

NEWS CORP
Form 8-K
October 16, 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

October 16, 2012

DATE OF REPORT

(DATE OF EARLIEST EVENT REPORTED)

NEWS CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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(STATE OR OTHER JURISDICTION

(COMMISSION FILE NO.)

(IRS EMPLOYER

OF INCORPORATION)

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

IDENTIFICATION NO.)

(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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

News Corporation (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on October 16, 2012. A brief description of the matters voted upon at the Annual Meeting and the results of the voting on such matters is set forth below.

Proposal 1: The following individuals were elected as directors:

| Name | For | Against | Abstain | Broker Non-Votes |
|---------------------------|-------------|-------------|-----------|------------------|
| José María Aznar | 502,171,304 | 11,192,800 | 1,901,679 | 14,381,780 |
| Natalie Bancroft | 403,624,066 | 106,106,195 | 5,535,522 | 14,381,780 |
| Peter L. Barnes | 499,808,570 | 13,556,528 | 1,900,685 | 14,381,780 |
| James W. Breyer | 503,389,086 | 9,945,940 | 1,930,757 | 14,381,780 |
| Chase Carey | 503,271,795 | 8,623,145 | 3,370,843 | 14,381,780 |
| Elaine L. Chao | 504,823,672 | 8,539,312 | 1,902,799 | 14,381,780 |
| David F. DeVoe | 461,410,851 | 48,349,689 | 5,505,243 | 14,381,780 |
| Viet Dinh | 502,549,703 | 10,797,815 | 1,918,265 | 14,381,780 |
| Sir Roderick I. Eddington | 454,676,964 | 58,733,944 | 1,854,875 | 14,381,780 |
| Joel I. Klein | 496,562,384 | 16,806,546 | 1,896,853 | 14,381,780 |
| James R. Murdoch | 423,426,114 | 86,340,339 | 5,499,330 | 14,381,780 |
| K. Rupert Murdoch | 487,496,875 | 18,391,767 | 9,377,141 | 14,381,780 |
| Lachlan K. Murdoch | 406,293,104 | 107,159,836 | 1,812,843 | 14,381,780 |
| Álvaro Uribe | 509,755,810 | 3,603,606 | 1,906,367 | 14,381,780 |

Following the Annual Meeting, the Board of Directors of the Company (the Board) approved changes to the membership of the Committees of the Board. The current membership of each of the Committees of the Board can be found at http://www.newscorp.com/corp_gov/bc.html.

Proposal 2: A proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013 passed and was voted upon as follows:

| | |
|-------------------|-------------|
| For: | 518,005,758 |
| Against: | 9,732,804 |
| Abstain: | 1,909,001 |
| Broker Non-Votes: | 0 |

Proposal 3: A proposal to approve, on an advisory, nonbinding basis, executive compensation passed and was voted upon as follows:

| | |
|-------------------|-------------|
| For: | 371,552,875 |
| Against: | 140,387,969 |
| Abstain: | 3,324,939 |
| Broker Non-Votes: | 14,381,780 |

Proposal 4: A stockholder proposal to adopt a policy that the Chairman of the Board of Directors be an independent director was voted upon as follows:

| | |
|-------------------|-------------|
| For: | 156,615,065 |
| Against: | 356,720,056 |
| Abstain: | 1,930,662 |
| Broker Non-Votes: | 14,381,780 |

Proposal 5: A stockholder proposal to adopt simple majority vote was voted upon as follows:

| | |
|------|------------|
| For: | 59,277,700 |
|------|------------|

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| | |
|-------------------|-------------|
| Against: | 453,722,581 |
| Abstain: | 2,265,502 |
| Broker Non-Votes: | 14,381,780 |

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Proposal 6: A stockholder proposal to eliminate the Company's dual class capital structure was voted upon as follows:

| | |
|-------------------|-------------|
| For: | 147,859,882 |
| Against: | 365,441,125 |
| Abstain: | 1,964,776 |
| Broker Non-Votes: | 14,381,780 |

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: October 16, 2012