

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person –		(Check all applicable)
DUNN KEVIN	WORLD WRESTLING	Director 10% Owner
(Last) (First) (Middle)	ENTERTAINMENT, LLC [WWE] 3. Date of Earliest Transaction (MM/DD/YYYY)	
C/O WORLD WRESTLING	9/12/2023	
ENTERTAINMENT, 1241 EAST MAIN STREET		
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
STAMFORD, CT 06902 (City) (State) (Zip)		X _ Form filed by One Reporting Person Form filed by More than One Reporting Person

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

				· ·	· · · · · ·	, , ,				
1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	(Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common Stock	9/12/2023		Α		9,762	Α	(1)	285,741 (4	D	
Class A Common Stock	9/12/2023		D		99,939	D	<u>(2)</u>	185,802	D	
Class A Common Stock	9/12/2023		D		185,802	D	<u>(3)</u>	0	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	Tuble II Derivative Scentifics Deficiently 6 (199, pass, suils, suils, spirist, construction scentifics)														
1. Title of Derivate	2.	3. Trans.	3A. Deemed	4. Trans. C	Code	5. Number of		6. Date Exercisable		7. Title and Amount of		8. Price of	9. Number of	10.	11. Nature
Security	Conversion	Date	Execution	(Instr. 8)		Derivative Securities		and Expiration Date		Securities Underlying		Derivative	derivative	Ownership	of Indirect
(Instr. 3)	or Exercise		Date, if any			Acquired (.	A) or	-		Deriv	ative Security	Security	Securities	Form of	Beneficial
	Price of					Disposed o	f (D)			(Instr.	3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					(Instr. 3, 4	and 5)				-		Owned	Security:	(Instr. 4)
	Security												Following	Direct (D)	
													Reported	or Indirect	
								Date	Expiration	Title	Amount or Number of Shares		Transaction(s)	(I) (Instr.	
				Code	V	(A)	(D)	Exercisable	Date		Shares		(Instr. 4)	4)	

Explanation of Responses:

- (1) In connection with the closing of the transactions under the Transaction Agreement, dated as of April 2, 2023 (the "Transaction Agreement"), among World Wrestling Entertainment, LLC (f/k/a World Wrestling Entertainment, Inc., "WWE"), Endeavor Group Holdings, Inc., Endeavor Operating Company, LLC, TKO Operating Company, LLC (f/k/a Zuffa Parent, LLC), TKO Group Holdings, Inc. (f/k/a New Whale Inc., "TKO") and Whale Merger Sub Inc., WWE performance stock units ("PSUs"), which were granted in February 2023, subject to financial and/or operational performance goals, were equitably adjusted into time-based WWE restricted stock units ("RSUs") at target level, subject to vesting over three years. Each WWE RSU reflects the right to receive one share of WWE Class A common stock following vesting.
- (2) Pursuant to the Transaction Agreement, each share of WWE Class A common stock was converted into the right to receive one share of TKO Class A common stock.
- (3) Pursuant to the Transaction Agreement, each outstanding award of WWE RSUs was converted into an award of TKO's RSUs, on the same terms and conditions as were applicable under the original WWE RSUs immediately prior to the effective time of the conversion (including any provisions for acceleration) on a one-to-one basis.
- (4) Also includes shares acquired under the Company's ESPP and/or dividend accruals, all of which are exempt under Section 16.

Remarks:

* Exec. Producer & Chief, Global TV Production

Reporting Owners

Poperting Owner Name / Address	Relationships							
Reporting Owner Name / Address		10% Owner	Officer	Other				
DUNN KEVIN C/O WORLD WRESTLING ENTERTAINMENT 1241 EAST MAIN STREET STAMFORD, CT 06902	,		Exec Prod & Chief Glo TV Prod*					

Signatures

/s/ Kevin Dunn 9/12/2023 **Signature of Reporting Person

Date

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).

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

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 control number.