## SEC Form 4

## FORM 4

### **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# OMB APPROVAL

3235-0287

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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) See Instruction 10.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Ad	dress of Reporting P	erson*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Pessoa Ana	<u>Paula</u>		NEWS CORP [ NWS ]	ľ X	Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/11/2023		Officer (give title below)	Other (specify below)			
C/O NEWS CORPORATION 1211 AVENUE OF THE AMERICAS			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)  NEW YORK	NY	10036		X	Form filed by One Reporting Form filed by More than One				
(City)	(State)	(Zip)							

# Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ins					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
		(wontinday/rear)	Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(1) (111541.4)	(Instr. 4)
Class A Common Stock	10/11/2023		M		16	A	(1)	16	D	
Class A Common Stock	10/11/2023		D		16	D	\$ 20.64	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	10/11/2023		A		259		(3)	(3)	Class A Common Stock	259	\$ 20.64	54,682 (4)	D	
Deferred Stock Units	(2)	10/11/2023		M			16	(5)	(5)	Class A Common Stock	16	(1)	54,666 <sup>(4)</sup>	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. Represents dividend equivalents accrued with respect to deferred stock units previously granted, which become payable in cash upon vesting of the underlying deferred stock units.
- 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, which represent dividend equivalents accrued on deferred stock units held as of the dividend record date that vested on October 2, 2023, became payable in cash on the dividend payment date of October 11, 2023.

### Remarks:

/s/ Kenneth C. Mertz as Attorney-in-Fact for Ana Paula 10/12/2023 Pessoa

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.

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.