

Exhibit F

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Form SC 13D/A YOU ON DEMAND HOLDINGS, Filed by: MCMAHON SHANE

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December 30, 2014 3:43 PM EST

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)

YOU ON DEMAND HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

98741R108

(CUSIP Number)

John D. Vaughan, Esq.
K&L Gates LLP
New York, NY 10022
(212) 536-4006

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 30, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (h

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|---------|---------|
| 1. JUNO | 6. WWAV |
| 2. GPS | 7. AMZN |
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| 4. CUDA | 9. AAPL |
| 5. VXX | 10. SPY |

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- ▶ U.S. economy posts largest job gains in eight months in June
- ▶ S&P 500 brushes record high after blowout jobs report
- ▶ Snipers kill five Dallas police during protest over black shootings
- ▶ Bank earnings loom large as stocks near record

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Calendars

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only): Shane McMahon
2.	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions): PF
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): N/A
6.	Citizenship or Place of Organization: United States
7.	Sole Voting Power: 5,889,504 (1)(3)
8.	Shared Voting Power: 0 (1)(3)
9.	Sole Dispositive Power: 5,889,504 (1)(3)
10.	Shared Dispositive Power: 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 5,889,504 (2)(3)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13.	Percent of Class Represented by Amount in Row (11): 21.573% (4)
14.	Type of Reporting Person (See Instructions): IN

(1) This amount includes (i) 2,300,000 shares of Common Stock, (ii) 24,600 shares of Common Stock held by the Shane B. McMahon Trust u/a/Vincent K. McMahon Irrev. Trust dtd. 12/23/2008, (iii) 533,333 shares of Common Stock underlying options exercisable within 60 days at \$3.00 per share, (iv) 31,567 shares of Common Stock underlying options exercisable within 60 days at \$4.50 per share, (v) 159,722 shares of Common Stock underlying options exercisable within 60 days at \$2.00 per share; (vi) 933,333 shares of Common Stock (defined as the Series E Exchange Shares in item 5) underlying 933,333 shares of the Company's Series E Preferred Stock, par value \$0.001 per share (the Series E Shares), which are convertible at any time at the option of the holder into shares of Common Stock on a one-to-one basis subject to certain adjustments pursuant to the Certificate of Designation of Series E Convertible Preferred Stock, filed with the Nevada Secretary of State on January 31, 2014 (the Series E COD); (vii) 1,906,849 shares of Common Stock (defined as the Series E Note Shares in item 5), issuable within 60 days, underlying a promissory note (defined as the Convertible Note in Item 3) which is convertible at any time between January 31, 2014 and December 31, 2016 at the option of Mr. McMahon into Series E Shares, which Series E Shares, if issued, will thereafter be convertible into Common Stock on a one-to-one basis subject to certain adjustments pursuant to the Series E COD. The amounts listed above assume conversion into Common Stock by Mr. McMahon of all of his Series E Shares. The holders of Series E Shares, if not converted into Common Stock, are entitled to vote with the holders of Common Stock on all matters and are also entitled to (1.75/3.03) votes per Series E Share, and are entitled to vote as a separate class with respect to such matters as described in the Series E COD. If Mr. McMahon does not opt to convert his Series E Shares or the Series E Shares underlying the Convertible Note into Common Stock, his voting power would be as follows: Sole Voting Power: 4,689,691, Shared Voting Power: 0, Sole Dispositive Power: 4,689,691 and Shared Dispositive Power: 0.

(2) This amount includes (i) 2,300,000 shares of Common Stock, (ii) 24,600 shares of Common Stock held by the Shane B. McMahon Trust u/a/Vincent K. McMahon Irrev. Trust dtd. 12/23/2008, (iii) 533,333 shares of Common Stock underlying options exercisable within 60 days at \$3.00 per share, (iv) 31,567 shares of Common Stock underlying options exercisable within 60 days at \$4.50 per share, (v) 159,722 shares of Common Stock underlying options exercisable within 60 days at \$2.00 per share; (vi) 933,333 shares of Common Stock underlying 933,333 Series E Shares, which are convertible at any time between January 31, 2014 and December 31, 2016 at the option of the holder into shares of Common Stock on a one-to-one basis subject to certain adjustments pursuant to the Series E COD; (vii) 1,906,849 shares of Common Stock, issuable within 60 days, underlying a Convertible Note (as defined in Item 5), which is convertible at any time at the option of Mr. McMahon into Series E Shares, which Series E Shares, if issued, will thereafter be convertible into Common Stock at any time at the option of the holder on a one-to-one basis subject to certain adjustments pursuant to the Series E COD.



WORLD WRESTLING ENTERTAINMENT INC

Reported by
MCMAHON VINCENT K

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/17/16 for the Period Ending 05/16/16

Address	1241 E MAIN ST STAMFORD, CT 06902
Telephone	2033528600
CIK	0001091907
Symbol	WWE
SIC Code	7812 - Motion Picture and Video Tape Production
Industry	Motion Pictures
Sector	Services
Fiscal Year	12/31

FORM 4

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

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

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

**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 MCMAHON VINCENT K (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol WORLD WRESTLING ENTERTAINMENT INC [WWE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
1241 EAST MAIN STREET (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 5/16/2016		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
STAMFORD, CT 06902 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)			

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, par value \$.01 per share	5/16/2016		M		2191894	A		2191894	I	By GRAT
Class A Common Stock, par value \$.01 per share	5/16/2016		S				\$16.50	0	I	By GRAT

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock, par value \$.01 per share	\$0	5/16/2016		M						Class A Common Stock, par value \$.01 per share	2191894	\$0	1547372	I	By GRAT
Class B Common Stock, par value \$.01 per share	\$0									Class A Common Stock, par value \$.01 per share	35533375		35533375	D	

