# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION** 

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

### **OMB APPROVAL**

OMB Number: 3235-0287 Estimated average 0.5 burden hours per response

1. Name and Address of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
MURDOCH KEITH RUPERT (Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner X Officer Other				
c/o News Corporation 1211 Avenue of the Americas (Street)	11/10/2020	(give title below) (specify below)  Executive Chairman				
New York NY 10036 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	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)	Date (Month/Day/Year)	,	Transaction Code		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Beneficially Owned	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price	4)	(Instr. 4)

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

Security (Instr. 3)	Conversion or Exercise Price of	Transaction Date (Month/ Day/ Year)	Execution Date, if any	Code	tion	5. Number of Derivative Securities Acquired (A) Disposed of ( (Instr. 3, 4 a)	or D)	6. Date Exercisable and Expiration Date (Month/ Day /Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	Owned Following	10. Ownership Form of Derivative Security: Direct(D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	` '	Exercisable	Expiration Date (Month/ Day/ Year)		Amount or Number of Shares		Transaction(s) (Instr. 4)	(Instr. 4)	
Cash- Settled Restricted Stock Units	(1)	11/10/2020		Α		39,413(2)		(3)		Class A Common Stock	39,413	\$ 0	39,413	D	

#### **Explanation of Responses:**

- 1. Each cash-settled restricted stock unit is the economic equivalent of one share of News Corporation Class A Common Stock.
- 2. The cash-settled restricted stock units were granted as part of the Reporting Person's fiscal 2021 long-term equity incentive award. Includes accrued dividend equivalents that are subject to the same time-based vesting conditions as the underlying cash-settled restricted stock units.
- 3. The cash-settled restricted stock units will vest in thirds on August 15, 2021, 2022 and 2023, subject to time-based vesting conditions.

/s/ Kenneth C. Mertz as Attorney-in-Fact for Keith Rupert	11/13/2020			
Murdoch	Date			

<sup>\*\*</sup> Signature of Reporting Person

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

- \* 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).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.