

**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

November 15, 2017
DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED)

News Corp

NEWS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER JURISDICTION
OF INCORPORATION)

001-35769
(COMMISSION FILE NO.)

46-2950970
(IRS EMPLOYER
IDENTIFICATION NO.)

1211 Avenue of the Americas, New York, New York 10036
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(212) 416-3400
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act. ☐

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 November 15, 2017. A brief description of the matters voted upon at the Annual Meeting and the voting results on such matters is set forth below.

Proposal 1: The following individuals were elected to serve as Directors of the Company:

Name	For	Against	Abstain	Broker Non-Votes
K. Rupert Murdoch	159,315,880	11,814,522	527,584	1,702,331
Lachlan K. Murdoch	142,137,495	29,056,307	464,184	1,702,331
Robert J. Thomson	162,053,222	9,252,283	352,481	1,702,331
Kelly Ayotte	165,103,803	6,201,143	353,040	1,702,331
José María Aznar	149,854,781	21,336,478	466,727	1,702,331
Natalie Bancroft	138,112,173	33,256,251	289,562	1,702,331
Peter L. Barnes	155,398,225	15,791,644	468,117	1,702,331
Joel I. Klein	159,382,832	11,921,712	353,442	1,702,331
James R. Murdoch	126,168,245	44,963,248	526,493	1,702,331
Ana Paula Pessoa	162,378,015	8,926,835	353,136	1,702,331
Masroor Siddiqui	162,286,624	9,017,121	354,241	1,702,331

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, 2018 passed:

For:	172,242,213
Against:	764,888
Abstain:	353,216

Proposal 3: A proposal to approve, on an advisory, nonbinding basis, the Company's executive compensation passed:

For:	158,821,669
Against:	12,542,529
Abstain:	293,788
Broker Non-Votes:	1,702,331

ITEM 7.01 REGULATION FD DISCLOSURE

On November 15, 2017, K. Rupert Murdoch, the Company's Executive Chairman, and Robert Thomson, the Company's Chief Executive, addressed stockholders at the Annual Meeting. A copy of Messrs. Murdoch's and Thomson's remarks prepared for the Annual Meeting is furnished as Exhibit 99.1 hereto.

The information under this caption Item 7.01, including information furnished in any related exhibit, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
99.1	<u>Remarks of the Executive Chairman and the Chief Executive prepared for the Company's Annual Meeting of Stockholders.</u>

SIGNATURES

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

NEWS CORPORATION
(REGISTRANT)

By: /s/ Michael L. Bunder
Michael L. Bunder
Senior Vice President, Deputy General Counsel and
Corporate Secretary

Dated: November 15, 2017



**Remarks of the Executive Chairman and the Chief Executive
for the Annual Meeting of Stockholders**
November 15, 2017

EXECUTIVE CHAIRMAN:

The world today is defined and challenged by disruption of many kinds, and in this world, News Corp is experiencing constant digital transformation, as well as making smart investments with sustainable strategies for growth.

We recognize the power of our own audiences and assets, and the importance of our journalism. We are developing new platforms to bring those assets to bear for the benefit of advertisers, who need conducive environments for advertisements and reliable metrics with which to measure their effectiveness.

I am proud of what the people of News Corp have accomplished, from the impressive growth of our digital real estate businesses around the world to the successes of our major mastheads, all delivering fast and factual news to readers when and where they want it. Such quality journalism is in greater demand than ever.

We also bring to readers and consumers the books they love, coupons to save money, and the sports and entertainment they enjoy on television, radio and online.

And the technological innovations and cultural energy of our own start-up digital enterprises are imbuing expertise and insights throughout our company.

In all these ways, News Corp is providing valuable benefits to people and organizations the world over. And in so doing, we continue on the path toward profitable growth to the benefit of our employees, clients and shareholders.

CHIEF EXECUTIVE:

In fiscal year 2017, News Corp achieved tangible improvement in profitability, powered by the fast-growing Digital Real Estate Services segment, monetizing premium content, and increasing operating efficiencies.

