# Check this box if no

longer subject to Section

16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

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

ON

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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

ear) h/Day/Year) erivative Securities Acqu	6. Individual or Joint/Group Filing (Check Applica _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	specify below)			
	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	able Line)			
rivative Securities Acqu	nired Disposed of or Reneficially Owned				
	in cu, Disposed of, of Deficiletary Owned	ired, Disposed of, or Beneficially Owned			
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)	6. 7. Na Ownership Form: Bene Direct (D) Owner			
(A) or Amount (D) Price		or Indirect (Instr (I) (Instr. 4)			
	97,654 <sup>(1)</sup>	D			
	613,425 <sup>(1)</sup>	By J I Fam Trus			
	411(1)	D			
97,435 D \$0	219	D			
613,425 D \$15.64	0	By J I Fam Trus			
	(Instr. 3, 4 and 5)  Amount (D) Price  97,435 D \$ 0	(Instr. 3, 4 and 5) (Instr. 3 and 4)  Amount (A) or (D) Price 97,654(1)  613,425(1)  411(1)  97,435 D \$0 219			

valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

١.				(6	e.g., puts, cal	ls, warrants, opti	ons, convertible securit	ies)				
	1. Title of Derivative	2.	3. Transaction	3A. Deemed	4.	5. Number of	6. Date Exercisable	7. Title and Amount of	8. Price of	9. Number	10.	11. Nature
	Security	Conversion	Date	Execution Date, if	Transaction	Derivative	and Expiration Date	Underlying Securities	Derivative	of	Ownership	of Indirect
	(Instr. 3)	or Exercise	(Month/Day/Year)	any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Security	Derivative	Form of	Beneficial
i		Price of	[`	(Month/Day/Year)	(Instr. 8)	Acquired (A) or		<u> </u>	(Instr. 5)	Securities	Derivative	Ownership
i		Derivative		(	) í	Disposed of (D)			<u> </u>	Beneficially	Security:	(Instr. 4)
						(Instr. 3, 4, and				Owned	Direct (D)	· í
l '	l	·	l			l	!	ı	Į.	ļ	1	

Security			5)							or Indirect (I)	
	C	Code V	<i>I</i> ( <i>I</i>	A)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction (s) (Instr. 4)	` '	

### **Reporting Owners**

Described Ones Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
MURDOCH JAMES R c/o News Corporation 1211 Avenue of the Americas New York, NY 10036	X							

#### **Signatures**

/s/ Kenneth C. Mertz as Attorney-in-Fact for James R. Murdoch	12/09/2014	
**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) Shares acquired on June 28, 2013 in a pro rata distribution by Twenty-First Century Fox, Inc. ("Fox") of shares of News Corporation in connection with the separation of News Corporation from Fox.
- (2) The gift reported was effected pursuant to an irrevocable donation and transfer of shares to Quadrivium, a charitable foundation.
  - The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.46 to \$15.81, inclusive. The reporting person undertakes to provide to News
- (3) Corporation, any security holder of News Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.