

**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): September 21, 2023

News Corp

NEWS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35769
(Commission
File Number)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01 per share	NWSA	The Nasdaq Global Select Market
Class B Common Stock, par value \$0.01 per share	NWS	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

On September 21, 2023, News Corporation (the “Company”) announced that Rupert Murdoch is stepping down as Executive Chairman of the Company’s Board of Directors (the “Board”), effective as of the upcoming annual meeting of stockholders (the “2023 Annual Meeting”) in mid-November. Mr. Murdoch will be appointed Chairman Emeritus of the Company, effective as of the 2023 Annual Meeting. Following the 2023 Annual Meeting, Lachlan Murdoch will become the sole Chair of the Board.

As a result of Mr. Murdoch’s resignation from the Board, the size of the Board will be reduced to seven Directors, effective upon such resignation. Mr. Murdoch’s decision to resign from the Board was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

A copy of the Company’s announcement is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Announcement issued by News Corporation, dated September 21, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: September 21, 2023



K. RUPERT MURDOCH TO BE APPOINTED CHAIRMAN EMERITUS OF FOX CORPORATION AND NEWS CORP

Los Angeles, CA and New York, NY – September 21, 2023 - Following a career that began nearly 70 years ago in 1954, Fox Corporation ("FOX") (Nasdaq: FOXA, FOX) and News Corporation ("News Corp") (Nasdaq: NWS, NWSA; ASX: NWS, NWSLV) announced today that Rupert Murdoch is stepping down as chairman of each board effective as of the upcoming Annual General Meeting of Shareholders of each company in mid-November. Mr. Murdoch will be appointed Chairman Emeritus of each company. Following the Annual General Meetings, Lachlan Murdoch will become sole Chair of News Corp and continue as Executive Chair and Chief Executive Officer of Fox Corporation.

"On behalf of the FOX and News Corp boards of directors, leadership teams, and all the shareholders who have benefited from his hard work, I congratulate my father on his remarkable 70-year career," said Lachlan Murdoch. "We thank him for his vision, his pioneering spirit, his steadfast determination, and the enduring legacy he leaves to the companies he founded and countless people he has impacted. We are grateful that he will serve as Chairman Emeritus and know he will continue to provide valued counsel to both companies."

A timeline of Rupert Murdoch's career is available at www.foxcorporation.com/rupert-murdoch.

Hi-res images are available to registered members of the media to download at foxcorp.foxflash.com.

About Fox Corporation

Fox Corporation produces and distributes compelling news, sports, and entertainment content through its primary iconic domestic brands, including FOX News Media, FOX Sports, FOX Entertainment, FOX Television Stations and Tubi Media Group. These brands hold cultural significance with consumers and commercial importance for distributors and advertisers. The breadth and depth of our footprint allows us to deliver content that engages and informs audiences, develop deeper consumer relationships, and create more compelling product offerings. FOX maintains an impressive track record of news, sports, and entertainment industry success that shapes our strategy to capitalize on existing strengths and invest in new initiatives. For more information about Fox Corporation, please visit www.FoxCorporation.com.

About News Corp

News Corp (Nasdaq: NWS, NWSA; ASX: NWS, NWSLV) is a global, diversified media and information services company focused on creating and distributing authoritative and engaging content and other products and services. The company comprises businesses across a range of media, including: digital real estate services, subscription video services in Australia, news and information services and book publishing.

Headquartered in New York, News Corp operates primarily in the United States, Australia, and the United Kingdom, and its content and other products and services are distributed and consumed worldwide. More information is available at: <http://www.newscorp.com>.

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