Since the birth of the new News Corp in 2013, which has built on the provenance and principles of the original News Corporation, we have been assertively digital, and have led the global awakening and reckoning on the value of content, by word and by deed, at a time of profound change in our markets and in society.

That strategy continues to pay off, as evidenced by our full year results, and by the strong performance in the first quarter of the current fiscal year, in which every segment of the company saw an increase in profitability.

Digital Real Estate

During fiscal 2017, digital real estate continued to deliver on its potential, as a strong source of growth and in its rapidly expanding contribution to Total Segment EBITDA.

At both REA and Move, we were pleased to see increased traffic, improved engagement, and continuing revenue growth.

News and Information Services

The Wall Street Journal saw strong digital growth, reaching nearly 1.3 million digital subscribers, up almost 70% in the past two years. Our Professional Information business gained in strength, with Risk and Compliance delivering a strong performance and a healthy sales pipeline. At the *New York Post*, digital ad revenue more than offset declines in print advertising for two straight fiscal years.

On the other side of the globe, we saw particular success at *The Australian*, where readership burgeoned to nearly half a million a day, resulting in higher revenues. Meanwhile, news.com.au is the number one news brand in Australia, according to Nielsen.

In the U.K., *The Times* was the only national newspaper to show print circulation growth in the fourth quarter, and continues to build digital subscribers. Digitally, *The Sun* is fast closing the gap with the *Mail* in the U.K., more than doubling our global monthly unique visitors in the past year.

The integration of Wireless Group, which connected *The Sun*'s sports devotees with its flagship station, talkSPORT, is proceeding apace and the complementarity between the platforms is already clear.

News America Marketing stabilized its business in fiscal year 2017 thanks to the impressive performance of its in-store offerings – point of purchase is even more important than point of sale.

Book Publishing

Book publishing has flourished, as HarperCollins showed its understanding of the American heartland, underscored by such best-selling titles as *The Magnolia Story* by Chip and Joanna Gaines, and J.D. Vance's *Hillbilly Elegy*. At this moment, we have a category number one in the U.S. with Rhee Drummond, and the number one book overall in Australia with Jimmy Barnes and the same in the U.K. with David Walliams.

Cable Network Programming

Returning to Australia, FOX SPORTS Australia secured its market-leading position through the extension of A-League soccer rights, and successfully launched the Fox League channel, its dedicated Rugby League offering. Foxtel has undergone a major brand refresh, which has coincided with the rollout of Foxtel Now. Foxtel has complemented that with the launch of a dedicated low-cost IP box.

In August, News Corp and Telstra announced their intention to combine Foxtel and FOX SPORTS Australia into a new company, which we expect to unlock value for News Corp shareholders and align ownership and management for success at a time when scale is important and Australians are consuming premium content across a range of platforms.

Standing Up to the Digital Duopoly

No review of fiscal 2017 would be complete without noting the global impact of our principled stand on intellectual property and the responsibility of the digital duopoly to recognize the provenance of premium content. It is crucial that algorithms are not used to discriminate against quality journalism or be a weapon of censorship.

As a result of our efforts, we have begun working with Facebook and Google on a subscription mechanic, and Google has finally terminated "First Click Free," an important step in letting consumers find valuable journalism. We will closely monitor the effects of this significant change in coming months.

Conclusion

Reflecting on the year, we are more confident than ever in the power of content and connectivity. Whether it is the news of the day, the match of the week, the book of the year, or the home of a lifetime, we are dedicated to informing and inspiring our readers, visitors and customers. We are looking forward to the coming year with much confidence in the prospects for our employees, our partners and our shareholders.

Cautionary Statement Concerning Forward-Looking Statements

This document contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's views and assumptions regarding future events and business performance as of the time the statements are made. Actual results may differ materially from these expectations due to changes in global economic, business, competitive market and regulatory factors. More detailed information about these and other factors that could affect future results is contained in our filings with the Securities and Exchange Commission. The "forward-looking statements" included in this document are made only as of the date of this document and we do not have any obligation to publicly update any "forward-looking statements" to reflect subsequent events or circumstances, except as required by law.