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TWENTY-FIRST CENTURY FOX, INC. Form 4 August 19, 2013 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DEVOE DAVID F Issuer Symbol TWENTY-FIRST CENTURY FOX, (Check all applicable) INC. [FOX] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) C/O TWENTY-FIRST CENTURY 08/15/2013 FOX, INC., 1211 AVENUE OF THE **AMERICAS** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10036 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Transaction Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Class A Common 08/15/2013 Μ 30,260 А (1) 34,340 D Stock Class A Common 08/15/2013 F 14,893 D 19,447 D Stock Class A Common D 08/15/2013 D 15,367 4,080 D 32 27 Stock

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Class A Common Stock	08/15/2013	М	230,461	А	<u>(2)</u>	234,541	D
Class A Common Stock	08/15/2013	F	118,848	D	\$ 32.27	115,693	D
Class A Common Stock	08/15/2013	D	111,613	D	\$ 32.27	4,080	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Cash-settled restricted share units	<u>(3)</u>	08/15/2013		М	30,260 (4)	08/15/2013	08/15/2013	Class A Common Stock	30
Cash-settled performance share units	<u>(3)</u>	08/15/2013		М	230,461 (5)	08/15/2013	08/15/2013	Class A Common Stock	23(

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
DEVOE DAVID F C/O TWENTY-FIRST CENTURY FOX, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Х				

Signatures

/s/ Laura A. Cleveland as Attorney-in-Fact for David F. DeVoe

**Signature of Reporting Person

08/19/2013

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The cash-settled restricted share units were deemed to have settled for an equivalent number of shares of the Twenty-First Century Fox, Inc.'s Class A Common Stock.
- (2) The cash-settled performance share units were deemed to have settled for an equivalent number of shares of the Twenty-First Century Fox, Inc.'s Class A Common Stock.
- (3) 1 for 1

The number of restricted share units reported herein was adjusted in connection with the separation (the "Separation") of News Corporation from Twenty-First Century Fox, Inc. on June 28, 2013. The adjustment was based on the ratio of the pre-Separation closing

(4) Corporation from Twenty-First Century Fox, Inc. on June 20, 2013. The adjustment was based on the Facto of the pre-separation end price on June 28, 2013 of Twenty-First Century Fox, Inc.'s Class A common stock and the volume-weighted average price of Twenty-First Century Fox, Inc. Class A common stock on July 1, 2013 (the "Conversion Ratio").

The number of performance share units reported herein reflects the adjustment in connection with the Separation based on the Conversion Ratio as well as Twenty First Century Fox. Inc is achievement of the determined performance measures over the three year performance

(5) Ratio as well as Twenty-First Century Fox, Inc.'s achievement of pre-determined performance measures over the three-year performance period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.