

[illegible]

	Security					5)							Following Reported Transaction (s) (Instr. 4)	or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

**Signature of Reporting Person

12/09/2014

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.