Explanation of Responses:

- (1) The Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 (the "GRAT") converted 2,191,894 shares of Class B Common Stock into 2,191,894 shares of Class A Common Stock on May 16, 2016.
- (2) On December 6, 2013 Vincent K. McMahon ("Mr. McMahon") gifted 8,500,000 shares of Class B Common Stock to the GRAT. Mr. McMahon established the GRAT for the benefit of Mr. McMahon and certain members of Mr. McMahon's family. Mr. McMahon's wife, Linda McMahon, is trustee of the GRAT and has sole voting power and authority, and Linda McMahon and Mr. McMahon (as special trustee of the GRAT) each has unilateral power and authority to sell Class B Common Stock held by the GRAT.
- (3) All 2,191,894 of the shares of Class A Common Stock were sold in a block sale at a price of \$16.50 per share.
- (4) Excludes 100 shares of Class A Common Stock and 566,670 shares of Class B Common Stock owned individually by Mr. McMahon's wife, Linda McMahon, the beneficial ownership of which has been reported separately by Linda McMahon and disclaimed by Mr. McMahon.
- (5) Class B Common Stock is convertible, on a one-for-one basis, at any time into Class A Common Stock at the option of the holder.
- (6) N/A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMAHON VINCENT K 1241 EAST MAIN STREET STAMFORD, CT 06902	X	X	Chief Executive Officer	

Signatures/s/ Vincent K. McMahon5/17/2016

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.

Introductory Note

This amended Schedule 13D/A relates to (i) 1,849,393 shares of the Issuer's Class B Common Stock, \$.01 par value per share ("Class B Common Stock") held by the Stephanie McMahon Levesque Trust u/a Vincent K. McMahon Irrev. Trust dtd. 12/23/2008 and (ii) 63,527 shares of the Issuer's Class A Common Stock, \$.01 par value per share ("Class A Common Stock") held directly by Stephanie Levesque. Class B Common Stock is fully convertible into Class A Common Stock, on a one-for-one basis, at any time at the option of the holder. The number of shares reported herein as beneficially owned by Ms. Levesque excludes securities owned by Ms. Levesque's husband, Paul Levesque, and Ms. Levesque disclaims beneficial ownership of those shares.

This amended Schedule 13D/A is being filed in connection with sales of Class A Common Stock by Ms. Levesque and the 2004 Trust (defined below) pursuant to a Rule 10b5-1 trading plan adopted by Ms. Levesque on May 27, 2015 (the "10b5-1 Plan"), which adoption was publicly disclosed by the Issuer in a Form 8-K filed with the Securities and Exchange Commission on May 29, 2015. These sales have also been previously reported on Forms 4 filed by Ms. Levesque.

Item 1. Security and Issuer.

This amended Schedule 13D/A is filed with respect to the Class A Common Stock but relates to the Class A Common Stock and Class B Common Stock. The Issuer's principal executive offices are located at 1241 E. Main Street, Stamford, Connecticut 06902.

Item 2. Identity and Background.

(a) This statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- (i) Stephanie Levesque ("Ms. Levesque")
- (ii) Stephanie McMahon Levesque Trust U/A Vincent K. McMahon Irrev. Trust dtd. 6/24/04 (the "2004 Trust")
- (iii) Stephanie McMahon Levesque Trust u/a Vincent K. McMahon Irrev. Trust dtd. 12/23/2008 (the "2008 Trust")

(b) The business address of the principal offices of each of the Reporting Persons is:

c/o World Wrestling Entertainment, Inc.

1241 East Main Street
Stamford, Connecticut 06902

(c) The present principal occupations of the Reporting Persons are:

- (i) Ms. Levesque: Director and Chief Brand Officer of the Issuer.
- (ii) 2004 Trust: Not Applicable.
- (iii) 2008 Trust: Not Applicable.

- (d) During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship:

- (i) Ms. Levesque is a citizen of the United States of America.
- (ii) The 2004 Trust is an entity organized under the laws of the State of Connecticut.
- (iii) The 2008 Trust is an entity organized under the laws of the State of Connecticut.

Item 3. Source and Amount of Funds or Other Consideration.

The shares of Class B Common Stock held by the 2008 Trust were received on December 29, 2011 as a gift from the Vincent K. McMahon 2008 Irrevocable Trust. No monetary consideration was paid for the shares held by the 2008 Trust. The shares of Class A Common Stock held directly by Ms. Levesque were acquired pursuant to equity awards granted to Ms. Levesque in her capacity as an employee of the Issuer.

Item 4. Purpose of Transaction.

The disclosure under Item 3 hereof is incorporated by reference.

The Reporting Persons may purchase additional shares of Class A Common Stock or Class B Common Stock or similar securities from time to time, either in brokerage transactions in the over-the-counter market or in privately-negotiated transactions. Any decision by any Reporting Person to increase her or its holdings of Class A Common Stock or Class B Common Stock will depend on various factors, including, but not limited to, the price of the shares of Class A Common Stock, the terms and conditions of the transaction and prevailing market conditions. The Reporting Persons may acquire beneficial ownership of additional shares of Class B Common Stock from time to time in connection with any future gifts by Vincent McMahon.

The Reporting Persons also may, at any time, subject to compliance with applicable securities laws, dispose of some or all of their Class B Common Stock depending on various factors, including, but not limited to, the price of the shares of the Class A Common Stock, the terms and conditions of the transaction and prevailing market conditions, as well as liquidity, family planning and diversification objectives.

The Reporting Persons intend to participate in and influence the affairs of the Issuer through the exercise of their voting rights with respect to their shares of Class A Common Stock and Class B Common Stock. In addition, Ms. Levesque is a Director and the Chief Brand Officer of the Issuer and, as a result, in the ordinary course or otherwise, may take actions to influence the management, business and affairs of the Issuer.

