

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):

February 11, 2015

News Corporation

(Exact name of registrant as specified in its charter)

Delaware

001-35769

46-2950970

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1211 Avenue of the Americas, New York,
New York

10036

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

212-416-3400

Not Applicable

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 12, 2015, News Corporation (the "Company") announced that Gerson Zweifach stepped down as General Counsel and Chief Compliance Officer of the Company, effective February 11, 2015. Mr. Zweifach will continue to serve as Group General Counsel and Chief Compliance Officer of Twenty-First Century Fox, the Company's former parent.

The Company also announced that David Pitofsky has been appointed General Counsel and Chief Compliance Officer of the Company, effective February 11, 2015. Mr. Pitofsky, 49, has served as the Company's Deputy General Counsel since April 2013 and its Deputy Chief Compliance Officer since June 2013. Prior to joining the Company, Mr. Pitofsky was a partner in the law firm of Goodwin Procter LLP.

In connection with his separation from the Company, the Compensation Committee of the Board of Directors of the Company has agreed that Mr. Zweifach's unvested grant of performance stock units for the fiscal 2014-2016 performance period under the Company's 2013 Long-Term Incentive Plan will continue to vest in accordance with their terms, based on Company performance for the performance period.

A copy of the Company's press release announcing the above matters is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. - Description

99.1 - Press release, issued by News Corporation, dated February 12, 2015.

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/ Michael L. Bunder*

Name: Michael L. Bunder

*Title: Senior Vice President, Deputy General Counsel and
Corporate Secretary*

February 12, 2015

For personal use only

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release, issued by News Corporation, dated February 12, 2015. |

For personal use only

David Pitofsky Named News Corp General Counsel

New York, NY (February 12, 2015) — News Corp announced today that David Pitofsky has been named General Counsel and Chief Compliance Officer.

Mr. Pitofsky succeeds Gerson Zweifach. Mr. Zweifach, who remains Group General Counsel and Chief Compliance Officer of 21st Century Fox, was retained as the General Counsel of News Corp on a transitional basis following the separation of the two companies in June 2013.

Mr. Pitofsky has been Deputy General Counsel and Deputy Chief Compliance Officer of News Corp since 2013.

“I am grateful to Gerson for his steadfast leadership during the separation of our two companies and this time of transition for the new News Corp,” said Rupert Murdoch, Executive Chairman of News Corp. “Gerson has been a consistent source of wise counsel and strategic thinking, and he will be missed, though I am glad he will continue to lead the legal team at 21st Century Fox.”

Mr. Murdoch continued, “Over the past two years I have worked with David, he has proven himself to be a first-rate lawyer whose insights and advice have been invaluable. We feel very fortunate to have him as our new General Counsel, where I am sure he will provide great leadership and support to our businesses around the world.”

“David’s the ideal person to slip into Gerson’s large legal shoes, ensuring a seamless transition in a major leadership position here at News Corp,” said Robert Thomson, Chief Executive of News Corp. “His impeccable integrity, legal insight and collaborative spirit will serve us all well in the years ahead.”

“All of us at News Corp appreciate Gerson’s very effective service as our General Counsel during this crucial start-up period,” said Mr. Thomson. “We knew from the outset that this day was inevitable, but Gerson’s efficacious impact will echo for many years to come.”

“I’m honored to succeed Gerson, from whom I’ve learned so much, and thrilled to have the chance to work even more closely with Robert and everyone at News Corp,” said Mr. Pitofsky. “As a new company with growing global and increasingly digital businesses, News Corp has many exciting challenges and opportunities, which I look forward to tackling with my colleagues.”

“I can’t think of a better person to take on this task than David, whose judgment and legal acumen I trust without reservation,” said Mr. Zweifach. “I’ll miss the frequent dealings with Robert and so many others at News Corp with whom I’ve worked on many issues, but I deeply appreciate the unique opportunity I’ve had.”

As General Counsel, Mr. Pitofsky will oversee global legal operations for News Corp, including litigation, mergers and acquisitions, ethics and corporate governance matters. As Chief Compliance Officer, he will chair the Company’s Compliance Steering Committee. He will lead a legal team that includes deputy general counsels Michael Bunder, Eugenie Gavenchak, Mark Jackson and James Marcovitz. Mr. Bunder also serves as News Corp Corporate Secretary and Mr. Jackson also serves as General Counsel of the Company’s Dow Jones subsidiary.

Mr. Pitofsky joined News Corp from the law firm of Goodwin Procter LLP, where he was a partner. From 1996 to 2005, he was an Assistant U.S. Attorney in the Eastern District of New York, rising to the level of Deputy Chief of the Criminal Division. He is a graduate of the University of Michigan and the Georgetown University Law Center, where he was an Executive Editor of the Georgetown Journal of Legal Ethics.

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About News Corp

News Corp (NASDAQ: NWS, NWSA; ASX: NWS, NWSLV) is a global, diversified media and information services company focused on creating and distributing authoritative and engaging content to consumers throughout the world. The company comprises businesses across a range of media, including: news and information services,

book publishing, cable network programming in Australia, digital real estate services, digital education, and pay-TV distribution in Australia. Headquartered in New York, the activities of News Corp are conducted primarily in the United States, Australia, and the United Kingdom. More information: <http://www.newscorp.com>.

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