

NEWS CORP
Form SC 13G
July 08, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and

Amendments Thereto Filed Pursuant to Rule 13d-2

(Amendment No.)*

News Corporation

(Name of Issuer)

Class B Common Stock

(Title of Class of Securities)

65249B 208

(CUSIP Number)

June 28, 2013

(Date of Event which Requires Filing of this Statement)

Edgar Filing: NEWS CORP - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

2 Cruden Financial Services LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

76,655,870*
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

76,655,870*
PERSON 8 SHARED DISPOSITIVE POWER
WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,655,870 (all of which are owned directly by the Murdoch Family Trust)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

38.4% - See Item 4

12 TYPE OF REPORTING PERSON*

CO

* Cruden Financial Services LLC is the sole trustee of the Murdoch Family Trust, the owner of the securities.

1 NAMES OF REPORTING PERSONS

Murdoch Family Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

5 SOLE VOTING POWER

NUMBER OF

76,655,870*

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

76,655,870*

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,655,870*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

38.4% - See Item 4

12 TYPE OF REPORTING PERSON*

OO

* The Murdoch Family Trust acts through its trustee, Cruden Financial Services LLC.

1 NAMES OF REPORTING PERSONS

K. Rupert Murdoch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

2,067,664

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

76,655,870*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,067,664

8 SHARED DISPOSITIVE POWER

WITH

76,655,870*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,723,534

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.4% - See Item 4

12 TYPE OF REPORTING PERSON*

IN

* Represents Shares owned by the Murdoch Family Trust, which acts through its trustee, Cruden Financial Services LLC. See Item 4.

Edgar Filing: NEWS CORP - Form SC 13G

This Schedule 13G is being filed by the Reporting Persons to report the acquisition of beneficial ownership on June 28, 2013 (the Distribution Date) of shares of Class B common stock, par value \$.01 per share (Class B Common Stock), of News Corporation (formerly known as New Newscorp Inc) (the Company) in connection with the separation (the Separation) of the Company from Twenty-First Century Fox, Inc. (Fox) pursuant to which the Company became a separate, publicly traded company. The Separation was effected through a distribution by means of a dividend in which, among other things, holders of Fox Class B Common Stock received one share of the Company s Class B Common Stock for every four shares of Fox Class B Common Stock held by them.

Item 1(a) Name of Issuer:

News Corporation (formerly known as New Newscorp Inc)

Item 1(b) Address of Issuer s Principal Executive Offices:

1211 Avenue of the Americas

New York, NY 10036

Item 2(a) Name of Person Filing:

Cruden Financial Services LLC

Murdoch Family Trust

K. Rupert Murdoch

Item 2(b) Address of Principal Business Office or, if none, Residence:

Cruden Financial Services LLC

c/o McDonald Carano Wilson LLP

100 W. Liberty Street

10th Floor

Reno, NV

89501

Murdoch Family Trust

c/o McDonald Carano Wilson LLP

100 W. Liberty Street

10th Floor

Reno, NV

89501

Edgar Filing: NEWS CORP - Form SC 13G

K. Rupert Murdoch

c/o News Corporation

1211 Avenue of the Americas

New York, New York 10036

Item 2(c) Citizenship:

Cruden Financial Services LLC is formed under the laws of Delaware.

Murdoch Family Trust is governed by the laws of Nevada.

Mr. Murdoch is a United States citizen.

Item 2(d) Title of Class of Securities:

News Corporation Class B Common Stock (Shares).

Item 2(e) CUSIP No.:

65249B 208

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4 Ownership:

A. Cruden Financial Services LLC

(a) Amount beneficially owned: 76,655,870

(b) Percent of class: 38.4% - see below

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 76,655,870*

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: 76,655,870*

(iv) Shared power to dispose or direct the disposition: -0-

* Cruden Financial Services LLC is the sole trustee of the Murdoch Family Trust, the owner of the securities.

B. Murdoch Family Trust

- (a) Amount beneficially owned: 76,655,870
- (b) Percent of class: 38.4% - see below
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 76,655,870*
 - (ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: 76,655,870*

(iv) Shared power to dispose or direct the disposition: -0-

* The Murdoch Family Trust acts through its trustee, Cruden Financial Services LLC.

C. K. Rupert Murdoch

(a) Amount beneficially owned: 78,723,534

(b) Percent of class: 39.4% - see below

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 2,067,664

(ii) Shared power to vote or direct the vote: 76,655,870*

(iii) Sole power to dispose or direct the disposition: 2,067,664

(iv) Shared power to dispose or direct the disposition: 76,655,870*

* Represents Shares owned by the Murdoch Family Trust which acts through its trustee, Cruden Financial Services LLC. As of June 28, 2013, Cruden Financial Services was the beneficial owner of 76,655,870 Shares, constituting approximately 38.4%¹ of the total number of outstanding Shares at such date. All of the 76,655,870 Shares beneficially owned by Cruden Financial Services are also beneficially owned by the Murdoch Family Trust. Cruden Financial Services has the power to vote and to dispose or direct the vote and disposition of the Shares owned by the Murdoch Family Trust. Cruden Financial Services, the sole trustee of the Murdoch Family Trust, is a Delaware limited liability company with six directors.

As of June 28, 2013, the Murdoch Family Trust was the beneficial owner of 76,655,870 Shares, constituting approximately 38.4%¹ of the total number of outstanding Shares at such date. The Murdoch Family Trust is a trust governed by Nevada law whose trustee is Cruden Financial Services. Cruden Financial Services, as sole trustee, has the power to vote and to dispose or direct the vote and disposition of the Shares owned by the Murdoch Family Trust.

As of June 28, 2013, K. Rupert Murdoch was the beneficial owner of 78,723,534 Shares, constituting approximately 39.4%¹ of the total number of outstanding Shares at such date. Of the 78,723,534 Shares beneficially owned by K. Rupert Murdoch, 76,655,870 of such Shares are directly owned by the Murdoch Family Trust. Cruden Financial Services has the power to vote and to dispose or direct the vote and disposition of the Shares owned by the Murdoch Family Trust. As a result of Mr. Murdoch's ability to appoint certain members of the board of directors of Cruden Financial Services, the corporate trustee of the Murdoch Family Trust, Mr. Murdoch may be deemed the beneficial owner of the Shares beneficially owned by the Murdoch Family Trust. Mr. Murdoch, however, disclaims any beneficial ownership of such Shares.

Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.

¹ See Information Statement filed as Exhibit 99.1 to Amendment No. 6 of Form 10-12B filed by the Company on June 13, 2013.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 8, 2013

CRUDEN FINANCIAL SERVICES LLC

By: /s/ Arthur M. Siskind
Name: Arthur M. Siskind
Title: Vice-President

MURDOCH FAMILY TRUST

By: /s/ Arthur M. Siskind
Cruden Financial Services LLC, Trustee
Name: Arthur M. Siskind
Title: Vice-President

Name: /s/ K. Rupert Murdoch
K. Rupert Murdoch