None of Ms. Levesque, the 2004 Trust or the 2008 Trust, as a stockholder of the Issuer, has any plan or proposal other than as described herein that relates to or would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time and from time to time, review or reconsider her or its position and/or change her or its purpose and/or formulate plans or proposals with respect thereto. Notwithstanding the foregoing, Ms. Levesque, in her position as Chief Brand Officer of the Issuer, intends to approve such matters and take such actions as she deems to be in the best interests of the Issuer, which matters and actions could potentially involve items described in Items 4(a) through 4(j) of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a)(i) According to information provided by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2015, as of October 28, 2015 there were 34,215,459 shares of Class A Common Stock issued and outstanding, and 41,688,704 shares of Class B Common Stock issued and outstanding. Ms. Levesque may be deemed the beneficial owner for purposes of Section 13(d) of the Exchange Act of (i) 1,849,393 shares of Class B Common Stock, which may be converted at any time on a one-for-one basis into 1,849,393 shares of Class A Common Stock and (ii) 63,527 shares of Class A Common Stock. The 1,849,393 shares of Class B Common Stock represent approximately 2.4% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015 and 4.4% of the total Class B Common Stock issued and outstanding as of such date. The 63,527 shares of Class A Common Stock represent approximately 0.1% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015 and approximately 0.2% of the total Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015 and approximately 0.2% of the total Class A Common Stock and Class B Common Stock issued and outstanding as of such date. On an as-converted basis, the 1,912,920 shares of Class A Common Stock and Class B Common Stock represent approximately 5.3% of the total Class A Common Stock issued and outstanding as of such date (including the 1,849,393 shares of Class B Common Stock deemed converted). Generally, each share of Class B Common Stock is entitled to ten votes per share. Accordingly, the 1,849,393 shares of Class B Common Stock and 63,527 shares of Class A Common Stock beneficially owned by Ms. Levesque generally represent approximately 4.1% of the Issuer's total voting power.

(ii) The 2004 Trust is no longer the beneficial owner for purposes of Section 13(d) of the Exchange Act of any shares of the Issuer's Class A Common Stock or Class B Common Stock.

(iii) The 2008 Trust may be deemed the beneficial owner for purposes of Section 13(d) of the Exchange Act of 1,849,393 shares of Class B Common Stock, which may be converted at any time on a one-for-one basis into 1,849,393 shares of Class A Common Stock. Such shares represent approximately 2.4% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015, 4.4% of the total Class B Common Stock issued and outstanding as of such date, 5.1% of the total Class A Common Stock issued and outstanding as of such date (on an as-converted basis) and approximately 4.1% of the Issuer's total voting power.

(b) Ms. Levesque may be deemed to have the sole power to direct the voting and disposition of the 63,527 shares of Class A Common Stock owned directly by Ms. Levesque. Ms. Levesque, as beneficiary and Investment Director of the 2008 Trust, may also be deemed to have sole dispositive control over the 1,849,393 shares of Class B Common Stock held by the 2008 Trust.

(c) In the sixty (60) days prior to the filing date of this amended Schedule 13D/A, the 2004 Trust sold an aggregate of 189,733 shares of Class A Common Stock through the 10b5-1 Plan in open market sales. The table below sets forth for each day the number of shares sold on such day, the per share weighted average price for such sales and the range of sales prices. The 10b5-1 Plan has subsequently terminated pursuant to its terms.

<u>Date of Sale</u>	<u>Number of Shares of Class A Common Stock Sold</u>	<u>Per Share Weighted Average Price</u>
November 2, 2015	96,784	17.23 (1)
November 2, 2015	11,116	17.80 (2)
November 3, 2015	32,100	16.92 (3)
December 1, 2015	49,733	17.30 (4)

- (1) This price represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.72 to \$17.71, inclusive. Each of Ms. Levesque and the 2004 Trust undertakes to provide, upon request by the Securities and Exchange Commission staff, full information regarding the number of shares sold at each price within the ranges set forth in footnotes (1) through (4).
- (2) This price represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.73 to \$17.91, inclusive.
- (3) This price represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.54 to \$17.13, inclusive.
- (4) This price represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.90 to \$17.76, inclusive.

(d) Not applicable.

(e) On July 1, 2013, as a result of open market sales pursuant to a prior 10b5-1 Plan, the 2004 Trust ceased to be the beneficial owner of more than five percent of the Class A Common Stock of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as described below, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between Ms. Levesque, the 2004 Trust, the 2008 Trust and any other person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the shares (including as a result of any pledge), finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Ms. Levesque, Shane B. McMahon and Jerry S. McDevitt are members of the Business Advisory Committee of the 2008 Trust. Pursuant to the trust agreement for the 2008 Trust, a majority of the members of the Business Advisory Committee share the power to direct the voting of the shares of Class B Common Stock held by the 2008 Trust.

The disclosure under Item 4 hereof is incorporated by reference.

Item 7. Material to be Filed as Exhibits.

The following is filed herewith as an exhibit to this Schedule 13D:

1. Agreement for Joint Filing of Schedule 13D
2. Power of Attorney

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 7, 2015

/s/ Paul C. Cancilla
Name: Paul C. Cancilla
Title: Attorney-in-Fact, on behalf of Stephanie Levesque

STEPHANIE MCMAHON LEVESQUE TRUST
U/A VINCENT K. MCMAHON IRREV. TRUST
DTD. 6/24/04

/s/ Jerry S. McDevitt
Name: Jerry S. McDevitt
Title: Trustee of the Stephanie
McMahon Levesque Trust U/A Vincent
K. McMahon Irrev. Trust dtd.
6/24/04

STEPHANIE MCMAHON LEVESQUE TRUST
U/A VINCENT K. MCMAHON IRREV. TRUST
DTD. 12/23/2008

/s/ Jerry S. McDevitt
Name: Jerry S. McDevitt
Title: Trustee of the Stephanie
McMahon Levesque Trust u/a Vincent
K. McMahon Irrev. Trust dtd.
12/23/2008

EXHIBIT INDEX

1. Agreement for Joint Filing of Schedule 13D (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons on February 7, 2014).
2. Power of Attorney (incorporated by reference to Exhibit 2 to the Schedule 13D filed by the Reporting Persons on February 7, 2014).

