

NEWS CORP
Form 8-K
July 15, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

July 15, 2015
DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED)

NEWS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|---|-----------------------|--------------------------------------|
| Delaware | 001-35769 | 46-2950970 |
| (STATE OR OTHER JURISDICTION OF INCORPORATION) | (COMMISSION FILE NO.) | (IRS EMPLOYER IDENTIFICATION NO.) |

1211 Avenue of the Americas, New York, New York 10036
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(212) 416-3400
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Under News Corporation's (the "Company") stock repurchase program (the "Repurchase Program"), the Company is authorized to acquire from time to time up to \$500 million of the Company's outstanding shares of Class A common stock. Under the rules of the Australian Securities Exchange (the "ASX"), the Company is required to provide to the ASX, on a daily basis, disclosure of transactions pursuant to the Repurchase Program, if any. The Company also discloses information concerning the Repurchase Program in the Company's quarterly and annual reports. Attached as Exhibit 99.1 is a copy of the information provided to the ASX on the date noted on Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Information provided to the Australian Securities Exchange on the date noted on Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWS CORPORATION
(REGISTRANT)

By: /s/ Michael L. Bunder

Michael L. Bunder

Senior Vice President, Deputy General Counsel and Corporate Secretary

Dated: July 15, 2015

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Information provided to the Australian Securities Exchange on the date noted on Exhibit 99.1. |

160;07/07/200907/07/2014 Common Stock 121,600 121,600 I Arie S. Beldegrun M.D. Inc. Profit Sharing Plan ⁽³⁾ Warrant (Right to Buy) \$ 1.25 07/07/200907/07/2014 Common Stock 73,000 73,000 I Leumi Overseas Trust Corp. Ltd. as TTEE of the Tampere Trust ⁽⁴⁾ Warrant (Right to Buy) \$ 1.71 07/07/200907/07/2014 Common Stock 73,000 73,000 I Leumi Overseas Trust Corp. Ltd. as TTEE of the Tampere Trust ⁽⁴⁾ Warrant (Right to Buy) \$ 2.28 07/07/200907/07/2014 Common Stock 146,000 146,000 I Leumi Overseas Trust Corp. Ltd. as TTEE of the Tampere Trust ⁽⁴⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Beldegrun Arie C/O NILE THERAPEUTICS, INC. 4 WEST 4TH AVENUE, SUITE 400 SAN MATEO, CA 94402 | | X | | |

Signatures

/s/ Daron Evans as Attorney-in-Fact pursuant to Power of Attorney previously filed.

09/28/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Although the Reporting Person is not a trustee of the BTL Trust, the Reporting Person is a beneficiary of the BTL Trust, and as such may (1) be deemed to be the beneficial owner of the shares and the warrants owned by the BTL Trust. The Reporting Person disclaims beneficial ownership of the shares and warrants except to the extent of his pecuniary interest therein.

(2) The Reporting Person is the Trustee of the family trust that owns the shares and the warrants. The Reporting Person disclaims beneficial ownership of these shares and warrants except to the extent of his pecuniary interest therein.

(3) The Reporting Person is the Trustee of the profit sharing plan that owns the shares and the warrants.

Although the Reporting Person is not a trustee of the Tampere Trust, the Reporting Person is a beneficiary of the Tampere Trust, and as (4) such may be deemed to be the beneficial owner of the shares and the warrants owned by the Tampere Trust. The Reporting Person disclaims beneficial ownership of the shares and warrants except to the extent of his pecuniary interest therein.

(5) The shares subject to the option vest in three equal installments on September 24, 2011, September 24, 2012, and September 24, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.