

TWENTY-FIRST CENTURY FOX, INC.
Form 8-K
March 12, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): March 12, 2019

Twenty-First Century Fox, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32352
(Commission
File Number)

26-0075658
(I.R.S. Employer
Identification No.)

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1211 Avenue of the Americas
New York, New York
(Address of principal executive offices)

Registrant's telephone number, including area code 212-852-7000

10036
(Zip Code)

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01 OTHER EVENTS.

On March 12, 2019, Twenty-First Century Fox, Inc. (the Company or 21CF) and The Walt Disney Company (Disney), in connection with Disney's acquisition of 21CF (the Acquisition), announced that the deadline for holders of 21CF common stock to elect the form of consideration they wish to receive in the Acquisition will be at 5:00 p.m., Eastern Time, on March 14, 2019. 21CF expects to distribute, at approximately 8:00 a.m. Eastern Time on March 19, 2019 all issued and outstanding shares of common stock of its wholly owned subsidiary, Fox Corporation, to 21CF stockholders (other than holders of the shares held by subsidiaries of 21CF) on a pro rata basis. 21CF expects that the Acquisition will become effective at 12:02 a.m. Eastern Time on March 20, 2019. A copy of the joint press release is attached as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit

Number

Description

| | |
|------|----------------------------------------------------------------------------------------------------------------|
| 99.1 | Joint press release issued by Twenty-First Century Fox, Inc. and The Walt Disney Company, dated March 12, 2019 |
|------|----------------------------------------------------------------------------------------------------------------|

EXHIBIT INDEX

Exhibit

Number

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99.1 Joint press release issued by Twenty-First Century Fox, Inc. and The Walt Disney Company, dated March 12, 2019

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TWENTY-FIRST CENTURY FOX, INC.

Date: March 12, 2019

By: /s/ Janet Nova
Janet Nova
Executive Vice President and Deputy Group General Counsel