

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

**Form S-8 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)

**12300 Liberty Boulevard
Englewood, Colorado 80112**
(Address of Principal Executive Offices) (Zip Code)

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

**Liberty Live Holdings, Inc. 2025 Omnibus Incentive Plan
Liberty Live Holdings, Inc. Transitional Stock Adjustment Plan**
(Full title of plan)

Renee L. Wilm
Chief Legal Officer & Chief Administrative Officer
Liberty Live Holdings, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5200
(Name, Address and Telephone Number, Including Area
Code, of Agent for Service)

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

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 ☒

Smaller reporting company ☐

Emerging growth company ☒

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. ☒

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the information specified in Part I of this Form will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933 (the “Securities Act”). In accordance with Rule 428 under the Securities Act and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. Liberty Live Holdings, Inc. (the “Registrant”) will maintain a file of such documents in accordance with the provisions of Rule 428 under the Securities Act. Upon request, the Registrant will furnish to the Commission or its staff a copy or copies of all the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents previously filed with the Commission by the Registrant are incorporated herein by reference:

- (a) The Registrant's Registration Statement on [Form S-4 \(Commission File No. 333-288960\) under the Securities Act, initially filed on July 25, 2025 and as subsequently amended](#) (excluding the consolidated financial statements of Liberty Media Corporation and subsidiaries as of December 31, 2024 and 2023, and for each of the years in the three-year period ended December 31, 2024, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2024 incorporated by reference therein and the consolidated financial statements of Dorna Sports, S.L. and subsidiaries as of and for the year ended December 31, 2024 incorporated by reference therein, as well as the reference to KPMG LLP under the heading "Experts – Liberty Media" and to Deloitte Auditores, S.L. under the heading "Experts – Dorna Sports, S.L." in the prospectus);
- (b) The description of the Registrant's Series A Liberty Live Group common stock, par value \$0.01 per share, and the description of the Registrant's Series C Liberty Live Group common stock, par value \$0.01 per share, each contained in the Registrant's Form 8-A filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") on [December 12, 2025](#) (Commission File No. 001-43015), and any amendment or report filed for the purpose of updating such description;
- (c) The Registrant's Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2025, filed with the Commission on [November 13, 2025](#) (Commission File No. 333-288960); and
- (d) The Registrant's Current Reports on Form 8-K filed on [December 8, 2025](#) and [December 15, 2025](#) (other than as to Item 7.01 and Exhibit 99.1 of Item 9.01) (Commission File Nos. 333-288960 and 001-43015, respectively).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Registrant's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws will provide that, to the fullest extent permitted by the laws of the State of Nevada, any officer or director of the Registrant, who was or is a party or is threatened to be made a party to, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent (which, for purposes hereof, shall include a trustee, partner or manager or similar capacity) of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to nonprofit entities or employee benefit plans. For the avoidance of doubt, the foregoing indemnification obligation includes, without limitation, claims for monetary damages against indemnitee to the fullest extent permitted under Section 78.7502 and 78.751 of the Nevada Revised Statutes as in existence on the date hereof.

The indemnification provided shall be from and against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by indemnitee or on indemnitee's behalf in connection with such action, suit or proceeding; however, pursuant to Nevada law, indemnification may only be provided if indemnitee either (i) was protected from liability pursuant to Section 78.138 of the Nevada Revised Statutes (which provides for exculpation from liability unless the presumption that the indemnitee acted consistent with his or her fiduciary duties has been rebutted and it is proven both that the indemnitee's act or failure to act constituted a breach of his or her fiduciary duties as a director or officer; and that such breach involved intentional misconduct, fraud or a knowing violation of law), or (ii) acted in good faith and in a manner indemnitee reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal action, suit or proceeding that is not an action by or in the right of the Registrant, had no reasonable cause to believe indemnitee's conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which indemnitee shall have been adjudged to be liable to the Registrant unless, and only to the extent that, the Nevada courts or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, indemnitee is fairly and reasonably entitled to indemnity for such expenses which the Nevada courts or such other court shall deem proper.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the indemnitee did not act in good faith and in a manner which indemnitee reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal action or proceeding, had reasonable cause to believe that indemnitee's conduct was unlawful.

