



				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(Instr. 4)	
Cash-Settled Restricted Share Units <sup>(3)</sup>	<sup>(4)</sup>	08/15/2014		M			52,276 <sup>(5)</sup>	08/15/2014	08/15/2014	Class A Common Stock	52,276	<sup>(1)</sup>	0	D	
Cash-Settled Performance Share Units <sup>(3)</sup>	<sup>(4)</sup>	08/15/2014		M			134,782 <sup>(6)</sup>	08/15/2014	08/15/2014	Class A Common Stock	134,782	<sup>(2)</sup>	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomson Robert J c/o News Corporation 1211 Avenue of the Americas New York, NY 10036	X		Chief Executive Officer	

## Signatures

/s/ Kenneth C. Mertz as Attorney-in-Fact for Robert J. Thomson

<sup>(1)</sup>Signature of Reporting Person

08/19/2014

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).

<sup>(1)</sup> The cash-settled restricted share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.

<sup>(2)</sup> The cash-settled performance share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.

<sup>(3)</sup> The Compensation Committee of the Board of Directors of News Corporation determined to settle the Reporting Person's awards, which previously were to be settled in shares of News Corporation's Class A Common Stock, in cash.

<sup>(4)</sup> 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.

<sup>(5)</sup> 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").

<sup>(6)</sup> 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.

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