

TWENTY-FIRST CENTURY FOX, INC.

Form 4

March 20, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TWENTY-FIRST CENTURY FOX,
INC.

(Last) (First) (Middle)

1211 AVENUE OF THE
AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Fox Corp [FOX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/18/2019		J <u>(1)</u>		100	D	<u>(1)</u>	0	D	
Class B Common Stock	03/18/2019		J <u>(1)</u>		1	A	<u>(1)</u>	1	D	
Class A Common Stock	03/19/2019		J <u>(2)</u>		354,328,270	A	<u>(2)</u>	354,328,270	D	
Class B Common Stock	03/19/2019		J <u>(2)</u>		266,173,650	A	<u>(2)</u>	266,173,651	D	

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Class A Common Stock	03/19/2019	J ⁽³⁾	354,328,270	D	\$ 0 0	D
Class B Common Stock	03/19/2019	J ⁽³⁾	266,173,651	D	\$ 0 0	D

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TWENTY-FIRST CENTURY FOX, INC.
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

X

Signatures

/s/ Laura A. Cleveland as Authorized Officer for Twenty-First Century
Fox, Inc.

03/20/2019

**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).

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Reflects transactions exempt pursuant to Rule 16b-7, in which the Amended and Restated Certificate of Incorporation of Fox Corporation

(1) ("Fox") filed with the Secretary of the State of Delaware on March 18, 2019, reclassified 100 shares of Fox Common Stock into one share of Fox Class B Common Stock.

In connection with the spin-off of Fox by Twenty-First Century Fox, Inc. ("21CF") and pursuant to the Master Restructuring Agreement, by and between Fox and 21CF dated March 18, 2019, 21CF received 354,328,270 shares of Fox Class A Common Stock and

- (2) 266,173,650 shares of Fox Class B Common Stock which, when combined with the one share of Fox Class B Common Stock held by 21CF prior thereto, equals the number of shares of Fox Class A Common Stock and Fox Class B Common Stock to be distributed by 21CF in the Distribution (defined below).

Pursuant to the Amended and Restated Distribution Agreement and Plan of Merger, dated as of June 20, 2018 (the "Merger Agreement"),

- (3) 21CF effected the Distribution Merger (as such term is defined in the Merger Agreement) on March 19, 2019, and caused to be distributed to the holders of its common stock, by means of a pro-rata distribution without consideration, an aggregate of 354,328,270 shares of Fox Class A Common Stock and 266,173,651 shares of Fox Class B Common Stock (the "Distribution").

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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