

(Exact name of registrant as specified in its charter)

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Series A Common Stock, par value \$0.01 per share	The Nasdaq Stock Market LLC
Series B Common Stock, par value \$0.01 per share	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d). Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to the filing requirements for at least the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.


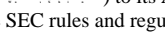
Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting stock held by non affiliates of Liberty Media Corporation computed by reference to the last sales price of such stock, as of the closing of trading on the last trading day prior to June 30, 2013, was approximately \$13.5 billion.

The number of outstanding shares of Liberty Media Corporation's common stock as of January 31, 2014 was:

Liberty Media common stock	104,421,463	9,876,078
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The Registrant is filing this Amendment No. 1 on Form 10-K/A (this ) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (the ) to include all of the Part III information required by applicable SEC rules and regulations. Accordingly, the Registrant hereby amends and replaces in their entirety Items 10, 11, 12, 13 and 14 in the Form 10-K.

As required by Rule 12b-15, the Registrant's principal executive officer and principal financial officer are providing Rule 13a-14(a)/15(d)-14(a) certifications. Accordingly, the Registrant hereby amends Item 15 in the Form 10-K to add such reports as Exhibits.

Except as described above, this Form 10-K/A does not amend, update or change any other items or disclosures in the Form 10-K, including any of the financial

We refer to Liberty Media Corporation as "Liberty Media," "us," "we" and "our" in this report.

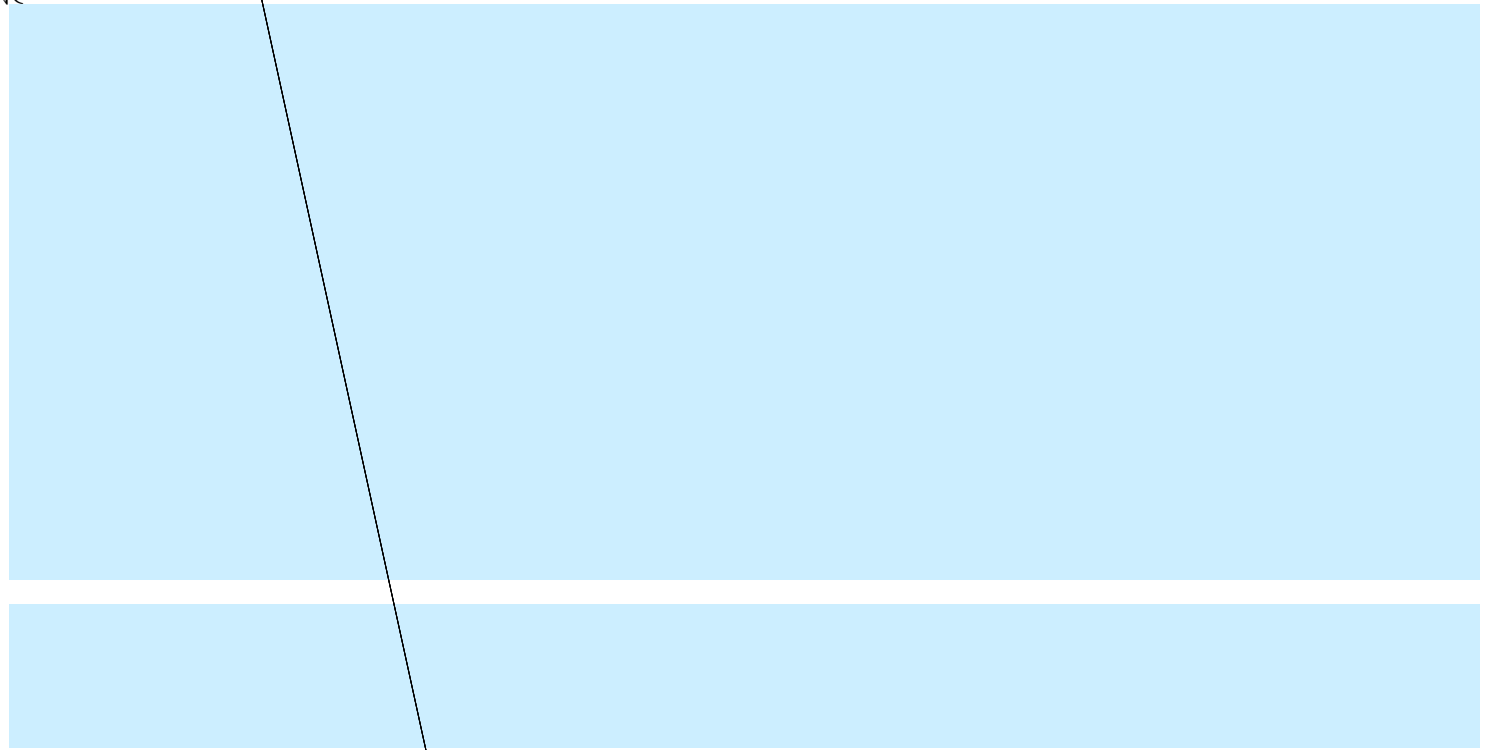
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A director of our company.

