
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE TO
(RULE 14D-100)**

**TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)**

News Corp

NEWS CORPORATION
(Parent of Offeror) (Name of Registrant as Specified In Its Charter)

MOVE, INC.
(Name of Subject Company)

MAGPIE MERGER SUB, INC.
(Offeror)
(Names of Filing Persons)

COMMON STOCK, \$0.001 PAR VALUE
(Title of Class of Securities)

62458M207
(CUSIP Number of Class of Securities)

Michael L. Bunder, Esq.
Senior Vice President, Deputy General Counsel and Corporate Secretary
News Corporation
1211 Avenue of the Americas
New York, NY 10036
United States
212-416-3400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

with copies to:

Howard L. Ellin, Esq.
Brandon Van Dyke, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, NY 10036
(212) 735-3000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$855,497,748	\$99,408.84

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 40,629,282 shares of common stock, par value \$0.001 per share (the "Shares"), of Move, Inc. ("Move") outstanding multiplied by the offer price of \$21.00 per share and (ii) 108,706 Shares underlying outstanding restricted stock awards held by non-employee directors multiplied by the offer price of \$21.00 per share. The calculation of the filing fee is based on information provided by Move as of October 13, 2014.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2015, issued August 29, 2014, by multiplying the Transaction Valuation by 0.0001162.

☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$99,408.84	Filing Party: News Corporation and Magpie Merger Sub, Inc.
Form or Registration No.: Schedule TO	Date Filed: October 15, 2014

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ third-party tender offer subject to Rule 14d-1.
- ☐ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

This Amendment No. 1 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by News Corporation, a Delaware corporation (“Parent”), and Magpie Merger Sub, Inc., a Delaware corporation (“Purchaser”) and a wholly owned indirect subsidiary of Parent, with the Securities and Exchange Commission on October 15, 2014 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the offer by Purchaser to purchase for cash all of the outstanding shares of common stock, par value \$0.001 per share (“Shares”), of Move, Inc., a Delaware corporation (“Move”), at a purchase price of \$21.00 per share, net to the seller in cash, without interest thereon and subject to any required withholding taxes, upon the terms and conditions set forth in the offer to purchase dated October 15, 2014 (the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal (the “Letter of Transmittal”), a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO, which, as each may be amended or supplemented from time to time, collectively constitute the “Offer.”

All the information set forth in the Offer to Purchase and the accompanying Letter of Transmittal, including all schedules thereto, is incorporated herein by reference in response to Items 1 through 9 and Item 11 of the Schedule TO, and is hereby amended and supplemented by the information specifically provided in this Amendment.

Capitalized terms used but not defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO.

Item 4. *Terms of the Transaction.*

The Offer to Purchase and Item 4 of the Schedule TO are hereby amended and supplemented by adding the following after the last sentence of the paragraph under the subheading “Determination of Validity” of Section 3 of the Offer to Purchase entitled “Procedures for Tendering Shares”:

“Tendering stockholders have the right to challenge our determination with respect to their Shares in a court of competent jurisdiction.”

Item 11. *Additional Information.*

The Offer to Purchase and Item 11 of the Schedule TO are hereby amended and supplemented by:

(1) deleting the last paragraph of Section 15 of the Offer to Purchase entitled “Conditions of the Offer” and replacing such paragraph with the following:

“The foregoing conditions are for the sole benefit of Parent and Purchaser (except for the Minimum Condition), may be asserted by Parent or Purchaser regardless of the circumstances giving rise to any such conditions (other than as a result of any action or inaction by Parent or Purchaser), and may be waived by Parent or Purchaser in whole or in part, at or prior to the expiration of the Offer, in their sole and absolute discretion (except for the Minimum Condition), in each case, subject to the terms of the Merger Agreement and applicable law, including the rules and regulations of the SEC. The failure by Parent or Purchaser at any time to exercise any of the foregoing rights will not be deemed a waiver of any such right and each such right will be deemed an ongoing right which may be asserted at any time and from time to time, at or prior to the expiration of the Offer (except for conditions relating to government regulatory approvals, which may be waived or asserted at any time prior to or subsequent to the expiration of the Offer). However, without the consent of Move, we are not permitted to (i) other than in the case of any equitable adjustment relating to any reclassification, stock split, stock dividend or recapitalization by the Company, decrease the Offer Price or change the form of consideration payable in the Offer, (ii) decrease the number of Shares sought to be purchased in the Offer, (iii) impose conditions on the Offer in addition to the Offer Conditions or amend any Offer Condition in a manner that is adverse to the holders of Shares, (iv) waive or amend the Minimum Condition, (v) amend any other term of the Offer in a manner that is adverse to the holders of Shares, (vi) extend or otherwise change the Expiration Date except as required or permitted by the terms of the Merger Agreement or (vii) provide a “subsequent offering period” within the meaning of Rule 14d-11 promulgated under the Exchange Act.”