WORLD WRESTLING ENTERTAINMENT INC

Reported by
MCMAHON VINCENT K

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 05/17/16 for the Period Ending 05/16/16

Address	1241 E MAIN ST STAMFORD, CT 06902
Telephone	2033528600
CIK	0001091907
Symbol	WWE
SIC Code	7812 - Motion Picture and Video Tape Production
Industry	Motion Pictures

FORM 4

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

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

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

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		WORLD WRESTLING ENTERTAINMENT INC [WWE]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) Chief Executive Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
1241 EAST MAIN STREET		5/16/2016			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)			
STAMFORD, CT 06902				6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	3A. 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)
				V	Amount (A) or (D) Price			
Class A Common Stock, par value \$0.1 per share	5/16/2016		M	2191894	A	2191894	I	By GRAT
Class A Common Stock, par value \$0.1 per share	5/16/2016		S			0	I	By GRAT

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	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)
					Date Exercisable	Expiration Date					
Class B Common Stock, par value \$0.1 per share	\$0	5/16/2016	M			4/1	Class A Common Stock, par value \$0.1 per share	\$0	1547372	I	By GRAT
Class B Common Stock, par value \$0.1 per share	\$0					4/1	Class A Common Stock, par value \$0.1 per share		35533375	D	

Explanation of Responses:

(The Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 (the "GRAT") converted 2,191,894 shares of Class B Common Stock into 2,191,894 1) shares of Class A Common Stock on May 16, 2016.

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
MCMAHON VINCENT K 1241 EAST MAIN STREET STAMFORD, CT 06902	X	X	Chief Executive Officer

Signatures

/s/ Vincent K. McMahon 5/17/2016

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.

SC 13D/A 1 sc13da.htm

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

WORLD WRESTLING ENTERTAINMENT, INC.
(Name of Issuer)

Class A Common Stock, \$0.01 par value
(Title of Class of Securities)

98156Q108
(CUSIP Number)

Stephanie Levesque
World Wrestling Entertainment, Inc.
1241 E. Main Street
Stamford, Connecticut 06902
(203) 352-8600

(Name, Address and Telephone Number
of Person Authorized to Receive
Notices and Communications)

December 1, 2015
(Date of Event Which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box []:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

98156Q108

CUSIP No.

- 1) NAME OF REPORTING PERSON
Stephanie Levesque
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
- 3) SEC USE ONLY
Not Applicable
- 4) SOURCE OF FUNDS
- 5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

United States

6) CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7) SOLE VOTING POWER 63,527
- 8) SHARED VOTING POWER 0
- 9) SOLE DISPOSITIVE POWER 1,912,920
- 10) SHARED DISPOSITIVE POWER 0
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,912,920
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%*

14) TYPE OF REPORTING PERSON

IN

*Based on an assumed conversion of all of the shares of the Issuer's Class B Common Stock to which this Schedule 13D relates into Class A Common Stock (see "Introductory Note" and Item 5 below for more information).

SCHEDULE 13D

98156Q108

CUSIP No.

- 1) NAME OF REPORTING PERSON
Stephanie McMahon Levesque Trust U/A Vincent K. McMahon Irrev. Trust dtd. 6/24/04
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
- 3) SEC USE ONLY
- 4) SOURCE OF FUNDS
Not Applicable
- 5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUAUNT TO ITEMS 2(d) or 2(e)
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION
State of Connecticut

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7) SOLE VOTING POWER 0
- 8) SHARED VOTING POWER 0
- 9) SOLE DISPOSITIVE POWER 0
- 10) SHARED DISPOSITIVE POWER 0
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%*

14) TYPE OF REPORTING PERSON

OO

*Based on an assumed conversion of all of the shares of the Issuer's Class B Common Stock to which this amended Schedule 13D/A relates into Class A Common Stock (see "Introductory Note" and Item 5 below for more information).

SCHEDULE 13D

98156Q108

CUSIP No.

- 1) NAME OF REPORTING PERSON
Stephanie McMahon Levesque Trust u/a Vincent K. McMahon Irrev. Trust dtd. 12/23/2008
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
- 3) SEC USE ONLY
Not Applicable
- 4) SOURCE OF FUNDS
Not Applicable
- 5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

State of Connecticut

6) CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7) SOLE VOTING POWER 1,849,393
- 8) SHARED VOTING POWER 0
- 9) SOLE DISPOSITIVE POWER 1,849,393
- 10) SHARED DISPOSITIVE POWER 0
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,849,393
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.1%*

OO

14) TYPE OF REPORTING PERSON

*Based on an assumed conversion of all of the shares of the Issuer's Class B Common Stock to which this Schedule 13D relates into Class A Common Stock (see "Introductory Note" and Item 5 below for more information).

Introductory Note

This amended Schedule 13D/A relates to (i) 1,849,393 shares of the Issuer's Class B Common Stock, \$.01 par value per share ("Class B Common Stock") held by the Stephanie McMahon Levesque Trust u/a Vincent K. McMahon Irrev. Trust dtd. 12/23/2008 and (ii) 63,527 shares of the Issuer's Class A Common Stock, \$.01 par value per share ("Class A Common Stock") held directly by Stephanie Levesque. Class B Common Stock is fully convertible into Class A Common Stock, on a one-for-one basis, at any time at the option of the holder. The number of shares reported herein as beneficially owned by Ms. Levesque excludes securities owned by Ms. Levesque's husband, Paul Levesque, and Ms. Levesque disclaims beneficial ownership of those shares.