Age: . .

Professional Background: Dr. Malone has served as a director of our company (including our predecessor) since September 2011. He has served as President of NextFab Studio, LLC, a high-tech workshop offering technical training, consulting, and product design and prototyping services, since June 2009 and has been an engineering consultant for more than the past five years. Since January 2008, Dr. Malone has served as the owner and manager of a real estate property and management company, 1525 South Street LLC. During 2008, Dr. Malone also served as a post-doctoral resear%

compensation, as disclosed in its proxy statement for the 2012 annual meeting of stockholders. No material changes were implemented to our executive compensation program as a result of this vote. In connection with the spin-off of our company from Starz in January 2013 J

than cash compensation, which is a practice that may not be consistently followed by other companies that operate in the same industry as our company. Mr. Malone's compensation is governed by the terms of his employment agreement with our company. See "—Executive Compensation Arrangements—John C. Malone."

Elements of 2013 Executive Compensation

For 2013 the principal components of compensation for the named executive officers (other than Mr. Malone) were:

- base salary;
- a performance-based bonus, payable in cash;
- equity incentive awards granted in prior years;
- perquisites and other limited personal benefits; and
- deferred compensation arrangements.

Base Salary

In December 2013, our compensation committee and the Liberty Interactive compensation committee collaborated in their review of our respective named executive officers' individual performance criteria and their review of each company's corporate performance metrics and ensured that the Ultimate Maximum Bonus payable to each overlapping named executive officer was not exceeded. Notwithstanding this collaborative effort, our compensation committee retained sole and exclusive discretion with respect to the approval of award terms and amounts payable under our bonus program.

Also, in December 2013, our compensation committee determined that the combined Adjusted OIBDA for TruePosition, ANLBC, certain of our other consolidated subsidiaries, and a proportionate share of the equivalent measure of Adjusted OIBDA of Sirius XM and Live Nation, was approximately \$787 million using the formula described above, exceeding the Threshold by approximately \$417 million, thereby creating a notional bonus pool of approximately \$25 million, which exceeded the amount necessary to cover the aggregate maximum bonus amounts of all the participants and enabling each participant to receive a bonus of up to his maximum bonus amount.

Individual Performance Bonus. Our compensation committee then reviewed the individual performance of each participant to determine the reductions that would apply to each participant's LMC Maximum Individual Bonus. The compensation committee took into account a variety of factors, without assigning a numerical weight to any single performance measure. This determination was based on reports of our board, the observations of committee members throughout the year, executive self-evaluations and, with respect to the participants other than Mr. Maffei, the observations and input of Mr. Maffei. In evaluating the performance of each of the participants for determining the reduction that would apply to the LMC Maximum Individual Bonus, our compensation committee considered the various performance objectives related to our company which had been assigned to each participant for 2013, including:

Gregory B. Maffei	<ul style="list-style-type: none"> · Outperform peer and stock market indices by 5% · Invest excess capital · Oversee Sirius XM investment, including increasing ownership · Complete spin-off from Starz · Oversee Barnes & Noble, Braves and Live Nation investments · Reorganize personnel to balance management of investments
Richard N. Baer	<ul style="list-style-type: none"> · Provide sound and timely advice to senior management and board · Provide effective legal support in mergers and acquisitions and other transactional matters · Provide legal support to subsidiaries · Achieve positive results in litigation · Assess compliance programs · Reduce compliance and discovery costs
Albert E. Rosenthaler	<ul style="list-style-type: none"> · Continue legislative efforts · Provide effective tax support on strategic initiatives and transactional activity

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	<ul style="list-style-type: none"> · Lead fast-track mediation with IRS for unresolved tax issues; obtain full or partial acceptance letters from IRS for 2013 Compliance Assurance Process
Christopher W. Shean	<ul style="list-style-type: none"> · Oversee purchase accounting and financial consolidation process of Sirius XM · Assist in mergers and acquisition activities; assist in capital analysis and strategic analysis at subsidiaries · Lead Treasury, Accounting and HR teams in achieving goals · Implement process improvements and expense reductions · Oversee timely and accurate filings with SEC

Following a review of the participants' performance, our compensation committee determined to pay each participant the following portion of his LMC Maximum Individual Bonus:

Gregory B. Maffei	\$	2,083,725	62.5 %	\$	1,302,329
Richard N. Baer	\$	594,000	81.3 %	\$	482,625
Albert E. Rosenthaler	\$	370,770	87.5 %	\$	324,424
Christopher W. Shean	\$	356,895	50 %	\$	178,448

Corporate Performance Bonus. Our compensation committee then made a subjective determination as to the reductions that would apply to each participant's LMC Maximum Corporate Bonus. In making this determination, our compensation committee reviewed forecasts of 2013 Adjusted OIBDA, revenue and free cash flow (as defined below) for TruePosition, ANLBC, certain of our other consolidated subsidiaries, and a proportionate share of Sirius XM and Live Nation, all of which forecasts were prepared in December 2013 and are set forth in the table below. Also set forth in the table below are the corresponding actual financial measures achieved for 2013, which were all slightly higher than our forecasted results for our company. In determining whether any reductions would be made to the LMC Maximum Corporate Bonus payable to each participant, our compensation committee weighted the corporate performance metrics as follows: 25% attributable to revenue growth, 50% attributable to Adjusted OIBDA

Bert J. Rosenthal
2019-2020 Compensation Committee Report

Revenue(1)	\$	3,953	\$	4,028.7	101.9%
Adjusted OIBDA(1)	\$	787	\$	790.7	100.5%
Free Cash Flow(1),(2)	\$	567	\$	571.7	100.8%

(1) Revenue, Adjusted OIBDA and Free Cash Flow information represents the summation for TruePosition, ANLBC, certain of our other consolidated subsidiaries, and a proportionate share of Sirius XM and Live Nation.

(2) Defined for purposes of the bonus program as Adjusted OIBDA less all other operating and investing items.

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Based on a review of these forecasts, our compensation committee determined that the growth metrics were achieved to the extent described below:

Revenue	25% of a possible 25%
Adjusted OIBDA	50% of a possible 50%
Free Cash Flow	25% of a possible 25%

Our compensation committee then used its subjective discretion to translate the achievement of these growth metrics into a percentage payable to each participant of his LMC Maximum Corporate Bonus, as follows:

Gregory B. Maffecassa C

salaried employees, such as matching contributions to the Liberty Media 401(k) Savings Plan and the payment of life insurance premiums) consist of:

- limited personal use of corporate aircraft;
- occasional, personal use of an apartment in New York City owned by a subsidiary of our company, which is primarily used for business purposes, and occasional, personal use of a company car and driver;
- a deferred compensation plan that provides above-market preferential returns; and
- in the case of Mr. Malone, an annual allowance of \$1 million for personal expenses provided pursuant to the terms of his employment agreement (see “— Executive Compensation Arrangements—John C. Malone”).

Taxable income may be incurred by our executives in connection with their receipt of perquisites and personal benefits. Other than as contemplated by Mr. Malone’s employment agreement, we have not provided gross-up payments to our executives in connection with any such taxable income incurred during the past three years.

