SEC Form 4

**Cash-Settled** 

Units

**Restricted Stock** 

(1)

04/12/2023

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, 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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					<b>c</b> .	-			. ,										
1. Name and Address of Reporting Person <sup>*</sup> MURDOCH KEITH RUPERT						2. Issuer Name <b>and</b> Ticker or Trading Symbol NEWS CORP [ NWS ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) C/O NEWS CORP 1211 AVENUE O		3. Date of 04/12/2023	/lonth/	Day/Year	3	X Officer (give title Other (specify below) below) Executive Chairman													
(Street) NEW YORK	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										
(City)	(State)		(Zip)	)		Form filed by More than One Reporting Perso											porting Person		
			Rule 10b5	ation															
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.												that is	
				1	Fable I - Non	-Derivative	Securities	s Acqu	ired, I	Dispo	sed of, o	r Benefici	ally Owne	d					
1. Title of Sec	2. Transaction Date (Month/Day/Year)	Date Execution Date, 3. 4. Securities Acquired (A) or					5. Amount of Securities Beneficially Owned Following		F   ([   Ir	. Ownership orm: Direct 0) or ndirect (I) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)								
		Code V Amount (A) or (D) Price Reported Transaction (Instr. 3 and		ed ction(	5)		(1150.4)												
					Table II - D (e	erivative Se .g., puts, ca													
1. Title of Deri Security (Instr	r.3)   or E	vative Code (Inst				Expir (Mon	te cisable ration D th/Day/	Date	7. Title and Amount of Securities Underlying Derivative Security (Inst and 4)			8. Pr of Deri Secu (Inst	/ative irity	9. Number o derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

Date

(2)

Exercisable

Expiration Date

(2)

V

Code

Α

(A)

76

(D)

Amount or Number

of Shares

76

\$17.60

13,471

Title

Class A Common

Stock

Cash-Settled Restricted Stock Units	(1)	04/12/2023	А	98	(2)	(2)	Class A Common Stock	98	\$17.60	17,368	D	
Cash-Settled Restricted Stock Units	(1)	04/12/2023	A	182	(2)	(2)	Class A Common Stock	182	\$17.60	32,251	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. Represents dividend equivalents accrued with respect to cash-settled restricted stock units previously granted, which become payable in cash upon vesting of the underlying cash-settled restricted stock units.

/s/ Kenneth C. Mertz as Attorney-in-Fact for Keith Rupert Murdoch 04/13/2023

\*\* Signature of Reporting Person Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.