

Stock-Settled Restricted Share Units	(3)	08/15/2014		M		13,239 (4)	08/15/2014	08/15/2014	Class A Common Stock	13,239	(1)	0	D
Stock-Settled Performance Share Units	(3)	08/15/2014		M		34,798 (5)	08/15/2014	08/15/2014	Class A Common Stock	34,798	(2)	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halpin Kevin c/o News Corporation 1211 Avenue of the Americas New York, NY 10036			Deputy Chief Financial Officer	

Signatures

/s/ Kenneth C. Mertz as Attorney-in-Fact for Kevin Halpin

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 stock-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 stock-settled performance share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.

(3) 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.

(4) 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").

(5) 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.