Aircraft Usage. On occasion, and with the approval of our Chairman or Chief Executive Officer, executives may have family members and other guests accompany them on our corporate aircraft when traveling on business. Under the terms of the employment arrangements with our Chairman and Chief Executive Officer, those individuals and their guests may use corporate aircraft for non-business purposes subject to specified limitations.

Pursuant to a February 2013 letter agreement between us and Mr. Maffei, Mr. Maffei is entitled to 120 hours per year of personal flight time through the first to occur of (i) the termination of his employment, subject to any continued right to use the corporate aircraft as described below or pursuant to the terms of his employment arrangement in effect at the time of the termination or (ii) the cessation of ownership or lease of corporate aircraft. The February 2013 letter agreement replaced in its entirety, on substantially the same terms, a letter agreement originally entered into by Mr. Maffei and Liberty Interac febjeebjeebete ~ %

In developing the compensation packages for the named executive officers, the deductibility of executive compensation under Section 162(m) of the Code is considered. That provision prohibits the deduction of compensation of more than \$1 million paid to certain executives, subject to certain exceptions. One exception is for performance-based compensation, including stock options granted by our predecessors under their incentive plans (and assumed by us to the extent applicable under the Liberty Media Corporation Transitional Stock Adjustment Plan) or to be granted under the incentive plan. Our compensation committee has not adopted a policy requiring all compensation to be deductible under Section 162(m) of the Code, in order to maintain flexibility in

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making compensation decisions. Portions of the compensation we pay to certain of the named executive officers may not be deductible due to the application of Section 162(m) of the Code.

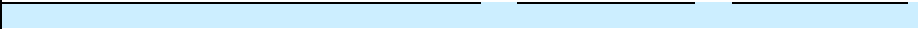
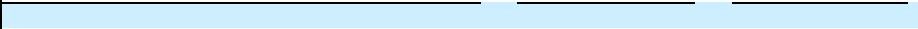
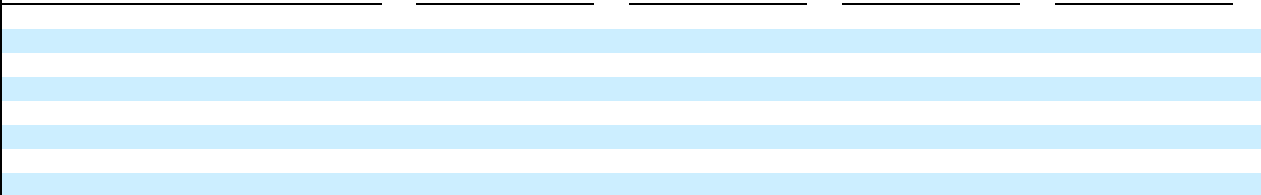
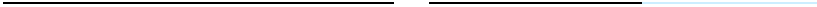
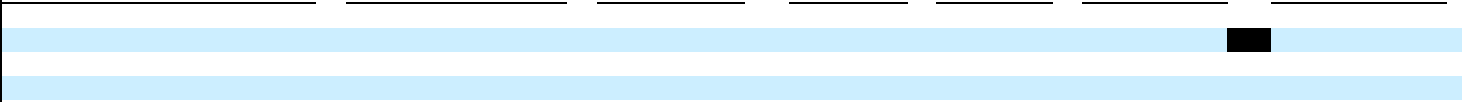
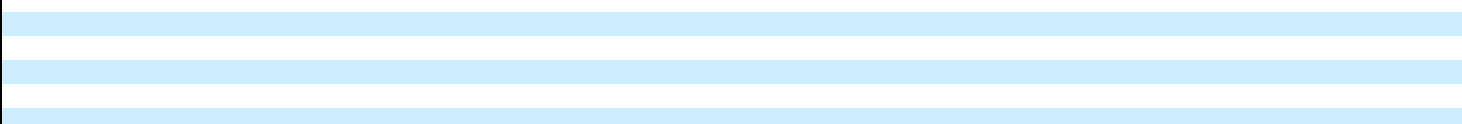
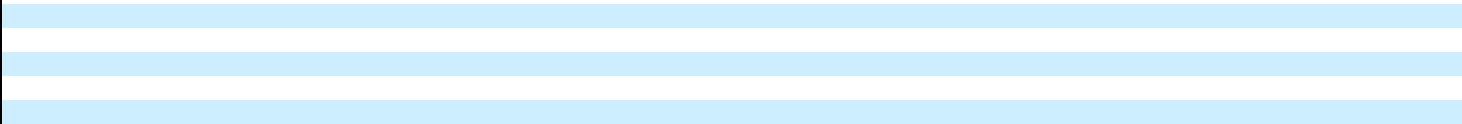
Policy on Restatements