and (2) adding the following at the end of Section 16 of the Offer to Purchase entitled “Certain Legal Matters; Regulatory Approvals”:

“Certain Litigation. On October 24, 2014, Jamie Suprina filed a purported class action lawsuit on behalf of Move stockholders in the Superior Court of the State of California in the County of Santa Clara against Move’s directors alleging, among other things, that the Move directors breached their fiduciary duties by allegedly agreeing to sell Move at an unfair and inadequate price and by allegedly failing to take steps to maximize the sales price of Move. The plaintiff further alleges that Move has failed to make adequate disclosures relating to the financial projections and analysis conducted by its investment bank and the background of the proposed transaction, although Move was not named as a defendant in the action. The complaint seeks to enjoin the merger and other equitable relief. The plaintiff also seeks attorneys’ and expert fees. Each of Move and the directors believe that the plaintiff’s purported claims against the directors lack merit and the directors intend to contest the respective claims against them vigorously. It is possible that additional similar complaints may be filed in the future. If this does occur, absent new or different allegations which are material, News does not intend to announce the filing of any similar complaints.”

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 30, 2014

MAGPIE MERGER SUB, INC.

By: /s/ Bedi Ajay Singh
Bedi Ajay Singh
Chief Financial Officer

NEWS CORPORATION (REGISTRANT)

By: /s/ Bedi Ajay Singh
Bedi Ajay Singh
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated October 15, 2014.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Press Release, issued by News Corporation and Move, Inc., dated September 30, 2014 (incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K filed by News Corporation with the Securities and Exchange Commission on September 30, 2014).*
(a)(1)(G)	Summary Advertisement as published in <i>The Wall Street Journal</i> on October 15, 2014.*
(d)(1)	Agreement and Plan of Merger, dated as of September 30, 2014, by and among News Corporation, Magpie Merger Sub, Inc. and Move, Inc. (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by News Corporation with the Securities and Exchange Commission on September 30, 2014).*
(d)(2)	NAR Tender and Support Agreement, dated as of September 30, 2014, by and among News Corporation, Magpie Merger Sub, Inc. and the National Association of Realtors® (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed by News Corporation with the Securities and Exchange Commission on September 30, 2014).*
(d)(3)	Form of Executive Tender and Support Agreement, dated as of September 30, 2014, by and among News Corporation, Magpie Merger Sub, Inc. and certain officers of Move, Inc. (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by News Corporation with the Securities and Exchange Commission on September 30, 2014).*
(g)	None.
(h)	None.

* Previously filed

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October 30, 2014

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VIA HAND AND BY EDGAR

Nicholas P. Panos
Senior Special Counsel
Securities and Exchange Commission
Division of Corporation Finance
100 F Street N.E.
Washington, D.C. 20549

RE: Move, Inc.
Schedule TO-T
Filed October 15, 2014 by News Corporation
File No. 5-58289 (the "Schedule TO")

Dear Mr. Panos:

On behalf of our client, News Corporation, a Delaware corporation (the "Company"), set forth below are responses to the comments (the "Comments") of the Staff of the Office of Mergers & Acquisitions, Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC" or the "Commission") set forth in the Staff's letter of October 22, 2014 (the "Comment Letter") with respect to the Schedule TO. In connection with this letter responding to the Comment Letter, the Company is concurrently filing Amendment No. 1 to the Schedule TO (the "Amendment") and is enclosing six courtesy copies of the Amendment.

For the convenience of the Staff, the Company has restated in this letter each of the Comments in bold and numbered each of the responses to correspond with the numbers of the Comments in the Comment Letter. Capitalized terms used and not defined have the meanings given in the Schedule TO. All references to page numbers and captions correspond to the page numbers included in the Schedule TO, unless otherwise indicated.

Section 3. Procedures for Tendering Shares, page 15

Comment No. 1

We notice the assertion on page 17 that determinations made by the bidder regarding the validity of tenders will be final and binding. Please revise to indicate that security holders may challenge the bidder's determination in a court of competent jurisdiction.

