# Check this box if no

16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

longer subject to Section

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL					
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

ame <b>and</b> Ticker or TORP [NWS]	rading Syr	nbol	I	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
· ·	Ionth/Day	/Yea	ar)		X_ Director 10% OwnerX_ Officer (give title below) Other (specify below)  Chief Executive Officer			
ment, Date of Origina	al Filed (M	onth/	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				
Tabl	le I - Non-	Der	ivative Sec					
any	Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D)	1 .
	Code V		Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
	M		52,276	A	<u>(1)</u>	52,276	D	
	F		29,181	D	\$17.3	23,095	D	
	D		23,095	D	\$17.3	0	D	
	M		134,782	A	<u>(2)</u>	134,782	D	
	F		75,236	D	\$17.3	59,546	D	
	D		59,546	D	\$17.3	0	D	
	DRP [NWS]  arliest Transaction (M44  ment, Date of Origina  Table  2A. Deemed Execution Date, if any	DRP [NWS]  arliest Transaction (Month/Day 4  ment, Date of Original Filed (M  Table I - Non-  2A. Deemed Execution Date, if any (Month/Day/Year) (Instr. 8)  Code  M  F  D  M  F	Table I - Non-Der  ZA. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code V  M  F  D  M  F  D  M  F	Table I - Non-Derivative Sec	Table I - Non-Derivative Securiti  2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Execution Date, if Code (Instr. 8)  Code V Amount (D)  M 52,276 A  F 29,181 D  D 23,095 D  M 134,782 A  F 75,236 D	Table I - Non-Derivative Securities Acquired	Check all applicable)  Arriliest Transaction (Month/Day/Year)  Arriliest Drind By More title below)  Arriliest Chief Executive Office  Arriliest Chief Executive Office  Arriliest Transaction (Sindry Person  Arriliest Transaction (Sindry Person  Arriliest Transaction (Sindry Person  Arriliest Transaction (Sindry Person  Arriliest Drind By More title below)  Arriliest Transaction (Sindry Person  Arriliest Transaction (Sindry Person  Arriliest Executive Office  Arriliest Transaction (Sindry Person  Arriliest Transaction (Sindry Person  Arriliest Transaction (Sindry Person  Arriliest Orient (Sindry Person  Arriliest Chief Executive Office  Arrilies Office (give title below)  Arrilies Office (Sinch Person  Arrilies Office (Sin	A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) (A) or Day (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (A) or Code (Instr. 8) (A) or Day (Day (Day (Day (Day (Day (Day (Day

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

valid OMB control number.

1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed Execution Date, if	4.		6. Date Exercisable and Expiration Date		8. Price of Derivative		10. Ownership	11. Nature
			′		l		Underlying Securities		-	1	I I
(Instr. 3)	or Exercise	(Month/Day/Year)	any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Security	Derivative	Form of	Beneficial
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(IIIou. J)	1	l e	Ownership
	Derivative				or Disposed				Beneficially	Security:	(Instr. 4)
	Security				of (D)				Owned	Direct (D)	
	_				(Instr. 3, 4,				Following	or Indirect	
					and 5)				Reported	(I)	
								1			

			Code	v	(A)			Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(Instr. 4)	
Cash-Settled Restricted Share Units <sup>(3)</sup>	<u>(4)</u>	08/15/2014	M			52,276 ( <u>5</u> )	08/15/2014	08/15/2014	Class A Common Stock	52,276	<u>(1)</u>	0	D	
Cash-Settled Performance Share Units <sup>(3)</sup>	(4)	08/15/2014	M			134,782 (6)	08/15/2014	08/15/2014	Class A Common Stock	134,782	<u>(2)</u>	0	D	

### **Reporting Owners**

Daniel Carrolland	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Thomson Robert J c/o News Corporation 1211 Avenue of the Americas New York, NY 10036	X		Chief Executive Officer				

## **Signatures**

/s/ Kenneth C. Mertz as Attorney-in-Fact for Robert J. Thomson	08/19/2014
**Signature of Reporting Person	Date

### **Explanation of Responses:**

- \* 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).
- (1) The cash-settled restricted share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) The cash-settled performance share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
- (3) The Compensation Committee of the Board of Directors of News Corporation determined to settle the Reporting Person's awards, which previously were to be settled in shares of News Corporation's Class A Common Stock, in cash.
- (4) Each restricted share unit and performance share unit is the economic equivalent of one share of News Corporation's Class A Common Stock.
  - The number of restricted share units reported herein was adjusted in connection with the separation (the "Separation") of News Corporation from Twenty-First Century Fox, Inc. ("Fox") on June 28, 2013.
- (5) The adjustment was based on the ratio of the closing price on June 28, 2013 of Fox's Class A Common Stock and the volume weighted average price of News Corporation's Class A Common Stock over a 10-day period ending on July 15, 2013 (the "Conversion Ratio").
- (6) The number of performance share units reported herein was adjusted in connection with the Separation based on the Conversion Ratio.

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 number.