

Halpin Kevin  
Form 4  
August 17, 2018

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Halpin Kevin

(Last) (First) (Middle)

C/O NEWS CORPORATION, 1211 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NEWS CORP [NWS]

3. Date of Earliest Transaction (Month/Day/Year)  
08/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Deputy Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |        |        |   |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|--------|---|---|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |        |        |   |   |  |
| Class A Common Stock            | 08/15/2018                           |  | M                              |   | 20,142  | A  | Ⓛ   | 30,142 | D      |   |   |  |
| Class A Common Stock            | 08/15/2018                           |  | F                              |   | 7,605<br>(2)  | D  | \$  | 13.69  | 22,537 | D |   |  |
| Class A Common Stock            | 08/15/2018                           |  | M                              |   | 12,174  | A  | Ⓛ   | 34,711 |        | D |   |  |
| Class A Common                  | 08/15/2018                           |  | F                              |   | 5,962<br>(2)  | D  | \$  | 13.69  | 28,749 |   | D |  |

Stock

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.** SEC 1474 (9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock-Settled Performance Stock Units      | (3)  | 08/15/2018                           |  | M                              | 20,142  | 08/15/2018 08/15/2018                                    | Class A Common Stock  | 20,                           |
| Stock-Settled Performance Stock Units      | (3)  | 08/15/2018                           |  | M                              | 12,174  | 08/15/2018 08/15/2018                                    | Class A Common Stock  | 12,                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Halpin Kevin<br>C/O NEWS CORPORATION<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | Deputy Chief Financial Officer |       |

## Signatures

/s/ Kenneth C. Mertz as Attorney-in-Fact for Kevin Halpin  
 \*\*Signature of Reporting Person  
 08/17/2018  
 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)

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The stock-settled performance stock units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.

- (2) Represents shares withheld upon vesting of stock-settled performance stock units to satisfy tax withholding obligation.
- (3) Each stock-settled performance stock unit is the economic equivalent of one share of News Corporation's Class A Common Stock.

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