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

1. Name and Address of Reporting Person *					2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
MCMAHON VINCENT K					TKO Group Holdings, Inc. [TKO])]	Director	,	X 10%	\ Owner	
(Last)	(First) (Mid	(Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)						Officer (give title below) Other (specify below)				
C/O MCMAHON VENTURES, 1055 WASHINGTON BLVD					3/5/2024											
Wisilited	(Stre			4. 1	f Aı	nendm	ent, Date O	rigir	nal Fil	ed (MM/I	DD/YYYY)	6. Individual	or Joint/G	roup Filing	(Check Appl	icable Line)
STAMFORD, CT 06901 (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)						3. Trans. Coo (Instr. 8)	(Instr. 8)		4. Securities Acquired (a or Disposed of (D) (Instr. 3, 4 and 5)		Instr. 3 and 4) Form: Direct (D) or Indirect		Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Cassass & C	1.		2/5/	••••(I)			Code	V	Amo	ount () or Price			44 5 40 000 (1)	(I) (Instr. 4) D (2)	
Class A Common S		le II - Deri	•	urities	Ben	eficiall	ly Owned (3,484,0 puts,			options, conve	rtible secu	11,518,099 (1)	D 121	
	2. Conversion or Exercise Price of Derivative Security	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				8. Price of Derivative Security (Instr. 5)		Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect	
Forward Sale Contract (obligation to sell)	(3)(4)	3/5/2024 (3) (4)	(3)(4)	J			3,484,006	Ω	<u>3)(4)</u>	(3)(4)	Class A Commo Stock		(3)(4)	0	D	

Explanation of Responses:

- (1) In the Form 3, filed with the U.S. Securities and Exchange Commission on September 12, 2023, the Reporting Person included the 3,484,006 shares of the Issuer's Class A common stock subject to the Agreement (as defined below) in both his Table I and Table II totals. This adjustment is to reflect the erroneous inclusions of such shares in Table I.
- (2) Excludes 100 shares of the Issuer's Class A common stock owned individually by the Reporting Person's wife, Linda McMahon. The Reporting Person disclaims beneficial ownership of those shares.
- (3) On March 24, 2020, the Reporting Person entered into a variable prepaid forward sale agreement (the "Agreement") with an unaffiliated bank (the "Bank") relating to 3,484,006 shares of the Issuer's Class A common stock and obligating the Reporting Person to deliver to the Bank up to 3,484,006 shares of the Issuer's Class A common stock (or, at the Reporting Person's election, under certain circumstances, an equivalent amount of cash) to settle the Agreement. On March 1, 2024, the Reporting Person and the Bank amended the Agreement to provide that the Agreement would be fully settled by the Reporting Person's delivery of 3,484,006 shares of the Issuer's Class A common stock to the Bank.
- (4) (Continued from footnote 3) The physical settlement contemplated by the Agreement were divided into 15 components, each of the first 14 of which were with respect to 232,267 shares of the Issuer's Class A common stock and the last of which was with respect to 232,268 shares of the Issuer's Class A common stock, and took place on each weekday between March 5, 2024 and March 25, 2024. Upon such physical settlement, the Reporting Person received, in the aggregate, approximately \$100 million from the Bank.

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MCMAHON VINCENT K							
C/O MCMAHON VENTURES		X					
1055 WASHINGTON BLVD		Λ					
STAMFORD, CT 06901							

Signatures

/s/ Vincent K. McMahon	3/28/2024
**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.