

NEWS CORP
Form DEFA14A
September 30, 2014

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 under §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):

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 November 13, 2014.**

Meeting Information

NEWS CORPORATION

Meeting Type: Annual Meeting

For holders as of: September 16, 2014

Date: November 13, 2014 **Time:** 10:00 a.m.
(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 company named above.

1211 AVENUE OF THE AMERICAS

NEW YORK, NY 10036

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

ANNUAL REPORT

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 October 24, 2014 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. 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 A VOTE FOR
PROPOSALS 1, 2, 3 AND 5, AND A VOTE
FOR 1 YEAR ON PROPOSAL 4.**

1. Proposal to elect 12 directors

1a. K. Rupert Murdoch

1b. Lachlan K. Murdoch

1c. Robert J. Thomson

1d. José María Aznar

1e. Natalie Bancroft

1f. Peter L. Barnes

1g. Elaine L. Chao

1h. John Elkann

1i. Joel I. Klein

1j. James R. Murdoch

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, 2015.

3. Advisory Vote to Approve Executive Compensation.

4. Advisory Vote on the Frequency of Future Advisory Votes to Approve Executive Compensation.

5. Approval of the Material Terms of the Performance Goals under the News Corporation 2013 Long-Term Incentive Plan for Purposes of Section 162(m) of the Internal Revenue Code.

**THE BOARD OF DIRECTORS RECOMMENDS
YOU VOTE AGAINST PROPOSAL 6.**

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

1k. Ana Paula Pessoa

1l. Masroor Siddiqui