This amended Schedule 13D/A is being filed in connection with sales of Class A Common Stock by Ms. Levesque and the 2004 Trust (defined below) pursuant to a Rule 10b5-1 trading plan adopted by Ms. Levesque on May 27, 2015 (the "10b5-1 Plan"), which adoption was publicly disclosed by the Issuer in a Form 8-K filed with the Securities and Exchange Commission on May 29, 2015. These sales have also been previously reported on Forms 4 filed by Ms. Levesque.

Item 1. Security and Issuer.

This amended Schedule 13D/A is filed with respect to the Class A Common Stock but relates to the Class A Common Stock and Class B Common Stock. The Issuer's principal executive offices are located at 1241 E. Main Street, Stamford, Connecticut 06902.

Item 2. Identity and Background.

(a) This statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- (i) Stephanie Levesque ("Ms. Levesque")
- (ii) Stephanie McMahon Levesque Trust U/A Vincent K. McMahon Irrev. Trust dtd. 6/24/04 (the "2004 Trust")
- (iii) Stephanie McMahon Levesque Trust u/a Vincent K. McMahon Irrev. Trust dtd. 12/23/2008 (the "2008 Trust")

(b) The business address of the principal offices of each of the Reporting Persons is:

c/o World Wrestling Entertainment, Inc.

1241 East Main Street
Stamford, Connecticut 06902

(c) The present principal occupations of the Reporting Persons are:

(i) Ms. Levesque: Director and Chief Brand Officer of the Issuer.

(ii) 2004 Trust: Not Applicable.

(iii) 2008 Trust: Not Applicable.

(d) During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
(e) During the past five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship:

(i) Ms. Levesque is a citizen of the United States of America.

(ii) The 2004 Trust is an entity organized under the laws of the State of Connecticut.

(iii) The 2008 Trust is an entity organized under the laws of the State of Connecticut.

Item 3. Source and Amount of Funds or Other Consideration.

The shares of Class B Common Stock held by the 2008 Trust were received on December 29, 2011 as a gift from the Vincent K. McMahon 2008 Irrevocable Trust. No monetary consideration was paid for the shares held by the 2008 Trust. The shares of Class A Common Stock held directly by Ms. Levesque were acquired pursuant to equity awards granted to Ms. Levesque in her capacity as an employee of the Issuer.

Item 4. Purpose of Transaction.

The disclosure under Item 3 hereof is incorporated by reference.

The Reporting Persons may purchase additional shares of Class A Common Stock or Class B Common Stock or similar securities from time to time, either in brokerage transactions in the over-the-counter market or in privately-negotiated transactions. Any decision by any Reporting Person to increase her or its holdings of Class A Common Stock or Class B Common Stock will depend on various factors, including, but not limited to, the price of the shares of Class A Common Stock, the terms and conditions of the transaction and prevailing market conditions. The Reporting Persons may acquire beneficial ownership of additional shares of Class B Common Stock from time to time in connection with any future gifts by Vincent McMahon.

The Reporting Persons also may, at any time, subject to compliance with applicable securities laws, dispose of some or all of their Class B Common Stock depending on various factors, including, but not limited to, the price of the shares of the Class A Common Stock, the terms and conditions of the transaction and prevailing market conditions, as well as liquidity, family planning and diversification objectives.

The Reporting Persons intend to participate in and influence the affairs of the Issuer through the exercise of their voting rights with respect to their shares of Class A Common Stock and Class B Common Stock. In addition, Ms. Levesque is a Director and the Chief Brand Officer of the Issuer and, as a result, in the ordinary course or otherwise, may take actions to influence the management, business and affairs of the Issuer.

None of Ms. Levesque, the 2004 Trust or the 2008 Trust, as a stockholder of the Issuer, has any plan or proposal other than as described herein that relates to or would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time and from time to time, review or reconsider her or its position and/or change her or its purpose and/or formulate plans or proposals with respect thereto. Notwithstanding the foregoing, Ms. Levesque, in her position as Chief Brand Officer of the Issuer, intends to approve such matters and take such actions as she deems to be in the best interests of the Issuer, which matters and actions could potentially involve items described in Items 4(a) through 4(j) of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a)(i) According to information provided by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2015, as of October 28, 2015 there were 34,215,459 shares of Class A Common Stock issued and outstanding, and 41,688,704 shares of Class B Common Stock issued and outstanding. Ms. Levesque may be deemed the beneficial owner for purposes of Section 13(d) of the Exchange Act of (i) 1,849,393 shares of Class B Common Stock, which may be converted at any time on a one-for-one basis into 1,849,393 shares of Class A Common Stock and (ii) 63,527 shares of Class A Common Stock. The 1,849,393 shares of Class B Common Stock represent approximately 2.4% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015 and 4.4% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015. The 63,527 shares of Class A Common Stock represent approximately 0.1% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015 and approximately 0.2% of the total Class A Common Stock and Class B Common Stock issued and outstanding as of such date. On an as-converted basis, the 1,912,920 shares of Class A Common Stock and Class B Common Stock represent approximately 5.3% of the total Class A Common Stock issued and outstanding as of such date (including the 1,849,393 shares of Class B Common Stock deemed converted). Generally, each share of Class B Common Stock is entitled to ten votes per share. Accordingly, the 1,849,393 shares of Class B Common Stock and 63,527 shares of Class A Common Stock beneficially owned by Ms. Levesque generally represent approximately 4.1% of the Issuer's total voting power.