In those instances where we grant cash or equity-based incentive compensation, we include in the related agreement with the executive a right, in favor of our company, to require the executive to repay or return to the company any cash, stock or other incentive compensation (including proceeds from the disposition of shares received upon exercise of options or stock appreciation rights). That right will arise if (1) a material restatement of any of our financial statements is required and (2) in the reasonable judgment of our compensation committee, (A) such restatement is due to material noncompliance with any financial reporting requirement under applicable securities laws and (B) such noncompliance is a result of misconduct on the part of the executive. In determining the amount of such repayment or return, our compensation committee may take into account, among other factors it deems relevant, the extent to which the market value of the applicable series of our common stock was affected by the errors giving rise to the restatement. The cash, stock or other compensation that we may require the executive to repay or return must have been received by the executive during the 12-month period beginning on the date of the first public issuance or the filing with the SEC, whichever occurs earlier, of the financial statement requiring restatement. The compensation required to be repaid or returned will include (1) cash or company stock received by the executive (A) upon the exercise during that 12-month period of any stock appreciation right held by the executive or (B) upon the payment during that 12-month period of any incentive compensation, the value of which is determined by reference to the value of company stock, and (2) any proceeds received by the executive from the disposition during that 12-month period of company stock received by the executive upon the exercise, vesting or payment during that 12-month period of any award of equity-based incentive compensation.

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	2013	2012	2011	2010	2009	2008	2007	2006	2005
Chairman of the Board	884	1,300	455	—	—	—	252,176	539,176(8)	792,236
				—	—	—	257,336	548,730(8)	807,366
				—	—	—	65,489	469,863(8)	535,807
President and Chief Executive Officer	868,219	875,109	275,625	—	—	53,894,196	2,413,619	9,366	277,561(9)
				—	—	—	2,223,467	—	252,323(9)
				—	—	—	2,853,900	—	64,018(9)
				—	—	—	—	—	3,193,543

SEC Form 10-K 2013



406,823	37,789,788
LMCA	2,123,094
LMCA	2,123,094

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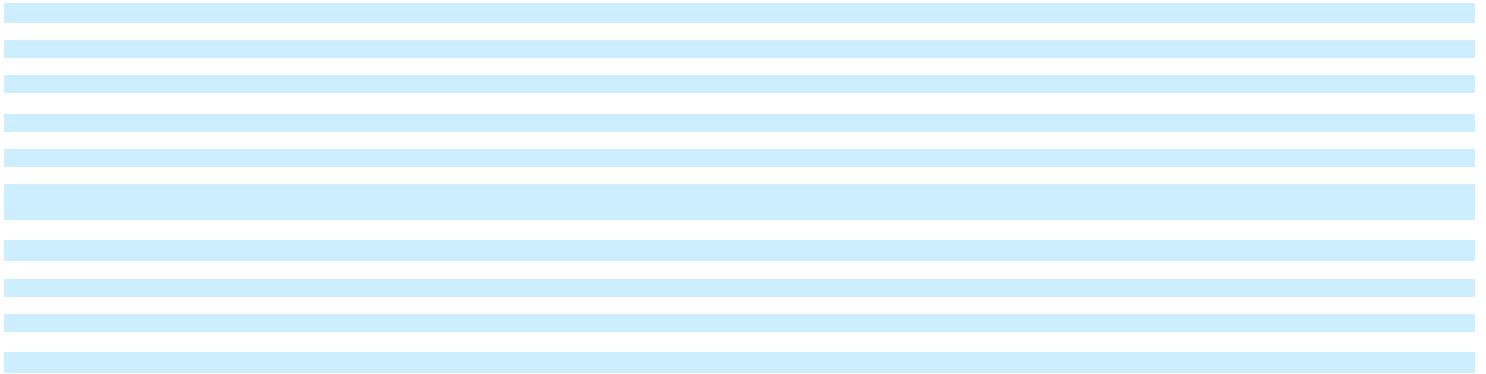
The following table sets forth information regarding the nonqualified deferred compensation plans in which our named executive officers participated during the year ended December 31, 2013. Messrs. Maffei and Shean participated in the 2006 deferred compensation plan. See “—Executive Compensation Arrangements—2006 Deferred Compensation Plan” for more information. Mr. Malone’s deferred compensation arrangements are described under “—Executive Compensation Arrangements—John C. Malone.”

