

TWENTY-FIRST CENTURY FOX, INC.

Form 8-K

December 15, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 15, 2016**

**Twenty-First Century Fox, Inc.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-32352**

**Delaware**  
**(State of other jurisdiction**

**26-0075658**  
**(IRS Employer**

**of incorporation)**

**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)**

**(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)

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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 7.01 Regulation FD Disclosure.**

On December 15, 2016, Twenty-First Century Fox, Inc. (the Company ) issued an announcement pursuant to Rule 2.7 of the UK City Code on Takeovers and Mergers (the UK Announcement ) disclosing the terms of an offer (the Offer ) by the Company to acquire the fully diluted share capital of Sky plc ( Sky ) which it and its affiliates do not already own at a price of £10.75 per share, payable in cash, subject to certain payments of dividends as further described in the UK Announcement as well as the press release issued by the Company related to the Offer, which is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K is being furnished solely to satisfy the requirements of Regulation FD in light of the disclosure. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available.

The information in this Current Report on Form 8-K and the exhibit attached hereto is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth in such filing.

**ITEM 9.01. Financial Statements and Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release of Twenty-First Century Fox, Inc., dated December 15, 2016.

**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.

TWENTY-FIRST CENTURY FOX, INC.

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

Deputy Group General Counsel

Dated: December 15, 2016

**EXHIBIT INDEX**

**Exhibit**

**No.**

**Description**

99.1

Press release of Twenty-First Century Fox, Inc., dated December 15, 2016.