Response to Comment No. 1

The Company acknowledges the Staff's comment and in response has revised the disclosure on page 17 of the Schedule TO, pursuant to the Amendment, by adding the following sentence to the end of the paragraph labeled *Determination of Validity*:

"Tendering stockholders have the right to challenge our determination with respect to their Shares in a court of competent jurisdiction."

Section 15. Conditions of the Offer, page 48

Comment No. 2

We note the representation on page 49 that the bidders may assert the conditions regardless of the circumstances giving rise to such conditions. Please revise to remove the implication that the offer conditions may be triggered though action or inaction by the bidders.

Response to Comment No. 2

The Company acknowledges the Staff's comment and in response has revised the disclosure on page 49 of the Schedule TO, pursuant to the Amendment, by adding the parenthetical marked in italicized and underlined text to the following sentence:

"The foregoing conditions are for the sole benefit of Parent and Purchaser (except for the Minimum Condition), may be asserted by Parent or Purchaser regardless of the circumstances giving rise to any such conditions (*other than as a result of any action or inaction by Parent or Purchaser*), and may be waived by Parent or Purchaser in whole or in part at any time and from time to time in their sole and absolute discretion (except for the Minimum Condition), in each case, subject to the terms of the Merger Agreement and applicable law, including the rules and regulations of the SEC.

Comment No. 3

To the extent an offer condition is triggered, and such condition is not asserted to terminate the offer or not waived, the decision to proceed with the offer is interpreted by us as a waiver of such condition. Accordingly, please revise the language on page 50 which states that “each such right will be deemed an ongoing right which may be asserted at any time and from time to time” regardless of the bidders’ failure to exercise such rights.

Response to Comment No. 3

The Company acknowledges the Staff’s comment and in response has revised the disclosure on page 50 of the Schedule TO by adding the italicized and underlined text to the following sentences:

“The foregoing conditions are for the sole benefit of Parent and Purchaser (except for the Minimum Condition), may be asserted by Parent or Purchaser regardless of the circumstances giving rise to any such conditions, and may be waived by Parent or Purchaser in whole or in part at any time and from time to time, at or prior to the expiration of the Offer, in their sole and absolute discretion (except for the Minimum Condition), in each case, subject to the terms of the Merger Agreement and applicable law, including the rules and regulations of the SEC. The failure by Parent or Purchaser at any time to exercise any of the foregoing rights will not be deemed a waiver of any such right and each such right will be deemed an ongoing right which may be asserted at any time and from time to time, at or prior to the expiration of the Offer (except for conditions relating to government regulatory approvals, which may be waived or asserted at any time prior to or subsequent to the expiration of the Offer).”

Nicholas Panos
Securities and Exchange Commission
October 30, 2014
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* * * * *

Please contact the undersigned at 212-735-3743 should you require further information or have any questions.

Very truly yours,

/s/ Brandon Van Dyke
Brandon Van Dyke

cc: Lisa M. Kohl, Attorney-Adviser, SEC
Michael Bunder, Senior Vice President and Deputy General Counsel, News Corporation
Howard Ellin, Skadden, Arps, Slate, Meagher & Flom LLP

News Corp

October 30, 2014

VIA HAND AND BY EDGAR

Nicholas P. Panos
Senior Special Counsel
Securities and Exchange Commission
Division of Corporation Finance
100 F Street N.E.
Washington, D.C. 20549

RE: Move, Inc.
Schedule TO-T
Filed October 15, 2014 by News Corporation
File No. 5-58289 (the "Schedule TO")

Dear Mr. Panos:

As a supplement to the response letter delivered to the SEC on October 30, 2014 (the "Response Letter"), we hereby acknowledge to the Staff of the Office of Mergers & Acquisitions, Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC" or the "Commission") that:

- The offeror is responsible for the adequacy and accuracy of the disclosure in the filing;
- Staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the offeror may not assert Staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Nicholas P. Panos
Securities and Exchange Commission
October 30, 2014
Page 2

* * * * *

Please contact the undersigned at 212-416-4200 should you require further information or have any questions.

Very truly yours,

/s/ Michael Bunder
Michael Bunder

cc: Lisa M. Kohl, Attorney-Adviser, SEC
Howard Ellin, Skadden, Arps, Slate, Meagher & Flom LLP
Brandon Van Dyke, Skadden, Arps, Slate, Meagher & Flom LLP