressed as to the tax consequences of the Transactions under any state, local, or foreign tax laws or under any U.S. federal tax laws other than those pertaining to income taxation. This Opinion is expressed as of the date hereof, and we are under no obligation to supplement or revise this Opinion to reflect any legal developments or factual matters or changes arising after the date hereof.

We are furnishing this Opinion to Liberty solely in connection with the Transactions and the Registration Statement. We hereby consent to the use of our name in the Registration Statement and to the filing of this Opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we come within the category of persons whose consent is required under section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP
