

Parker Mary Jayne
Form 4
March 21, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Parker Mary Jayne

(Last) (First) (Middle)
500 SOUTH BUENA VISTA STREET
(Street)

BURBANK, CA 91521-0966

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TWDC Enterprises 18 Corp. [---]

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr EVP and Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Disney Common Stock | 03/20/2019 | | D | | 6,155 ⁽¹⁾ | D | ⁽²⁾ / ₍₃₎ 0 | D |
| Disney Common Stock | 03/20/2019 | | D | | 13,876.606 ⁽⁴⁾ | D | ⁽²⁾ / ₍₃₎ 0 | I By 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 92.235 | 03/20/2019 | | D | 9,731 (5) | (6) 12/18/2024 | Disney Common Stock | 9,731 |
| Stock Option (Right to Buy) | \$ 113.23 | 03/20/2019 | | D | 28,243 (5) | (7) 12/17/2025 | Disney Common Stock | 28,243 |
| Stock Option (Right to Buy) | \$ 105.21 | 03/20/2019 | | D | 34,115 (5) | (8) 12/21/2026 | Disney Common Stock | 34,115 |
| Stock Option (Right to Buy) | \$ 111.58 | 03/20/2019 | | D | 46,405 (5) | (9) 12/19/2027 | Disney Common Stock | 46,405 |
| Stock Option (Right to Buy) | \$ 110.5381 | 03/20/2019 | | D | 47,366 (5) | (10) 12/19/2028 | Disney Common Stock | 47,366 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parker Mary Jayne 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521-0966 | | | Sr EVP and Chief HR Officer | |

Signatures

/s/ Jolene E. Negre, as
attorney-in-fact

03/21/2019

**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).
- (1) Total includes dividends distributed with respect to previously vested restricted stock units and also reflects a reduction of eight shares from previously filed Forms 4 to correct an administrative error.
- (2) On March 20, 2019 (the "Merger Effective Date"), pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of June 20, 2018, among Twenty-First Century Fox, Inc. ("21CF"), TWDC Enterprises 18 Corp. (formerly known as The Walt Disney Company) ("Old Disney"), The Walt Disney Company (formerly known as TWDC Holdco 613 Corp.) ("Disney") and certain subsidiaries of Disney, Disney acquired all of the outstanding shares of 21CF and Old Disney (the "Transaction"). Effective as of the effective time of the Disney Merger, which occurred at 12:01 a.m. Eastern Time on the Merger Effective Date (the "Disney Effective Time"), Disney changed its name to "The Walt Disney Company" and Old Disney changed its name to "TWDC Enterprises 18 Corp."
- (3) In connection with the Transaction, each share of Old Disney common stock issued and outstanding immediately prior to the consummation of the Transaction, converted into one share of Disney common stock.
- (4) Shares held in The Walt Disney Stock Fund as of March 19, 2019. The Fund is one investment option in the 401(k) Plan and contained Old Disney matching contributions.
- (5) In connection with the Transaction, stock options with respect to Old Disney common stock that were outstanding immediately prior to the consummation of the Transaction were converted into stock options in respect of Disney's common stock, subject to the same terms and conditions (including the exercise price and applicable vesting requirements, if any) as were applicable to such stock options immediately prior to the consummation of the Transaction.
- (6) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option is fully vested.
- (7) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 21,182 shares. The remaining unvested portion of the option vests in a single installment of 7,061 shares on December 17, 2019.
- (8) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 17,057 shares. The remaining unvested portion of the option vests in two installments of 8,529 shares on each December 21 of 2019 and 2020.
- (9) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 11,601 shares. The remaining unvested portion of the option vests in two installments of 11,601 shares on each December 19 of 2019 and 2020, and as to 11,602 shares on December 19, 2021.
- (10) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option vests as to 11,841 shares on December 19, 2019; as to 11,842 shares on December 19, 2020, as to 11,841 shares on December 19, 2021, and as to 11,842 shares on December 19, 2022.

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.