

NEWS CORP  
Form DEFA14A  
September 28, 2012

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

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by a Party other than the Registrant

Filed by the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

**News Corporation**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.



3) Filing Party:

4) Date Filed:

*On September 28, 2012, News Corporation issued the following Notice to Holders of News Corporation Class B Common Stock.*

**ALL DEPOSITORIES, NOMINEES, BROKERS AND OTHERS:  
PLEASE FACILITATE THE TRANSMISSION OF THIS NOTICE  
TO ALL BENEFICIAL OWNERS  
NOTICE TO THE HOLDERS OF  
NEWS CORPORATION  
CLASS B COMMON STOCK (CUSIP 65248E203)**

September 28, 2012

Dear Stockholder:

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

Based on its assessment of the information currently reasonably available to the *Company*, the *Committee* determined that approximately 32% of the *Class B Common Stock* is owned by *Non-U.S. Stockholders*; and the combined ownership of *Class A Common Stock*, par value \$0.01 per share (*Class A Common Stock*), and *Class B Common Stock* by *Non-U.S. Stockholders* has increased by more than 1% but remains less than 25% of the combined outstanding shares of *Class A Common Stock* and *Class B Common Stock*.

Pursuant to a previously-announced agreement with the *Company* not to vote or provide voting instructions with respect to a portion of the shares of *Class B Common Stock* they own during the period of the voting rights suspension, the aggregate percentage vote of the Murdoch Family Trust and K. Rupert Murdoch will remain at 39.7% of the outstanding shares of *Class B Common Stock* not subject to the suspension of voting rights.

Accordingly, as of September 26, 2012, the voting record date for the *Company*'s Annual Meeting to be held on October 16, 2012, there were 696,122,621 shares of *Class B Common Stock* outstanding and entitled to vote at the Annual Meeting.

**Questions**

If you have any questions, please contact the *Company*'s Transfer Agent at:

Computershare Investor Services LLC

For callers within the U.S. 877 277 9781

For callers outside the U.S. +1 781 575 2879

Or the *Company*'s Australian Share Registrar at:

Computershare Investor Services Pty Ltd

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For callers within Australia 1300 556 239

For callers outside Australia +61 3 9415 4167

**1211 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10036 [newscorp.com](http://newscorp.com)**