

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NEWS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

46-2950970

(I.R.S. Employer Identification No.)

1211 Avenue of the Americas

New York, New York 10036

(Address of Principal Executive Offices)

News Corporation 2013 Long-Term Incentive Plan

(Full Title of the Plan)

Michael L. Bunder

Senior Vice President, Deputy General Counsel and Corporate Secretary

1211 Avenue of the Americas

New York, New York 10036

Telephone: (212) 416-3400

(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share	20,000,000	\$ 13.73	\$ 274,600,000	\$ 35,643.08

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of Class A common stock, par value \$0.01 per share (the “Class A Common Stock”), which become issuable by reason of any stock split, stock dividend or similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant’s outstanding shares of Class A Common Stock.
- (2) Estimated solely for the purpose of computing the amount of registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act based on the average of the high and low prices of the registrant’s Class A Common Stock reported on the Nasdaq Global Select Market on February 3, 2020.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed in accordance with General Instruction E to Form S-8 solely to register the issuance of an aggregate of up to 20,000,000 additional shares of common stock of News Corporation (the “Company”) available for issuance under the News Corporation 2013 Long-Term Incentive Plan, as amended and restated (the “Plan”). The Company previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the “SEC”) on July 12, 2013 (File No. 333-189932) covering 30,000,000 shares of Common Stock authorized for issuance under the Plan (the “Prior Registration Statement”). Except as supplemented by the information set forth herein, the contents of the Prior Registration Statement are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
4.1	Third Amended and Restated Rights Agreement, dated as of June 18, 2018, between News Corporation and Computershare Trust Company, N.A., as Rights Agent. (Incorporated by reference to Exhibit 4.1 to the Current Report of News Corporation on Form 8-K (File No. 001-35769) filed with the Securities and Exchange Commission on June 18, 2018.)
5.1	Opinion of Gibson, Dunn & Crutcher LLP.*
23.1	Consent of Gibson, Dunn & Crutcher (contained in Exhibit 5.1).*
23.2	Consent of Ernst & Young LLP.*
24.1	Power of Attorney (included as part of signature page).*
99.1	News Corporation 2013 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.1 to the Current Report of News Corporation on Form 8-K (File No. 001-35769) filed with the Securities and Exchange Commission on November 20, 2019.)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 7, 2020.

NEWS CORPORATION

By: /s/ Robert J. Thomson
Robert J. Thomson
Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints each of Robert J. Thomson, Susan Panuccio and Michael L. Bunder his or her attorney-in-fact, with power of substitution, in his or her name and in the capacity indicated below, to sign any and all further amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 7, 2020.

Signature	Title
<u>/s/ Robert J. Thomson</u> Robert J. Thomson	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Susan Panuccio</u> Susan Panuccio	Chief Financial Officer (Principal Financial Officer & Principal Accounting Officer)
<u>/s/ K. Rupert Murdoch</u> K. Rupert Murdoch	Executive Chairman
<u>/s/ Lachlan K. Murdoch</u> Lachlan K. Murdoch	Co-Chairman
<u>/s/ Kelly Ayotte</u> Kelly Ayotte	Director
<u>/s/ José María Aznar</u> José María Aznar	Director
<u>/s/ Natalie Bancroft</u> Natalie Bancroft	Director
<u>/s/ Peter L. Barnes</u> Peter L. Barnes	Director
<u>/s/ Joel I. Klein</u> Joel I. Klein	Director
<u>/s/ James R. Murdoch</u> James R. Murdoch	Director
<u>/s/ Ana Paula Pessoa</u> Ana Paula Pessoa	Director
<u>/s/ Masroor Siddiqui</u> Masroor Siddiqui	Director

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
Tel 202.955.8500
www.gibsondunn.com

February 7, 2020

News Corporation
1211 Avenue of the Americas
New York, New York 10036

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “Registration Statement”), of News Corporation, a Delaware corporation (the “Company”) filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), in connection with the offering by the Company of up to 20,000,000 additional shares of the Company’s Class A common stock, par value \$0.01 per share (the “Common Stock”), issuable to eligible individuals under the Company’s 2013 Long-Term Incentive Plan, as amended and restated (the “Plan”).

We have examined the Plan and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Common Stock issuable under the Plan, when issued and sold in accordance with the terms of the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

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New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the News Corporation 2013 Long-Term Incentive Plan, as amended, of our report dated August 13, 2019, with respect to the consolidated financial statements of News Corporation and the effectiveness of internal control over financial reporting of News Corporation included in its Annual Report on Form 10-K for the year ended June 30, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
February 7, 2020
