

NEWS CORP
Form DEFA14A
September 04, 2012

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 October 16, 2012.**

NEWS CORPORATION

1211 AVENUE OF THE AMERICAS

NEW YORK, NY 10036

Meeting Information

Meeting Type: Annual

For stockholders as of: September 26, 2012

Date: October 16, 2012 **Time:** 10:00 AM Pacific Time

Location: Zanuck Theatre at Fox Studios

10201 West Pico Boulevard

Los Angeles, California 90035

For meeting directions please go to

www.newscorp.com/investor/annual_meeting_info.html

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

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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.

Voting items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2 AND 3.

1. Proposal to elect 14 directors
 - 1a. José María Aznar
 - 1b. Natalie Bancroft
 - 1c. Peter L. Barnes
 - 1d. James W. Breyer
 - 1e. Chase Carey
 - 1f. Elaine L. Chao
 - 1g. David F. DeVoe
 - 1h. Viet Dinh
 - 1i. Sir Roderick I. Eddington
 - 1j. Joel I. Klein
 - 1k. James R. Murdoch
 - 1l. K. Rupert Murdoch
 - 1m. Lachlan K. Murdoch
 - 1n. Álvaro Uribe

2. Proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013.

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3. Advisory Vote on Executive Compensation.

THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE AGAINST PROPOSALS 4, 5 AND 6:

4. Stockholder Proposal - Adopt a Policy that the Chairman of the Board of Directors be an Independent Director.

5. Stockholder Proposal - Adopt Simple Majority Vote.

6. Stockholder Proposal - Eliminate the Company's Dual Class Capital Structure.

7. **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 7, 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 Voting Record Date and you previously submitted a U.S. citizenship certification to the Company's transfer agent or Australian share registrar.

