

NEWS CORP
Form DEFA14A
September 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

(Amendment No.)

Filed by a Party other than the Registrant

Filed by the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

News Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- 1) Title of each Class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- 1) Amount previously paid:

- 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On September 28, 2012, News Corporation issued the following Notice to Holders of News Corporation Class B Common Stock.

ALL DEPOSITORIES, NOMINEES, BROKERS AND OTHERS:

PLEASE FACILITATE THE TRANSMISSION OF THIS NOTICE

TO ALL BENEFICIAL OWNERS

NOTICE TO THE HOLDERS OF

NEWS CORPORATION

CLASS B COMMON STOCK (CUSIP 65248E203)

September 28, 2012

Dear Stockholder:

In advance of the annual meeting of stockholders (the *Annual Meeting*) of News Corporation (the *Company*), the Audit Committee of the *Company*'s Board of Directors (the *Committee*) has reduced the previously-announced suspension of voting rights of shares of Class B Common Stock, par value \$0.01 per share (*Class B Common Stock*), held by stockholders who are not U.S. citizens (*Non-U.S. Stockholders*) from 50% to 40%.

Based on its assessment of the information currently reasonably available to the *Company*, the *Committee* determined that approximately 32% of the *Class B Common Stock* is owned by *Non-U.S. Stockholders*; and the combined ownership of *Class A Common Stock*, par value \$0.01 per share (*Class A Common Stock*), and *Class B Common Stock* by *Non-U.S. Stockholders* has increased by more than 1% but remains less than 25% of the combined outstanding shares of *Class A Common Stock* and *Class B Common Stock*.

Pursuant to a previously-announced agreement with the *Company* not to vote or provide voting instructions with respect to a portion of the shares of *Class B Common Stock* they own during the period of the voting rights suspension, the aggregate percentage vote of the Murdoch Family Trust and K. Rupert Murdoch will remain at 39.7% of the outstanding shares of *Class B Common Stock* not subject to the suspension of voting rights.

Accordingly, as of September 26, 2012, the voting record date for the *Company*'s Annual Meeting to be held on October 16, 2012, there were 696,122,621 shares of *Class B Common Stock* outstanding and entitled to vote at the Annual Meeting.

Questions

If you have any questions, please contact the *Company*'s Transfer Agent at:

Computershare Investor Services LLC

For callers within the U.S. 877 277 9781

For callers outside the U.S. +1 781 575 2879

Or the *Company*'s Australian Share Registrar at:

Computershare Investor Services Pty Ltd

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For callers within Australia 1300 556 239

For callers outside Australia +61 3 9415 4167

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