

NEWS CORP  
Form 8-K  
September 28, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**September 28, 2012**

**DATE OF REPORT**

**(DATE OF EARLIEST EVENT REPORTED)**

**NEWS CORPORATION**

**(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

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**Delaware**  
(STATE OR OTHER JURISDICTION)

**001-32352**  
(COMMISSION)

**26-0075658**  
(IRS EMPLOYER)

OF INCORPORATION)

FILE NO.)

IDENTIFICATION NO.)

**1211 Avenue of the Americas, New York, New York 10036**

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

**(212) 852-7000**

(REGISTRANT S TELEPHONE NUMBER, INCLUDING AREA CODE)

**NOT APPLICABLE**

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.03 Material Modification to the Rights of Security Holders.**

In advance of the annual meeting of stockholders of News Corporation (the Company), on September 28, 2012, the Audit Committee of the Company's Board of Directors reduced the previously-announced suspension of voting rights of shares of Class B Common Stock, par value \$0.01 per share, held by stockholders who are not U.S. citizens from 50% to 40%.

A copy of the Company's Notice to Holders of News Corporation Class B Common Stock issued by the Company is attached hereto as Exhibit 4.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Notice to Holders of News Corporation Class B Common Stock, dated September 28, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWS CORPORATION

(REGISTRANT)

By: /s/ Janet Nova  
Janet Nova  
Senior Vice President and

Deputy General Counsel

Dated: September 28, 2012

**Exhibit Index**

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