

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.