John C. Malone	—	—	2,636,341	(3,082,818)	20,858,515
Gregory B. Maffei	2,075,044	—	42,998	—	2,118,042
Christopher W. Shean (3)	116,189	—	70,010	(69,308)	853,005

(1) Of these amounts, the following were reported in the “Sc,005

[Redacted]

[Redacted]





John C. Malone 12300 Liberty Boulevard Englewood, CO 80112	LMCA LMCB	1,609,145 (1) 9,455,341 (1)	1.0 94.7	47.3
Berkshire Hathaway Inc. 3555 Farnam Street Omaha, NE 68131	LMCA LMCB	5,585,834 (2) —	5.4 —	2.8
Horizon Kinetics LLC 470 Park Avenue South, 4th Floor South New York, NY 10016	LMCA LMCB	6,175,074 (3) —	5.9 —	3.0
S.A.C. Capital Advisors, L.P. 77 Cummings Point Road Stamford, CT 06902	LMCA LMCB	5,911,262 (4) —	5.7 —	2.9
Gates Capital Management, Inc. 1177 Ave. of the Americas, 32nd Floor New York, NY 10036	LMCA LMCB	5,953,817 (5) —	5.7 —	2.9

* Less than one percent

- (1) Information with respect to shares of our common stock beneficially owned by Mr. Malone, our Chairman of the Board, is also set forth in “—Security Ownership of Management.”
- (2) Based on Amendment No. 2 to Schedule 13G, dated February 14, 2014, filed by Berkshire Hathaway Inc. (), Warren E. Buffett (), GEICO Corporation (), National Indemnity Company (), Government Employees Insurance Company (), BNSF Master Retirement Trust (), FlightSafety International Inc. Retirement Income Plan (), Fruit of the Loom Pension Trust (), GEICO Corporation Pension Plan Trust (), Johns Manville Corporation Master Pension Trust () and R. Ted Weschler (), which states that (i) BH and WB have shared voting power and dispositive power over 5,300,000 of such shares, (ii) GEICO, NIC and GEIC have shared voting power and dispositive power over 2,677,660 of such shares, (iii) FIRIP has shared voting power and dispositive power over 270,000 of such shares, (iv) FLPT has shared voting power and dispositive power over 439,000 of such shares, (v) GEICOT has shared voting power and dispositive power over 975,000 of such shares, (vi) JCMPT has shared voting power and dispositive power over 816,000 of such shares and (vii) BNSF has shared voting

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power and dispositive power over 122,340 of such shares. Wechsler has sole voting and dispositive power over 285,834 and shared dispositive power over 8,277 of such shares for which the other entities in the group disclaim beneficial ownership.