(ii) The 2004 Trust is no longer the beneficial owner for purposes of Section 13(d) of the Exchange Act of any shares of the Issuer's Class A Common Stock or Class B Common Stock.

(iii) The 2008 Trust may be deemed the beneficial owner for purposes of Section 13(d) of the Exchange Act of 1,849,393 shares of Class B Common Stock, which may be converted at any time on a one-for-one basis into 1,849,393 shares of Class A Common Stock. Such shares represent approximately 2.4% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015, 4.4% of the total Class B Common Stock issued and outstanding as of such date, 5.1% of the total Class A Common Stock issued and outstanding as of such date (on an as-converted basis) and approximately 4.1% of the Issuer's total voting power.

(b) Ms. Levesque may be deemed to have the sole power to direct the voting and disposition of the 63,527 shares of Class A Common Stock owned directly by Ms. Levesque. Ms. Levesque, as beneficiary and Investment Director of the 2008 Trust, may also be deemed to have sole dispositive control over the 1,849,393 shares of Class B Common Stock held by the 2008 Trust.

(c) In the sixty (60) days prior to the filing date of this amended Schedule 13D/A, the 2004 Trust sold an aggregate of 189,733 shares of Class A Common Stock through the 10b5-1 Plan in open market sales. The table below sets forth for each day the number of shares sold on such day, the per share weighted average price for such sales and the range of sales prices. The 10b5-1 Plan has subsequently terminated pursuant to its terms.

<u>Date of Sale</u>	<u>Number of Shares of Class A Common Stock Sold</u>	<u>Per Share Weighted Average Price</u>
November 2, 2015	96,784	17.23 (1)
November 2, 2015	11,116	17.80 (2)
November 3, 2015	32,100	16.92 (3)
December 1, 2015	49,733	17.30 (4)

- (1) This price represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.72 to \$17.71, inclusive. Each of Ms. Levesque and the 2004 Trust undertakes to provide, upon request by the Securities and Exchange Commission staff, full information regarding the number of shares sold at each price within the ranges set forth in footnotes (1) through (4).
- (2) This price represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.73 to \$17.91, inclusive.
- (3) This price represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.54 to \$17.13, inclusive.
- (4) This price represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.90 to \$17.76, inclusive.

(d) Not applicable.

(e) On July 1, 2013, as a result of open market sales pursuant to a prior 10b5-1 Plan, the 2004 Trust ceased to be the beneficial owner of more than five percent of the Class A Common Stock of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as described below, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between Ms. Levesque, the 2004 Trust, the 2008 Trust and any other person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the shares (including as a result of any pledge), finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits or loss, or the giving or withholding of proxies.

Ms. Levesque, Shane B. McMahon and Jerry S. McDevitt are members of the Business Advisory Committee of the 2008 Trust. Pursuant to the trust agreement for the 2008 Trust, a majority of the members of the Business Advisory Committee share the power to direct the voting of the shares of Class B Common Stock held by the 2008 Trust.

The disclosure under Item 4 hereof is incorporated by reference.

Item 7. Material to be Filed as Exhibits.

The following is filed herewith as an exhibit to this Schedule 13D:

1. Agreement for Joint Filing of Schedule 13D
2. Power of Attorney

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 7, 2015

/s/ Paul C. Cancilla
Name: Paul C. Cancilla
Title: Attorney-in-Fact, on behalf of Stephanie Levesque

STEPHANIE MCMAHON LEVESQUE TRUST
U/A VINCENT K. MCMAHON IRREV. TRUST
DTD. 6/24/04

/s/ Jerry S. McDevitt
Name: Jerry S. McDevitt
Title: Trustee of the Stephanie
McMahon Levesque Trust U/A Vincent
K. McMahon Irrev. Trust dtd.
6/24/04

STEPHANIE MCMAHON LEVESQUE TRUST
U/A VINCENT K. MCMAHON IRREV. TRUST
DTD. 12/23/2008

/s/ Jerry S. McDevitt
Name: Jerry S. McDevitt
Title: Trustee of the Stephanie
McMahon Levesque Trust u/a Vincent
K. McMahon Irrev. Trust dtd.
12/23/2008

EXHIBIT INDEX

1. Agreement for Joint Filing of Schedule 13D (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons on February 7, 2014).
2. Power of Attorney (incorporated by reference to Exhibit 2 to the Schedule 13D filed by the Reporting Persons on February 7, 2014).

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Get Quote

**Form SC 13D/A WORLD WRESTLING ENTERTAINMENT, INC. Filed by:
McMahon Linda E.**

December 11, 2015 4:29 PM

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

WORLD WRESTLING ENTERTAINMENT, INC.

(Name of Issuer)

Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

98156Q108

(CUSIP Number)

Linda E. McMahon
c/o McMahon Ventures, LLC
1055 Washington Boulevard, 5th Floor
Stamford, Connecticut 06901
(203) 324-2010

(Name, Address and Telephone Number
of Person Authorized to Receive
Notices and Communications)

December 7, 2015

(Date of Event Which Requires
Filing of This Statement)

StreetInsider

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

StreetInsider

CUSIP No.	98156Q108
1) NAME OF REPORTING PERSON	
Linda E. McMahon	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3) SEC USE ONLY	
4) SOURCE OF FUNDS	<u>Not Applicable</u>
5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6) CITIZENSHIP OR PLACE OF ORGANIZATION	<u>United States</u>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7) SOLE VOTING POWER	<u>4,306,036</u>
8) SHARED VOTING POWER	<u>0</u>
9) SOLE DISPOSITIVE POWER	<u>566,770</u>
10) SHARED DISPOSITIVE POWER	<u>3,739,266</u>
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	<u>4,306,036</u>
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	<u>11.2%*</u>
14) TYPE OF REPORTING PERSON IN	<u>--</u>

*Based on an assumed conversion of all of the shares of the Issuer's Class B Common Stock to which this Schedule 13D relates into Class A Common Stock (see "Introductory Note" and Item 5 below for more information).

