



Grace Potter's epic musical journey reaches a new milestone with the arrival of her solo debut, [Midnight](#) (to be released August 14 on Hollywood Records), an inspired work that is surprising, revelatory and wildly original.

Midnight was recorded and mixed at Barefoot Studios in Hollywood with producer Eric Valentine, whose own diverse discography—from Queens of the Stone Age to Nickel Creek—evidences a similarly adventurous spirit and openness to possibility. If Valentine's studio work has a distinguishing characteristic, it's his hard-hitting sonic signature, which is on display throughout *Midnight's* dozen tracks. The core studio band consisted of Potter and Valentine on most of the instruments, with Burr on drums and percussion. In addition, members of Potter's longtime band The Nocturnals: guitarists Scott Tournet and Benny Yurco and bassist Michael Libramento contributed to the sessions, as well as former tour-mates and friends including singer-songwriter Rayland Baxter, Audra Mae, Noelle Skaggs of *Fitz & the Tantrums*, Wayne Coyne of *The Flaming Lips*, and Nick Oliveri of *Queens of the Stone Age*.

"This album is about embracing life as it comes at you – with all its unexpected twists and turns," says Potter. "I took a much more open approach to songwriting than I have in the past – probably because it was unavoidable. I've experienced a huge amount of growth and change in the past two years - both personal and professional, and it can be overwhelming for an artist to find ways to express that in a vacuum. So I tried to strip away the confines of other people's expectations. I started tapping into some of the deep-running themes that have shaped me into the human I've become, and as I went deeper and deeper, I found the results to be insanely satisfying.

"This music means so much to me because it was hard-won. It was a terrifying yet fulfilling process of boiling down what I really wanted to say – peeling back all the protective layers of lyrical metaphor and sonic padding that I'm so used to leaning on. Ultimately the process has fueled me to share more, learn more, listen carefully, work harder, love harder... Our time on earth is far too short to be resistant to beautiful opportunities as they come our way, so when my inspiration took me somewhere new, I did what I always do: stripped buck-ass naked and ran straight into the fire."

Citing Miles Davis, Dylan, the Beatles, Bowie, Blondie and Beck as prime examples, Potter says she is drawn to artists who make sonic leaps from record to record—a notion she has explored throughout her career. For an artist who has built a devoted fan base through her electrifying live show, Potter seems hell-bent on breaking out of the box when it comes to studio work. She refuses to be defined by a single genre. Over the last three years, she has seamlessly transitioned from collaborating with the Flaming Lips, for a Tim Burton film, to songwriting and producing for soundtracks and theme songs for film and TV, to multi-platinum, Grammy-nominated country duets with her friend Kenny Chesney, to most recently joining The Rolling Stones on stage for an inspired rendition of "Gimme Shelter."

"The bands and artists that captivate me," Potter explains, "are the ones who are always pushing it, always taking risks. A great musician can shine in any genre. I refuse to make the same kind of record over and over—that's not how art works for me. The worst thing an artist can do," she asserts, "is what is expected of them."

The seeds for what would become **Midnight** were planted by Potter at home, in Vermont, in the fall of 2013. "I had been messing around for a few weeks with making really wacked-out home demos - lots of sounds, beats and melodies that I had never tried before," she recalls. "It was a dark, stormy, moody day and I could hear the thunder in the distance – these big ominous clouds were rolling in fast. There was something about that threat of inclement weather beyond my control that just made me vibrate with anticipation and adrenaline, so I channeled it into this heavy boogie song—it goes

right for the throat and says 'Own your existence on earth, because who knows what's gonna happen next.' That solitary moment guided everything that followed, and "[Alive Tonight](#)" was the beginning of it."

Fittingly, "**Alive Tonight**" is *Midnight's* lead single.

Valentine was intrigued by Grace's sonic experiments in her work-tapes, so much so that they formed the blueprint for a number of the arrangements that made the final cut. "Her demos had an incredible vibe that really captured a groove or mood that would immediately grab your attention," he notes. "So it seemed like that was the way to chase down this record as an honest representation of what Grace wanted to say and how she wanted these tracks to feel—because she had done such a good job of laying it out herself."

