

WALT DISNEY CO/
Form 3
December 22, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
WALT DISNEY CO/	(Month/Day/Year)	TWENTY-FIRST CENTURY FOX, INC. [FOX]
(Last) (First) (Middle)	12/13/2017	
500 SOUTH BUENA VISTA ST		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		☐ Director ☐ 10% Owner ☐ Officer ☐ Other (give title below) (specify below)
BURBANK, CA 91521		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock ⁽¹⁾ ⁽²⁾	0	I	See notes 1 and 2 in "Explanation of Responses" below

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALT DISNEY CO/ 500 SOUTH BUENA VISTA ST BURBANK, CA 91521	Â	Â	Â	Â

Signatures

/s/ Roger J. Patterson, Associate General Counsel, Assistant Secretary, Registered In-House Counsel

12/22/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

On December 13, 2017, The Walt Disney Company ("Disney"), TWC Merger Enterprises 2 Corp., a Delaware corporation and wholly owned subsidiary of Disney, TWC Merger Enterprises 1, LLC, a Delaware limited liability company and wholly owned subsidiary of Disney, and Twenty-First Century Fox, Inc. ("21CF") entered into an Agreement and Plan of Merger (the "Merger Agreement"). As an

(1) inducement for Disney to enter into the Merger Agreement, the Murdoch Family Trust and Cruden Financial Services LLC, on behalf of itself and as trustee of the Murdoch Family Trust (collectively, the "Stockholders"), entered into a voting agreement, dated as of December 13, 2017 (the "Voting Agreement") with Disney with respect to shares of 21CF common stock beneficially owned by the Stockholders.

Pursuant to the Voting Agreement, Disney may be deemed to have beneficial ownership of 306,623,480 shares of 21CF Class B common stock, constituting approximately 38.40% of the total issued and outstanding shares of 21CF Class B common stock as of December 11, 2017, and 57,000 shares of 21CF Class A common stock, constituting less than 1% of the total and outstanding shares of 21CF Class A common stock as of December 11, 2017, on the record date of any vote at a stockholder meeting or through written consent for certain events as set forth in the Voting Agreement.

(2)

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

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