

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

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### ISSUER

#### **TICKETMASTER ENTERTAINMENT, INC.**

CIK: **1006637** | IRS No.: **954546874** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7990** Miscellaneous amusement & recreation

#### Mailing Address

*8800 WEST SUNSET BLVD.  
WEST HOLLYWOOD CA 90069*

#### Business Address

*8800 WEST SUNSET BLVD.  
WEST HOLLYWOOD CA 90069  
310-360-3300*

### REPORTING OWNER

#### **GENACHOWSKI JULIUS**

CIK: **1184231**  
Type: **4** | Act: **34** | File No.: **001-34064** | Film No.: **09546549**

#### Mailing Address

*C/O INTERACTIVECORP  
152 WEST 57TH STREET  
NEW YORK NY 10019*

#### Business Address

*212-314-7300*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>GENACHOWSKI JULIUS</b>			2. Issuer Name and Ticker or Trading Symbol <b>TICKETMASTER ENTERTAINMENT, INC. [TKTM]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/22/2009</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
8800 SUNSET BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>WEST HOLLYWOOD, CA 90069</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	\$ 0	01/22/2009		A		3,523		08/20/2009 <sup>(1)</sup>	08/20/2010 <sup>(1)</sup>	Common Stock, par value \$0.01	3,523	\$ 0	8,144 <sup>(2)</sup>	D	

**Explanation of Responses:**

- Represents restricted stock units acquired pursuant to the Company's 2008 Stock and Annual Incentive Plan, which vest in equal annual installments over two years.
- Total includes 4621 restricted stock units granted on August 20, 2008 with identical vesting and other terms.

**Signatures**

Chris Riley as Attorney-in-Fact for Julius Genachowski

01/23/2009

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**