SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB Number:

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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

1. Name and Address of Reporting Person* <u>Siddiqui Masroor</u>			2. Issuer Name and Ticker or Trading Symbol NEWS CORP [NWS]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) C/O NEWS CORPORAT	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 07/03/2023					Office below	er (give title v)	Other (sp	pecify below)			
1211 AVENUE OF THE	-	4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) NEW YORK NY	10036								filed by One Reportion filed by More than O		son			
(City) (State)	(Zip)	☐ cr	Rule 10b5-1(c) Transaction Indication 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.											
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
		2. Transaction D (Month/Day/Year					Acquired (D) (Instr	I (A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
		(MOIIII/Day/Teal)	Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(i) (iiisti. 4)	(Instr. 4)				
Class A Common Stock		07/03/2023	3	M		2,899	A	(1)	2,899	D				
Class A Common Stock		07/03/2023	3	D		2,899	D	\$ 19.55	0	D				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (In: 8)		5. Number Derivative Securities Acquired Disposed (Instr. 3,	e s I (A) or d of (D)	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Stock Units	(2)	07/03/2023		М			2,899	(3)	(3)	Class A Common Stock	2,899	(1)	53,328 (4)	D	
Deferred Stock Units	(2)	07/03/2023		A		2,237		(5)	(5)	Class A Common Stock	2,237	\$ 19.55	55,565 ⁽⁴⁾	D	

Explanation of Responses:

- 1. The deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.
- 2. Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- 3. The deferred stock units became payable in cash on July 3, 2023, the first trading day of the quarter five years following the grant.
- 4. Represents the aggregate number of deferred stock units held by the Reporting Person, including deferred stock units accrued as a result of dividend equivalents that vest on the same terms as the respective underlying deferred stock units. The reported deferred stock units become payable in cash on the earlier of (i) the first trading day of the quarter five years following the respective grant and (ii) the Reporting Person's end of service as a Director.
- 5. The deferred stock units become payable in cash on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.

Remarks:

/s/ Kenneth C. Mertz as Attorney-in-Fact for Masroor 07/05/2023 Siddiqui

Date

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

^{**} Signature of Reporting Person

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).