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**Item 3. Incorporation of Documents by Reference.**

The following documents, previously filed with the Commission by the Registrant pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") (other than any report or portion thereof furnished or deemed furnished under any Current Report on Form 8-K) are incorporated herein by reference.

(i) Annual Report on Form 10-K for the year ended December 31, 2013 filed on February 28, 2014 (the "10-K"); Amendment No. 1 to the 10-K, filed on April 30, 2014.

(ii) Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014, filed on May 8, 2014.

(iii) Current Reports on Form 8-K for the periods ended March 14, 2014, April 10, 2014, June 26, 2014 and July 9, 2014.

(iv) The description of the Registrant's Series C common stock, par value \$.01 per share, contained in the Registration Statement on Form 8-A filed under the Exchange Act on June 25, 2014, and any amendment or report filed thereunder.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant’s annual report pursuant to Section 13(a)

or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, pay for the costs incurred by such person in connection with such action, suit, or proceeding, including reasonable attorneys’ fees.

/s/ Larry E. Romrell  
Larry E. Romrell

Director

July 23, 2014

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Name

Title

Date

/s/ Andrea L. Wong  
Andrea L. Wong

Director

July 23, 2014

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**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
4.1	Specimen Certificate for shares of Series C common stock, par value \$.01 per share, of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed on June 25, 2014 (File No. 001-35707)).
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.
23.1	Consent of KPMG LLP.
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
24.1	Power of Attorney (begins on page II-8).
99.1	Form of Liberty Media Corporation 2013 Nonemployee Director Incentive Plan (the "Plan") (referred to as "Plan")

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**BAKER BOTTS**

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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Liberty Media Corporation:

We consent to the incorporation by reference in the registration statement on Form S-8, regarding the Liberty Media Corporation 2013 Nonemployee Director Incentive Plan, as amended, of our reports, dated February 28, 2014, with respect to the consolidated balance sheets of Liberty Media Corporation and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive earnings (loss), cash flows, and equity for each of the years in the three-year period ended December 31, 2013, and the effectiveness of internal control over financial reporting as of December 31, 2013.

*/s/* KPMG LLP

Denver, Colorado  
July 23, 2014

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