

NEWS CORP
Form DEFA14A
September 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

(Amendment No.)

Filed by a Party other than the Registrant

Filed by the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

News Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

3) Filing Party:

4) Date Filed:

On September 28, 2012, News Corporation issued the following Notice to Holders of News Corporation Class B Common Stock.

**ALL DEPOSITORIES, NOMINEES, BROKERS AND OTHERS:
PLEASE FACILITATE THE TRANSMISSION OF THIS NOTICE
TO ALL BENEFICIAL OWNERS
NOTICE TO THE HOLDERS OF
NEWS CORPORATION
CLASS B COMMON STOCK (CUSIP 65248E203)**

September 28, 2012

Dear Stockholder:

In advance of the annual meeting of stockholders (the *Annual Meeting*) of News Corporation (the *Company*), the Audit Committee of the *Company*'s Board of Directors (the *Committee*) has reduced the previously-announced suspension of voting rights of shares of Class B Common Stock, par value \$0.01 per share (*Class B Common Stock*), held by stockholders who are not U.S. citizens (*Non-U.S. Stockholders*) from 50% to 40%.

Based on its assessment of the information currently reasonably available to the *Company*, the *Committee* determined that approximately 32% of the *Class B Common Stock* is owned by *Non-U.S. Stockholders*; and the combined ownership of *Class A Common Stock*, par value \$0.01 per share (*Class A Common Stock*), and *Class B Common Stock* by *Non-U.S. Stockholders* has increased by more than 1% but remains less than 25% of the combined outstanding shares of *Class A Common Stock* and *Class B Common Stock*.

Pursuant to a previously-announced agreement with the *Company* not to vote or provide voting instructions with respect to a portion of the shares of *Class B Common Stock* they own during the period of the voting rights suspension, the aggregate percentage vote of the Murdoch Family Trust and K. Rupert Murdoch will remain at 39.7% of the outstanding shares of *Class B Common Stock* not subject to the suspension of voting rights.

Accordingly, as of September 26, 2012, the voting record date for the *Company*'s Annual Meeting to be held on October 16, 2012, there were 696,122,621 shares of *Class B Common Stock* outstanding and entitled to vote at the Annual Meeting.

Questions

If you have any questions, please contact the *Company*'s Transfer Agent at:

Computershare Investor Services LLC

For callers within the U.S. 877 277 9781

For callers outside the U.S. +1 781 575 2879

Or the *Company*'s Australian Share Registrar at:

Computershare Investor Services Pty Ltd

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For callers within Australia 1300 556 239

For callers outside Australia +61 3 9415 4167

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