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CUSIP No. 98156Q108

1) NAME OF REPORTING PERSON

Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS

Not
Applicable

5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

[]

6) CITIZENSHIP OR PLACE OF ORGANIZATION

State of
Connecticut

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH:

7) SOLE VOTING POWER

3,739,266

8) SHARED VOTING POWER

0

9) SOLE DISPOSITIVE POWER

3,739,266

10) SHARED DISPOSITIVE POWER

0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

3,739,266

12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13) PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

9.9%*

14) TYPE OF REPORTING PERSON OO

*Based on an assumed conversion of all of the shares of the Issuer's Class B Common Stock to which this Schedule 13D relates into Class A Common Stock (see "Introductory Note" and Item 5 below for more information).

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This Amendment No. 2 (this "Amendment No. 2"), which amends and restates in its entirety the Schedule 13D filed on December 10, 2013, as amended and restated by the amended Schedule 13D/A filed on December 8, 2014, relates to shares of Class B Common Stock, \$.01 par value per share ("Class B Common Stock"), of World Wrestling Entertainment, Inc. (the "Company" or "Issuer"), and is being jointly filed by Linda E. McMahon ("Ms. McMahon") and the Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 (the "GRAT" and, together with Ms. McMahon, the "Reporting Persons"), in order to report a decrease in the beneficial ownership by each of the Reporting Persons of greater than 1% of the Class B Common Stock of the Issuer. On December 7, 2015, the GRAT, in accordance with its terms, made an annual annuity distribution of 2,209,773 shares of Class B Common Stock of the Issuer to Vincent K. McMahon ("Mr. McMahon").

On December 6, 2013, Mr. McMahon made a gift of 8,500,000 shares of Class B Common Stock to the GRAT for estate planning purposes. Ms. McMahon is the trustee of the GRAT and has the sole power to vote the shares of Class B Common Stock held by the GRAT. Each of Mr. McMahon (as special trustee of the GRAT) and Ms. McMahon has the unilateral power to sell the shares of Class B Common Stock held by the GRAT. Mr. McMahon beneficially owns for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") 39,272,641 shares of Class B Common Stock, which may be converted at any time on a one-for-one basis into 39,272,641 shares of the Company's Class A Common Stock, par value \$.01 per share ("Class A Common Stock"). Generally, each share of Class B Common Stock is entitled to ten votes per share. Mr. McMahon separately reports the beneficial ownership of all 39,272,641 shares of Class B Common Stock, including the 3,739,266 shares held by the GRAT.

This Amendment No. 2 relates to (i) 3,739,266 shares of Class B Common Stock owned of record by the GRAT, (ii) 566,670 shares of Class B Common Stock held directly by Ms. McMahon and (iii) 100 shares of Class A Common Stock held directly by Ms. McMahon. The shares of Class B Common Stock owned by the GRAT constitute approximately 8.3% of the Company's total voting power (which voting power is controlled by Ms. McMahon as trustee). Including the shares of Class B Common Stock owned by the GRAT, Ms. McMahon holds sole voting power with respect to shares of Class B Common Stock and Class A Common Stock constituting an aggregate of approximately 9.5% of the Company's total voting power.

Assuming the conversion of the shares of Class B Common Stock held by the GRAT, the GRAT would own of record approximately 9.9% of the issued and outstanding shares of the Company's Class A Common Stock, based on the number of shares of Class A Common Stock outstanding as of October 28, 2015. Assuming the conversion of all of the outstanding shares of Class B Common

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Assuming the conversion of the shares of Class B Common Stock beneficially owned by Ms. McMahon, Ms. McMahon would beneficially own approximately 11.2% of the issued and outstanding shares of the Company's Class A Common Stock, based on the number of shares of Class A Common Stock outstanding as of October 28, 2015. Assuming the conversion of all of the outstanding shares of Class B Common Stock, Ms. McMahon would beneficially own approximately 5.7% of the issued and outstanding shares of the Company's Class A Common Stock, based on the number of shares of Class A and Class B Common Stock outstanding as of October 28, 2015.

Item 1. Security and Issuer.

This Amended Schedule 13D is filed with respect to the Class A Common Stock but relates to the Class A Common Stock and Class B Common Stock. The Issuer's principal executive offices are located at 1241 E. Main Street, Stamford, Connecticut 06902.

Item 2. Identity and Background.

(a) This statement is being filed on behalf of each of the following Reporting Persons:

(i) Ms. McMahon

(ii) The GRAT

(b) The business address of the principal offices of each of the Reporting Persons is:

c/o McMahon Ventures, LLC
1055 Washington Boulevard, 5th Floor
Stamford, Connecticut 06901

(c) The present principal occupations of the Reporting Persons are:

(i) Ms. McMahon: Self-employed executive.

(ii) The GRAT: Not Applicable.

(d) During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or

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finding any violation with respect to such laws.

(f) Citizenship:

- (i) Ms. McMahon is a citizen of the United States of America.
- (ii) The GRAT is an entity organized under the laws of the State of Connecticut.

Item 3. Source and Amount of Funds or Other Consideration.

Each of the GRAT and Ms. McMahon acquired the shares of Class B Common Stock as the result of a gift of such shares by Mr. McMahon. No monetary consideration was paid for such shares.

Item 4. Purpose of Transaction.

