

TIME WARNER INC.
Form 8-K
June 02, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 28, 2015

TIME WARNER INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-15062
(Commission File Number)

13-4099534
(IRS Employer
Identification No.)

One Time Warner Center, New York, New York 10019

(Address of Principal Executive Offices) (Zip Code)

212-484-8000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Time Warner Inc. (the Company) is filing this Current Report on Form 8-K to file the opinions of Cravath, Swaine & Moore LLP and Louise S. Sams, Esq., Executive Vice President, General Counsel and Secretary of Turner Broadcasting System, Inc., in connection with the Company's (i) Registration Statement on Form S-3 (File No. 333-186798) filed with the Securities and Exchange Commission (the SEC) on February 22, 2013 and (ii) prospectus supplement dated May 28, 2015 filed with the SEC on May 29, 2015. The prospectus supplement relates to a registered public offering of \$1,500,000,000 aggregate principal amount of the Company's 3.60% Notes due 2025 and \$600,000,000 aggregate principal amount of the Company's 4.85% Debentures due 2045 and forms a part of the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

| Exhibit | Description |
|----------------|--|
| 5.1 | Opinion of Cravath, Swaine & Moore LLP |
| 5.2 | Opinion of Louise S. Sams, Esq., Executive Vice President, General Counsel and Secretary of Turner Broadcasting System, Inc. |
| 23.1 | Consent of Cravath, Swaine & Moore LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Louise S. Sams, Esq., Executive Vice President, General Counsel and Secretary of Turner Broadcasting System, Inc. (included in Exhibit 5.2) |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TIME WARNER INC.

By: /s/ Howard M. Averill

Name: Howard M. Averill

Title: Executive Vice President and Chief
Financial Officer

Date: June 2, 2015

EXHIBIT INDEX

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