- (3) Based on Schedule 13G, dated January 23, 2012, filed by Horizon Kinetics LLC (), which states that Horizon has sole dispositive and sole voting power over such shares.
- (4) Based on Schedule 13G, dated January 28, 2013, filed by S.A.C. Capital Advisors, L.P. (), S.A.C. Capital Advisors, Inc. (), S.A.C. Capital Associates, LLC (), CR Intrinsic Investors, LLC () and Steven A. Cohen, which states that (i) SAC LP and SAC Inc. have shared voting power and dispositive power over 5,911,262 of such shares, (ii) SAC LLC has shared voting power and dispositive power over 5,909,200 of such shares, (iii) CR Intrinsic and Mr. Cohen have shared voting and dispositive power over 400,000 of such shares and (iv) Mr. Cohen has shared voting power and dispositive power over 5,911,262 of such shares. Each of SAC LP, SAC Inc., CR Intrinsic and Mr. Cohen disclaims beneficial ownership of such shares, and SAC LLC disclaims beneficial ownership of shares held by CR Intrinsic.
- (5) Based on Schedule 13G, dated January 14, 2013, filed by Gates Capital Management, Inc., Gates Capital Partners, L.P., ECF Value Fund, L.P., ECF Value Fund II, L.P., ECF Value Fund International, Ltd. and Jeffrey L. Gates, which states that each of such entities or persons has shared voting power and dispositive power over such shares.

The following table sets forth information with respect to the ownership by each of our directors and named executive officers and by all of our directors and executive officers as a group of shares of (1) each series of our common stock (LMCA and LMCB) and (2) the Common Stock, par value \$0.001 per share (), of Sirius XM Holdings Inc., in which we hold a controlling interest. The security ownership information with respect to our common stock is given as of March 31, 2014, and, in the case of percentage ownership information, is based upon (1) 104,449,637 LMCA shares and (2) 9,874,078 LMCB shares, in each case, outstanding on that date. The security ownership information with respect to SIRI is given as of March 31, 2014, and, in the case of percentage ownership information, is based on 6,063,845,329 SIRI shares outstanding on March 28, 2014. The percentage voting power is presented in the table below on an aggregate basis for all series of common stock.

Shares of restricted stock that have been granted pursuant to our incentive plans are included in the outstanding share numbers, for purposes of the table below and throughout this Form 10-K/A. Shares of common stock issuable upon exercise or conversion of options, warrants and convertible securities that were exercisable or convertible on or within 60 days after March 31, 2014, are deemed to be outstanding and to be beneficially owned by the person holding the options, warrants or convertible securities for the purpose of computing the percentage ownership of that person and for the aggregate percentage owned by the directors and named executive officers as a group, but are not treated as outstanding for the purpose of computing the percentage ownership of any other individual person. For purposes of the following presentation, beneficial ownership of shares of LMCB, though convertible on a one-for-one basis into shares of LMCA, are reported as beneficial ownership of LMCB only, and not as beneficial ownership of LMCA. So far as is known to us, the persons indicated below have sole voting and dispositive power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table.

The number of shares indicated as owned by the persons in the table includes interests in shares held by the Liberty Media 401(k) Savings Plan as of March 31, 2014. The shares held by the trustee of the Liberty Media 401(k) Savings Plan for the benefit of these persons are voted as directed by such persons.

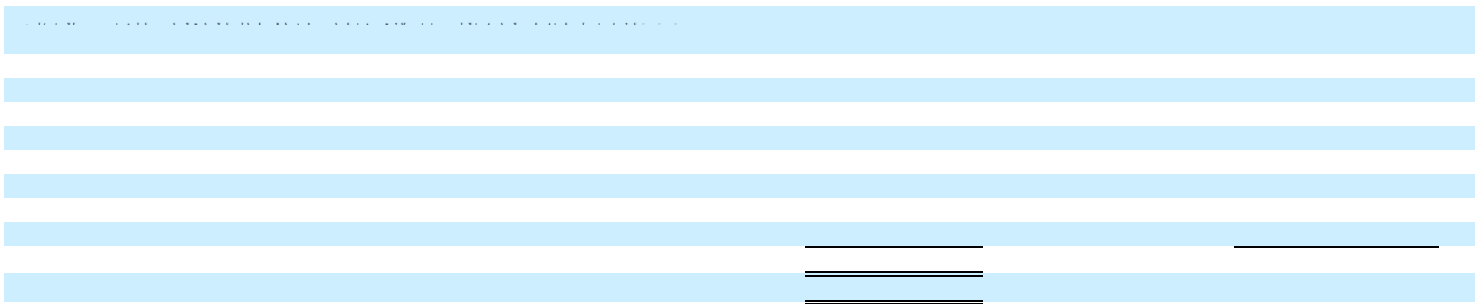
(3) Includes 924,597 shares of LMCA pledged to Fidelity Brokerage Services, LLC () in connection with a margin loan facility extended by Fidelity to Mr. Malone and 94,837 shares of ;

