

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. OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

# 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 <sup>*</sup> | 2. Issuer Name and Ticker or Trading Symbol       | 5. Relationship of Reporting Person(s) to Issuer                                     |  |  |  |  |  |
|--|---|--|--|--|--|--|--|
|  |   | (Check all applicable)   |  |  |  |  |  |
| Mehta Rajan  | WORLD WRESTLING                                   |  |  |  |  |  |  |
|  | ENTERTAINMENT, LLC [ WWE ]                        | Director 10% Owner   |  |  |  |  |  |
| (Last) (First) (Middle)                              | 3. Date of Earliest Transaction (MM/DD/YYYY)      | X_Officer (give title below) Other (specify below)                                   |  |  |  |  |  |
| (2007) (2007) (2007)                                 |   | EVP, Chief Product & Tech Off.   |  |  |  |  |  |
| 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                                   |   | X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |  |  |  |
| (City) (State) (Zip)                                 |   | Form filed by More than One Reporting Person   |  |  |  |  |  |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | (Instr. 8) |   | or Disposed of (D) |               |            | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | Form:<br>Direct (D)              | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|------------------------------------|----------------|---|------------|---|--------------------|---------------|------------|---|----------------------------------|---|--|
|                                    |                |   | Code       | v | Amount             | (A) or<br>(D) | Price      |   | or Indirect<br>(I) (Instr.<br>4) | (Instr. 4)  |  |
| Class A Common Stock               | 9/12/2023      |   | Α          |   | 6,091              | Α             | (1)        | 63,147  | D                                |   |  |
| Class A Common Stock               | 9/12/2023      |   | D          |   | 28,893             | D             | <u>(2)</u> | 34,254  | D                                |   |  |
| Class A Common Stock               | 9/12/2023      |   | D          |   | 34,254             | D             | <u>(3)</u> | 0   | D                                |   |  |

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

|                      | Table II Derivative Securities Denendanty o wheat (egs, pace, cans, with ans, options, convertise securities) |           |              |             |      |                       |     |                     |            |                        |                            |             |                |             |             |
|----------------------|---|-----------|--------------|-------------|------|-----------------------|-----|---------------------|------------|------------------------|----------------------------|-------------|----------------|-------------|-------------|
| 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       |     | Derivative Security |            | Security               | Securities                 | Form of     | Beneficial     |             |             |
|                      | Price of  |           | -            |             |      | Disposed of (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       | mie                    | 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.

#### **Reporting Owners**

| Penarting Owner Name / Address  | Relationships |           |                                |       |  |  |  |  |
|---|---------------|-----------|--------------------------------|-------|--|--|--|--|
| Reporting Owner Name / Address  |               | 10% Owner | Officer                        | Other |  |  |  |  |
| Mehta Rajan<br>C/O WORLD WRESTLING ENTERTAINMENT<br>1241 EAST MAIN STREET<br>STAMFORD, CT 06902 | ,             |           | EVP, Chief Product & Tech Off. |       |  |  |  |  |

#### Signatures

### /s/ Rajan Mehta 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).

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 control number.