

TWENTY-FIRST CENTURY FOX, INC.  
Form S-8 POS  
May 08, 2014

As filed with the Securities and Exchange Commission on May 8, 2014

Registration No. 333-145925

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-4 ON**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**TWENTY-FIRST CENTURY FOX, INC.**

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

**Delaware** **26-0075658**  
**(State or other jurisdiction of** **(I.R.S. Employer**  
**incorporation or organization)** **Identification No.)**  
**1211 Avenue of the Americas, New York, New York 10036**

**(Address of principal executive offices) (Zip code)**

**Dow Jones 1991 Stock Option Plan**

**Dow Jones 1997 Long Term Incentive Plan**

**Dow Jones 1998 Stock Option Plan**

**Dow Jones 2001 Long-Term Incentive Plan**

**Marketwatch 1998 Equity Incentive Plan**

**Marketwatch 2004 Stock Incentive Plan**

**Screaming Media 1999 Stock Option Plan**

**Concerto Technologies 1995 Stock Plan**

**(Full title of the plan)**

**Janet Nova, Esq.**

**Executive Vice President and Deputy Group General Counsel**

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

**1211 Avenue of the Americas**

**New York, New York 10036**

**(212) 852-7000**

**(Name, address and telephone number of agent for service)**

**Copy to:**

**Amy Bowerman Freed, Esq.**

**Hogan Lovells US LLP**

**875 Third Avenue**

**New York, New York 10022**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

Twenty-First Century Fox, Inc. (formerly known as News Corporation) (the Company ) is filing this post-effective amendment (the Post-Effective Amendment ) to deregister certain shares of the Company's Class A Common Stock ( Common Stock ) originally registered by the Company pursuant to the Registration Statement on Form S-4, as amended (Registration Statement No. 333-145925) registering 7,661,286 shares of Common Stock pursuant to the plans listed on the cover of this Post-Effective Amendment (collectively, the Dow Jones Plans ).

No new securities will be offered under the Dow Jones Plans. In accordance with the undertaking contained in the Registration Statements pursuant to Item 512 of Regulation S-K, these Post-Effective Amendments are being filed to deregister and remove all of the previously registered securities under the Registration Statements that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478(a)(4) thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 8th day of May, 2014.

**TWENTY-FIRST CENTURY FOX, INC.**

By: /s/ John P. Nallen  
John P. Nallen  
Senior Executive Vice President and  
Chief Financial Officer