[Redacted]

[Redacted]

[Redacted]

[Redacted]



... which default remains unremedied for 30 days after written notice of such default is provided; (5) by Starz upon written notice to LPH, following certain changes in control of our company or our company being the subject of certain bankruptcy or insolvency-related events or (4) by LPH upon written notice to Starz, following certain changes in control of Starz or Starz being the subject of certain bankruptcy or insolvency-related events. We have received payments from Starz for fees and reimbursable expenses incurred during the year ended December 31, 2013 under the facilities sharing agreement of approximately \$0.3 million.

Aircraft Time Sharing Agreements

In connection with the LMC Spin-Off, we entered into two aircraft time sharing agreements with Starz concerning each of two aircraft that, pursuant to each aircraft time sharing agreement, are owned by our company. Each aircraft time sharing agreement provides that we will lease the aircraft to Starz and provide a fully qualified flight crew for all operations on a periodic, non-exclusive time-sharing basis. Starz will pay us an amount equal to 200% of the actual expenses for fuel for each flight conducted under each aircraft time sharing agreement (which is estimated to be a de minimus amount for the first year under both aircraft time sharing agreements). The aircraft time sharing agreements will continue in effect until the close of business on the first anniversary of the LMC Spin-Off, and then will be automatically renewed on a month-to-month basis unless terminated earlier.

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tax services as specified in the policy, including federal, state, local and international tax planning, compliance and review services, and tax due diligence and advice regarding mergers and acquisitions.

Notwithstanding the foregoing general pre-approval, if an individual project involving the provision of pre-approved services is expected to result in fees in excess of \$100,000, or if individual projects under \$100,000 are expected to total \$500,000 during the period between the regularly scheduled meetings of the audit committee, then such projects will require the specific pre-approval of our audit committee. Our audit committee has delegated the authority for the foregoing approvals to the chairman of the audit committee, subject to his subsequent disclosure to the entire audit committee of the granting of any such approval. Donne F. Fisher currently serves as the chairman of our audit committee. In addition, the independent auditor is required to provide a report at each regularly scheduled audit committee meeting on all pre-approved services incurred during the preceding quarter. Any engagement of our independent auditors for services other than the pre-approved services requires the specific approval of our audit committee.

Our pre-approval policy prohibits the engagement of our independent auditor to provide any services that are subject to the prohibition imposed by Section 201 of the Sarbanes-Oxley Act.

All services provided by our independent auditor during 2013 were approved in accordance with the terms of the policy in place.

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(b) Exhibits—The exhibits listed in the Exhibit Index at the end of this report are filed as Exhibits to this Amendment No. 1 on Form 10-K/A and are meant to supplement the Exhibits listed and/or filed in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013, as amended.

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LIBERTY MEDIA CORPORATION

Dated: April 30, 2014

By /s/ Gregory B. Maffei
Gregory B. Maffei
Chief Executive Officer and President

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31.3 Rule 13a-14(a)/15d-14(a) Certification*

31.4 Rule 13a-14(a)/15d-14(a) Certification*

* Filed herewith.

I, Gregory B. Maffei, certify that:

1. I have reviewed this annual report on Form 10-K/A (this “ ”) of Liberty Media Corporation; and
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.

Date: April 30, 2014

/s/ Gregory B. Maffei

Gregory B. Maffei

Chief Executive Officer and President

I, Christopher W. Shean, certify that:

1. I have reviewed this annual report on Form 10-K/A (this “ ”) of Liberty Media Corporation; and
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.

Date: April 30, 2014

/s/ Christopher W. Shean

Christopher W. Shean

Senior Vice President and Chief Financial Officer
