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NEWS CORP
Form 8-K
September 08, 2005

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) September 8, 2005
(September 8, 2005)

NEWS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

001-32352

26-0075658

(State or other jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1211 Avenue of the Americas
New York, NY

10036

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 212-852-7000

(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 (see General Instruction A.2. below):

- 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))

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Item 8.01. Other Events

On September 8, 2005, News Corporation (the "Company") announced that its wholly owned subsidiaries, Fox Interactive Media, Inc. ("Fox Interactive") and Indigo Acquisition Corporation ("Merger Sub"), entered into an Agreement and Plan of Merger, dated as of September 7, 2005 (the "Merger Agreement"), with IGN Entertainment, Inc. ("IGN"), pursuant to which, on the terms and subject to the conditions of the Merger Agreement, Fox Interactive has agreed to acquire IGN for approximately \$650 million in cash. The acquisition will be accomplished through the merger (the "Merger") of Merger Sub with and into IGN, with IGN as the surviving corporation. The Merger is subject to certain closing conditions, including the receipt of required regulatory approvals.

Reference is hereby made to the joint press release regarding the Merger, which is attached as Exhibit 99.1 hereto, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release, dated September 8, 2005, announcing the execution of the Merger Agreement

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.

News Corporation

By: /s/ Lawrence A. Jacobs

Name: Lawrence A. Jacobs
Title: Senior Executive Vice President and Group
General Counsel

Date: September 8, 2005

EXHIBIT INDEX

| Exhibit No. ----- | Document ----- |
|----------------------|--|
| 99.1 | Press Release, dated September 8, 2005, announcing the execution of the Merger Agreement |