To the extent that indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. If a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by any of our directors, officers or controlling persons in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of that issue.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<u>4.1</u>	<u>Liberty Live Holdings, Inc. 2025 Omnibus Incentive Plan. (Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-4 (Commission File No. 333-288960) initially filed with the Commission on July 25, 2025, as amended.)</u>
<u>4.2</u>	<u>Liberty Live Holdings, Inc. Transitional Stock Adjustment Plan. (Incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-4 (Commission File No. 333-288960) initially filed with the Commission on July 25, 2025, as amended.)</u>
<u>5</u>	<u>Opinion of Greenberg Traurig, LLP (opinion re legality).</u>
<u>23.1</u>	<u>Consent of KPMG LLP (Liberty Live Holdings, Inc.) (consent of independent auditors).</u>
<u>23.2</u>	<u>Consent of Ernst & Young LLP (Live Nation Entertainment Inc.) (consent of independent auditors).</u>
<u>23.3</u>	<u>Consent of Counsel (included in Exhibit 5).</u>
<u>24</u>	<u>Power of Attorney (included in this Registration Statement under "Signatures").</u>
<u>99.1</u>	<u>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.*</u>
<u>107</u>	<u>Filing Fee Table.</u>

* The Registrant has obtained this information from Live Nation Entertainment, Inc.'s (Live Nation) publicly available information. The information in Exhibit 99.1 was not prepared specifically for Liberty Live and for purposes of the Registrant's registration statement on Form S-8, Exhibit 99.1 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. The Registrant believes the information in Exhibit 99.1 to be reliable, but the Registrant has not independently verified the accuracy of this information.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the “Securities Act”), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado, on December 17, 2025.

LIBERTY LIVE HOLDINGS, INC.

By: /s/ Renee L. Wilm
Name: Renee L. Wilm
Title: Chief Legal Officer and Chief Administrative Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Renee L. Wilm, Brittany A. Uthoff and Craig Troyer and each of them, acting individually and without the other, 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 (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 and about the premises, 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 either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Chad R. Hollingsworth</u> Chad R. Hollingsworth	President and Chief Executive Officer (Principal Executive Officer)	December 17, 2025
<u>/s/ Brian J. Wendling</u> Brian J. Wendling	Chief Accounting Officer and Principal Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 17, 2025
<u>/s/ Robert R. Bennett</u> Robert R. Bennett	Chairman of the Board	December 17, 2025
<u>/s/ Derek Chang</u> Derek Chang	Director	December 17, 2025
<u>/s/ David J.A. Flowers</u> David J.A. Flowers	Director	December 17, 2025
<u>/s/ Bill Kurtz</u> Bill Kurtz	Director	December 17, 2025
<u>/s/ Carl E. Vogel</u> Carl E. Vogel	Director	December 17, 2025



December 17, 2025

Liberty Live Holdings, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112

Re: Registration Statement on Form S-8 for (i) up to 5,000,000 shares of the Series C Liberty Live Group common stock, par value \$0.01 per share, issuable pursuant to the Liberty Live Holdings, Inc. 2025 Omnibus Incentive Plan, (ii) up to 92,569 shares of the Series C Liberty Live Group common stock, par value \$0.01 per share, issuable pursuant to the Liberty Live Holdings, Inc. Transitional Stock Adjustment Plan, and (iii) up to 100,000 shares of the Series A Liberty Live Group common stock, par value \$0.01 per share, issuable pursuant to options under the Liberty Live Holdings, Inc. Transitional Stock Adjustment Plan.

Ladies and Gentlemen,

We have acted as special Nevada counsel to Liberty Live Holdings, Inc., a Nevada corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). Such Registration Statement relates to the offering and sale of (i) up to 5,000,000 shares of the Company's Series C Liberty Live Group common stock, par value \$0.01 per share ("Series C Liberty Live Group common stock"), issuable pursuant to the Company's 2025 Omnibus Incentive Plan (as amended or restated from time to time, the "Omnibus Plan"), (ii) up to 92,569 shares of the Series C Liberty Live Group common stock issuable pursuant to restricted stock unit awards under the Company's Transitional Stock Adjustment Plan (as amended or restated from time to time, the "Transitional Plan" and, together with the Omnibus Plan, the "Plans"), and (iii) up to 100,000 shares of the Company's Series A Liberty Live Group common stock, par value \$0.01 per share ("Series A Liberty Live Group common stock"), issuable pursuant to options under the Transitional Plan. Such shares of the Series C Liberty Live Group common stock and the Series A Liberty Live Group common stock, issuable under the Plans and registered by the Registration Statement, are hereinafter referred to as the "Company Plan Shares."