"**Hot to the Touch**," the aggressive, hook-heavy rocker that Grace chose to open the album, was the last song written for it. "When you're making an album, you rarely have the opportunity to look at the whole thing and ask yourself what's missing," she points out. "And 'Hot to the Touch' was the song that tied the whole thing together—the culmination of how I felt about making this entire record. It has a sexy, fiery, James Bond kind of vibe to it, and I came up with this snippy, edgy guitar part that fit really nicely. Lyrically, it's about the tempestuous nature of love and attraction. That type of songwriting doesn't happen very often when you're making an album, so it felt like the cherry on top."

"The song "**Delirious**" was the tipping point of the album in many ways. I was in a really prolific stage of the process. The heart of the record had really taken shape in my mind. I was desperate to get everything down on paper before it left my mind and sleep felt like a distraction - but strange things happen when you haven't slept in days. I reached a moment where finally, all my pretensions, judgments and preconceived notions vanished. I'd had so many sleepless nights trying to crack the code that my defenses were down, my nerves numb and I needed a real-deal freak-out dance party - an implosion of all the walls I had built around myself."

Looking at some of *Midnight's* other key songs, the stirring "[Look What We've Become](#)" began with a borrowed premise yet wound up as the album's autobiographical centerpiece. "The label was really pushing me to do co-writes, which I've always tried to avoid, but Eric and I quickly developed a creative trust and symmetry that allowed me to feel more open to the possibilities... a few weeks later he set me up with a guy he'd worked with for years, who does a lot of co-writing, who played me a great demo," she remembers. "When I heard the chorus, I knew I had to sing it—I found myself really attached to the melody and the message. I love the universality of it; everyone has been made to feel that they are unworthy in some way. So I wrote the verses and the bridge about my own experience with the music industry and the band. It turned out to be an excellent example of how co-writing can expand an artist's field of play."

Grace undertook the writing of "**Your Girl**" with the aim of coming up with a new take on a classic love triangle on this 70's tinged soul gem. "In one way or another, we've all gone through the struggle of wanting something we can't have...but this particular cliché has been so overdone. If I wanted it to work, I needed a plot twist that was true to personal experience. Then we basically treated it a lot like a hip-hop track and just set it over an undeniable groove with some awesome quirky hooks," she says. "In chasing down an originality in the confines of a heavily tread genre, Eric and I landed on one of my favorite sonic and lyrical moments of the album."

With its rippling guitar riff and gospel-choir payoff, "**Empty Heart**" is one of the catchiest songs on the album. "I wrote 'Empty Heart' in the hotel room of a casino in the mid-west somewhere; bored out of my mind after a show. I had a crappy guitar with two broken strings and as I started banging away, hooting and howling, my neighbors one room over started BUMPING Usher... That's when it hit me: 'How cool would it be to put a super hi-fi urban beat against this janky-twangy acoustic sound?' I never expected that it would become the feel-good song that it did...but it just goes to show that you never know where inspiration will come from – or where it will take you. You just gotta take the ride and hang on for dear life."

The release of "Alive Tonight" was shrouded in mystery, and word of Potter's creative leap *sans* the Nocturnals hit the blogosphere quite suddenly causing many devoted fans to wonder if this record signaled the end of an era. Fans and friends had lots of questions, but Potter remained silent. "Yeah. People kinda freaked out, some in really good ways, some...not so much. I knew they would and I understood why; this is a bold new sound and for a hardcore fan, it's a big deal. Loyalty has always been *really* important to me and so has evolution. It's hard sometimes to understand that they don't need to be at odds. The band is an extension of me. They are my family and a huge part of my life. I have no intention of burning bridges or leaving it in the dust."

"I've been a Nocturnal for a decade...but I've been a musician forever. I've got a lot of different influences and creative impulses and I can't always use my band as my springboard. Sure, I could've called this a GPN record, but why would I slap a sticker on an apple and call it an orange? Just to keep a few people from freaking out? *Shit no!* I have a responsibility to the legacy we built. It was hard. It was scary, but it was the right time to jump off with my own momentum

– to open the door a little wider so the world can see another side, see what *e/se* turns me on. I'm mixing it up, doing something different...feels fucking awesome,” Potter says with a smile and a defiant shrug.

“In many ways, ***Midnight*** feels like a new beginning, but really, it's a continuation of my story. I've always taken chances and sharp turns. So here I am again wandering into completely uncharted waters—just laying it all out there because ‘why the fuck not?’ I have absolutely no control over how this music will be received, and that's OK. The risk is mine, and I'm taking it with all my heart.”

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