

TWENTY-FIRST CENTURY FOX, INC.

Form 8-K

August 05, 2014

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**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): 08/05/2014**

**Twenty-First Century Fox, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-32352**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**26-0075658**  
(IRS Employer  
Identification No.)

**1211 Avenue of the Americas**  
New York, NY 10036  
(Address of principal executive offices, including zip code)

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

(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:

- 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 7.01. Regulation FD Disclosure**

On August 5, 2014, Twenty-First Century Fox, Inc. (the "Company") issued a press release announcing that it has withdrawn its proposal to acquire Time Warner Inc. In addition, the Company announced that its Board of Directors has authorized a \$6 billion share repurchase program. The repurchase of an additional \$6 billion of Class A Common Stock is expected to be completed in the next 12 months. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

This Current Report on Form 8-K is being furnished solely to satisfy the requirements of Regulation FD in light of the disclosure. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available.

The information in this Current Report on Form 8-K and the Exhibit attached hereto is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth in such filing.

**Item 9.01. Financial Statements and Exhibits**

Exhibit Number	Description
99.1	Press Release of Twenty-First Century Fox, Inc., dated August 5, 2014.

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**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.

Twenty-First Century Fox, Inc.

Date: August 05, 2014

By: /s/ Janet Nova

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Janet Nova  
Executive Vice President and Deputy Group General Counsel

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Press Release of Twenty-First Century Fox, Inc., dated August 5, 2014.