On December 7, 2015, the GRAT, in accordance with its terms, made an annual annuity distribution of 2,209,773 shares of Class B Common Stock of the Issuer to Mr. McMahon. This distribution reduced the ownership of Class B Common Stock by each of the Reporting Persons by greater than 1% of the outstanding Class B Common Stock of the Issuer. Each of Reporting Persons continues to hold the remaining shares of the Issuer for investment purposes only. Ms. McMahon may purchase additional shares of Class A or Class B Common Stock or similar securities from time to time, either in brokerage transactions in the over-the-counter market or in privately-negotiated transactions. Any decision to increase her holdings of Class A or Class B Common Stock will depend on various factors, including, but not limited to, the price of the shares of Class A Common Stock, the terms and conditions of the transaction and prevailing market conditions. The GRAT may acquire beneficial ownership of additional shares of Class B Common Stock from time to time in connection with any future gifts by Mr. McMahon.

Each of the Reporting Persons also may, at any time, subject to compliance with applicable securities laws, dispose of some or all of their Class B Common Stock depending on various factors, including, but not limited to, the price of the shares of the Class A and/or Class B Common Stock, the terms and conditions of the transaction and prevailing market conditions, as well as liquidity, family planning and diversification objectives.

The Reporting Persons intend to participate in and influence the affairs of the Issuer through the exercise of their voting rights with respect to their shares of Class A and Class B Common Stock.

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through (j) of Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time and from time to time, review or reconsider her or its position and/or change her or its purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer.

(a)(i) According to information provided by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2015, as of October 28, 2015 there were 34,215,459 shares of Class A Common Stock issued and outstanding, and 41,688,704 shares of Class B Common Stock issued and outstanding. Ms. McMahon may be deemed the beneficial owner for purposes of Section 13(d) of the Exchange Act of (i) 4,305,936 shares of Class B Common Stock, which may be converted at any time on a one-for-one basis into 4,305,936 shares of Class A Common Stock and (ii) 100 shares of Class A Common Stock. The 4,305,936 shares of Class B Common Stock represent approximately 5.7% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015 and 10.3% of the total Class B Common Stock issued and outstanding as of such date. The 100 shares of Class A Common Stock represent approximately 0.0% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015 and 0.0% of the total Class A Common Stock issued and outstanding as of such date. On an as-converted basis with respect to the Class B Common Stock beneficially owned by Ms. McMahon, the 4,306,036 shares of Class A Common Stock and Class B Common Stock which may be deemed to be beneficially owned by Ms. McMahon represent approximately 11.2% of the total Class A Common Stock issued and outstanding as of such date. Generally, each share of Class B Common Stock is entitled to ten votes per share. Accordingly, the 4,305,936 shares of Class B Common Stock and 100 shares of Class A Common Stock beneficially owned by Ms. McMahon generally represent approximately 9.5% of the Issuer's total voting power.

(ii) The GRAT may be deemed the beneficial owner for purposes of Section 13(d) of the Exchange Act of 3,739,266 shares of Class B Common Stock, which may be converted at any time on a one-for-one basis into 3,739,266 shares of Class A Common Stock. Such shares represent approximately 4.9% of the total number of shares of Class A Common Stock and Class B Common Stock issued and outstanding as of October 28, 2015, 9.0% of the total Class B Common Stock issued and outstanding as of such date, 9.9% of the total Class A Common Stock issued and outstanding as of such date (on an as-converted basis for the Class B Common Stock held by

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(b)(i) Ms. McMahon, as trustee of the GRAT, may be deemed to have the sole power to direct the voting of and shared unilateral power to direct the sale of the 3,739,266 shares of Class B Common Stock owned by the GRAT. Ms. McMahon may also be deemed to have the sole power to direct the voting and the disposition of the 566,670 shares of Class B Common Stock and 100 shares of Class A Common Stock owned directly by Ms. McMahon.

(ii) The GRAT may be deemed to have the sole power to direct the voting and the disposition of the 3,739,266 shares of Class B Common Stock held by the GRAT.

Mr. McMahon (as special trustee of the GRAT) may be deemed to have shared unilateral power to direct the sale of the 3,739,266 shares of Class B Common Stock owned by the GRAT. Mr. McMahon's business address is c/o World Wrestling Entertainment, Inc., 1241 East Main Street, Stamford, Connecticut 06902. Mr. McMahon's principal occupation is Chairman and Chief Executive Officer of the Issuer. During the past five years, Mr. McMahon (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and (ii) has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or as a result of such a proceeding, was or is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. McMahon is a citizen of the United States of America.

(c) On December 7, 2015, the GRAT, in accordance with its terms, made an annual annuity distribution of 2,209,773 shares of Class B Common Stock of the Issuer to Mr. McMahon, without consideration. Except for that distribution, there have been no transactions with respect to the shares of the Issuer's Class A or Class B Common Stock during the sixty (60) days prior to the date of this Amendment No. 2 by Ms. McMahon or the GRAT.

(d) Not applicable

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information disclosed under the Introductory Note to this Amendment No. 2 is incorporated by reference.

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among Ms. McMahon, the GRAT and any other person with

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or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

The following is filed herewith as an exhibit to this amended Schedule 13D/A:

1. Agreement for Joint Filing of Schedule 13D (incorporated by reference to Exhibit 1 to the Reporting Persons' Schedule 13D jointly filed with the Securities and Exchange Commission on December 10, 2013)
2. Power of Attorney (incorporated by reference to Exhibit 2 to the Reporting Persons' Schedule 13D jointly filed with the Securities and Exchange Commission on December 10, 2013)

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 11, 2015

/s/ Paul C. Cancilla

Name: Paul C. Cancilla

Title: Attorney-in-Fact, on behalf
of Linda E. McMahon, individually

Vincent K. McMahon 2013 Irrev.
Trust U/A dtd. December 5, 2013

/s/ Paul C. Cancilla

Name: Paul C. Cancilla

Title: Attorney-in-Fact, on behalf
of Linda E. McMahon, as Trustee of
the Vincent K. McMahon 2013 Irrev.
Trust U/A dtd. December 5, 2013