

NEWS CORP
Form 8-K
April 03, 2017
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): April 1, 2017

NEWS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|---|------------------------------------|--|
| Delaware (STATE OR OTHER JURISDICTION OF INCORPORATION) | 001-35769 (COMMISSION FILE NO.) | 46-2950970 (IRS EMPLOYER IDENTIFICATION NO.) |
|---|------------------------------------|--|

1211 Avenue of the Americas, New York, New York 10036
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(212) 416-3400
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 1, 2017, Kelly Ayotte was elected as an independent member of the Board of Directors (the "Board") of News Corporation (the "Company"), effective immediately, to fill the existing vacancy on the Board. Ms. Ayotte will serve on the Nominating and Corporate Governance Committee of the Board.

Ms. Ayotte's compensation for service as a non-employee Director will be consistent with that of the Company's other non-employee Directors, including a quarterly deferred stock unit retainer to be first granted on April 3, 2017, the first trading day following April 1, 2017. The Company's non-employee Director compensation practices are described in the Proxy Statement for the Company's 2016 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on October 12, 2016 under the heading "Director Compensation."

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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| 99.1 | Press release issued by News Corporation, dated April 3, 2017. |
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SIGNATURES

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.

NEWS CORPORATION
(REGISTRANT)

By: /s/ Michael L. Bunder

Michael L. Bunder

Senior Vice President, Deputy General Counsel and Corporate Secretary

Dated: April 3, 2017

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
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