

TIME WARNER INC.  
Form 8-K  
December 11, 2013

**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): November 8, 2013

**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)

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

*Computation of Ratio of Earnings to Fixed Charges*

Time Warner Inc. ( Time Warner or the Company ) is filing this Current Report on Form 8-K to file the computation of its ratio of earnings to fixed charges for the nine months ended September 30, 2013 and each of the five years from 2008 through 2012 as an exhibit that is incorporated by reference into its Registration Statement on Form S-3 (File No. 333-186798) (the Registration Statement ).

*Legal Proceedings*

Time Warner is also filing this Current Report on Form 8-K for the purpose of incorporating by reference the following disclosure into the Registration Statement.

Reference is made to the lawsuit filed by Anderson News L.L.C. and Anderson Services L.L.C. against several magazine publishers, distributors and wholesalers, including Time Inc. and one of its subsidiaries, Time/Warner Retail Sales & Marketing, Inc., described on page 36 of the Company s Annual Report on Form 10-K for the year ended December 31, 2012 (the 2012 Form 10-K ). On November 8, 2013, the U.S. District Court for the Southern District of New York granted defendants request to file a motion for leave to amend their answers to assert an antitrust counterclaim against the plaintiffs.

Reference is made to the lawsuit filed by DC Comics against the heirs of Joseph Shuster et al. described on page 36 of the 2012 Form 10-K and page 46 of the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2013. On November 21, 2013, the U.S. Court of Appeals for the Ninth Circuit affirmed the district court s decision on partial summary judgment in DC Comics favor.

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

| <b>Exhibit</b> | <b>Description</b>                                 |
|----------------|--|
| 12.1           | Computation of ratio of earnings to fixed charges. |

**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/ Pascal Desroches  
Name: Pascal Desroches  
Title: Senior Vice President and  
Controller

Date: December 11, 2013

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                                 |
|----------------|--|
| 12.1           | Computation of ratio of earnings to fixed charges. |