

TIME WARNER INC.  
Form 8-K  
May 09, 2016

**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 5, 2016

**TIME WARNER INC.**

(Exact Name of Registrant as Specified in its Charter)

|  |  |   |
|--|--|---|
| <u>Delaware</u><br>(State or Other Jurisdiction of<br>Incorporation) | <u>1-15062</u><br>(Commission File Number) | <u>13-4099534</u><br>(IRS Employer<br>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. 333-209704) filed with the Securities and Exchange Commission (the SEC) on February 25, 2016 and (ii) prospectus supplement dated May 5, 2016 filed with the SEC on May 6, 2016. The prospectus supplement relates to a registered public offering of \$800,000,000 aggregate principal amount of the Company's 2.95% Notes due 2026 and forms a part of the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 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/ Edward B. Ruggiero  
Name: Edward B. Ruggiero  
Title: Senior Vice President & Treasurer

Date: May 9, 2016

**EXHIBIT INDEX**

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