In connection with the filing of the Registration Statement, we have examined and relied upon originals or copies, certified to our satisfaction, of: (i) the Plans; (ii) the Company's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, each as amended to the date hereof; (iii) records of proceedings of the board of directors and stockholder of the Company related to the Plans; (iv) the Registration Statement and exhibits thereto; and (v) such other documents and instruments as we have deemed necessary for the expression of the opinions contained herein. In making the foregoing examinations, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photocopies. As to various questions of fact material to this opinion, we have relied, to the extent we deemed reasonably appropriate, upon representations of officers or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independently checking or verifying the accuracy of such documents, records and instruments.

Greenberg Traurig, LLP | Attorneys at Law

10845 Griffith Peak Drive | Suite 600 | Las Vegas, Nevada 89135 | T +1 702.792.3773 | F +1 702.792.9002

www.gtlaw.com

We assume that appropriate actions will be taken, prior to the offer and sale of the Company Plan Shares in accordance with the Plans, to register and qualify the Company Plan Shares for sale under all applicable state securities or “Blue Sky” laws.

Based upon the foregoing examination and assuming that the consideration, if any, required to be paid in connection with the issuance and sale of shares of Company Plan Shares under the applicable Plan is actually received by the Company as provided in such Plan, we are of the opinion that the Company Plan Shares, when and if issued under the applicable Plan, will be validly issued, fully paid and nonassessable.

This opinion is rendered solely in connection with the transactions covered hereby, is limited to the matters expressly stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

The opinion expressed herein are specifically limited to Chapters 75, 78 and 92A of the Nevada Revised Statutes, including the statutory provisions thereof as well as reported judicial decisions interpreting these laws, and are expressed only with respect to such laws as currently in effect. We assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Sincerely,

/s/ Greenberg Traurig, LLP

GREENBERG TRAURIG, LLP

Greenberg Traurig, LLP | Attorneys at Law

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated July 25, 2025, with respect to the combined financial statements of Liberty Live Holdings, Inc., incorporated herein by reference.

/s/ KPMG LLP

Denver, Colorado
December 17, 2025

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Liberty Live Holdings, Inc. 2025 Omnibus Incentive Plan and the Liberty Live Holdings, Inc. Transitional Stock Adjustment Plan of our report dated February 20, 2025, with respect to the consolidated financial statements of Live Nation Entertainment, Inc., incorporated by reference in the Proxy Statement of Liberty Media Corporation and Amendment No. 2 to the Registration Statement (Form S-4 No. 333-288960) and related Prospectus of Liberty Live Holdings, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Los Angeles, California
December 17, 2025

Calculation of Filing Fee Tables

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Liberty Live Holdings, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Series C Liberty Live Group Common Stock, par value of \$0.01 per share, issuable pursuant to the Liberty Live Holdings, Inc. 2025 Omnibus Incentive Plan	Other	5,000,000	\$ 82.93	\$ 414,650,000.00	0.0001381	\$ 57,263.17
2	Equity	Series C Liberty Live Group Common Stock, par value of \$0.01 per share, issuable pursuant to restricted stock unit awards under the Liberty Live Holdings, Inc. Transitional Stock Adjustment Plan	Other	92,569	\$ 82.93	\$ 7,676,747.17	0.0001381	\$ 1,060.16
3	Equity	Series A Liberty Live Group Common Stock, par value of \$0.01 per share, issuable pursuant to options under the Liberty Live Holdings, Inc. Transitional Stock Adjustment Plan	Other	100,000	\$ 78.57	\$ 7,857,000.00	0.0001381	\$ 1,085.05

