

TKO GROUP HOLDINGS, INC.
Reported by
ENDEAVOR GROUP HOLDINGS, INC.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/04/25 for the Period Ending 01/31/25

Address 200 FIFTH AVE
 NEW YORK, NY, 10010
Telephone 646-558-8333
 CIK 0001973266
Symbol TKO
Fiscal Year 12/31

FORM 4

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.

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**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

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

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	3. Trans. 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				
Class A Common Stock	2/3/2025		P			62,597 (1)	A	\$157.78 (10)		1,759,968	I	Endeavor Operating Company, LLC (3)
Class A Common Stock	2/3/2025		P			20,561 (1)	A	\$158.47 (11)		1,780,529	I	By Endeavor Operating Company, LLC (3)
Class A Common Stock	2/4/2025		P			59,784 (1)	A	\$156.84 (12)		1,840,313	I	By Endeavor Operating Company, LLC (3)
Class A Common Stock	2/4/2025		P			10,020 (1)	A	\$157.87 (13)		1,850,333	I	By Endeavor Operating Company, LLC (3)
Class A Common Stock	2/4/2025		P			6,783 (1)	A	\$158.54 (14)		1,857,116	I	By Endeavor Operating Company, LLC (3)
Class A Common Stock										1,825,030	I	By WME IMG, LLC (15)
Class A Common Stock										66,179	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	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)

Explanation of Responses:

- (1) The purchases by Endeavor Operating Company, LLC ("EOC") of shares of Class A Common Stock of TKO Group Holdings, Inc. reported herein were effected pursuant to a Rule 10b5-1 trading plan adopted by EOC on December 17, 2024 and expiring on or prior to March 31, 2025.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$155.21 to \$156.20 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (3) This Form 4 relates to the purchase of shares by EOC. None of the transactions herein involve a purchase of Class A Common Stock by the Reporting Person. Endeavor Group Holdings, Inc. ("EGH") is the managing member of Endeavor Manager, LLC, which in turn is the managing member of EOC. Mr. Emanuel is a member of the governing body of EGH and as a result may be deemed to share beneficial ownership of the securities beneficially owned by EGH. Mr. Emanuel disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.
- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$156.21 to \$157.20 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$157.21 to \$158.20 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$158.21 to \$159.19 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$153.96 to \$154.91 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$155.10 to \$155.91 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$156.14 to \$157.12 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange

Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(10) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$157.17 to \$158.16 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(11) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$158.17 to \$159.04 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(12) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$156.34 to \$157.33 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(13) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$157.34 to \$158.33 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(14) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$158.34 to \$158.94 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(15) WME IMG, LLC is an indirect wholly owned subsidiary of EGH. Mr. Emanuel is a member of the governing body of EGH and as a result may be deemed to share beneficial ownership of the securities beneficially owned by EGH. Mr. Emanuel disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitesell Patrick 9601 WILSHIRE BOULEVARD, 3RD FLOOR BEVERLY HILLS, CA 90210		X		
Endeavor Group Holdings, Inc. 9601 WILSHIRE BOULEVARD, 3RD FLOOR BEVERLY HILLS, CA 90210		X		

Signatures

/s/ Robert Hilton, Attorney-in-fact

2/4/2025

**Signature of Reporting Person

Date

/s/ Endeavor Group Holdings, Inc., By: /s/ Robert Hilton, Attorney-in-fact for Patrick Whitesell, Executive Chairman

2/4/2025

**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.

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