

NEWS CORP
Form DEFA14A
April 30, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

News Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each Class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- 1) Amount previously paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 11, 2013.**

NEWS CORPORATION

Meeting Information

Meeting Type: Special Meeting
For holders as of: April 19, 2013
Date: June 11, 2013 **Time:** 10:00 a.m. (Eastern Time)
Location: Citi Auditorium
399 Park Avenue, 12th Floor
New York, NY 10022

*1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

FORM 8-K CONTAINING SUPPLEMENTAL INFORMATION REQUIRED UNDER AUSTRALIAN LAW

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 30, 2013 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

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At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR Proposals 1 and 2.

1. Amendment to Parent's Restated Certificate of Incorporation Clarifying Our Ability to Make Distributions in Comparable Securities in Connection With Separation Transactions, Including the Separation.
2. Amendment to Parent's Restated Certificate of Incorporation to Allow Us to Make Certain Distributions on Subsidiary-Owned Shares and Create Additional Subsidiary-Owned Shares.

ANY FAILURE OF STOCKHOLDERS TO APPROVE PROPOSALS 1 AND 2 WILL RESULT IN THE ABANDONMENT BY PARENT OF THE AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION AND, AS A RESULT, THE SEPARATION.

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The Board of Directors recommends you vote FOR Proposals 1, 2 and 3.

1. Amendment to Parent's Restated Certificate of Incorporation Clarifying Our Ability to Make Distributions in Comparable Securities in Connection With Separation Transactions, Including the Separation.
2. Amendment to Parent's Restated Certificate of Incorporation to Allow Us to Make Certain Distributions on Subsidiary-Owned Shares and Create Additional Subsidiary-Owned Shares.
3. Amendment to Parent's Restated Certificate of Incorporation to Change Our Name.
4. **CITIZENSHIP CERTIFICATION** - Please mark **YES** if the stock is owned of record or beneficially by a U.S. stockholder, or mark **NO** if such stock is owned of record or beneficially by a non-U.S. stockholder. (Please refer to Appendix B of the Proxy Statement for additional guidance.)

If you do not provide a response to this Item 4, you will be deemed to be a non-U.S. stockholder and the shares will be subject to the suspension of voting rights unless you are a stockholder of record as of the Record Date and you previously submitted a U.S. citizenship certification to the Company's transfer agent or Australian share registrar.

ANY FAILURE OF STOCKHOLDERS TO APPROVE PROPOSALS 1 AND 2 WILL RESULT IN THE ABANDONMENT BY PARENT OF THE AMENDMENTS TO THE RESTATED CERTIFICATE OF INCORPORATION AND, AS A RESULT, THE SEPARATION.

