

NEWS CORP
Form 11-K
June 28, 2005
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x **Annual Report Pursuant to Section 15(d) of The Securities Exchange Act of 1934**

For the Fiscal Year ended December 31, 2004

OR

.. **Transition Report Pursuant to Section 15(d) of The Securities Exchange Act of 1934**

Commission file number 33-112428

NEWS AMERICA 401k SAVINGS PLAN

(Full title of the plan and the address of the plan,
if different from that of the issuer named below)

NEWS CORPORATION

1211 Avenue of the Americas

New York, New York 10036

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(Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office)

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWS AMERICA 401k SAVINGS PLAN

By: /s/ Theodore Exarhakos

Theodore Exarhakos
Vice President, Benefits, News America Incorporated

Date: June 24, 2005

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FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

News America 401k Savings Plan

As of December 31, 2004 and 2003 and for year ended December 31, 2004

with Report of Independent Registered Public Accounting Firm

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News America 401k Savings Plan

Financial Statements
and Supplemental Schedule

As of December 31, 2004 and 2003
and for year ended December 31, 2004

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Report of Independent Registered Public Accounting Firm

Plan Administrator

News America 401(k) Savings Plan

We have audited the accompanying statements of net assets available for benefits of the News America 401(k) Savings Plan as of December 31, 2004 and 2003, and the related statement of changes in net assets available for benefits for the year ended December 31, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2004 and 2003, and the changes in its net assets available for benefits for the year ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2004, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

New York, New York

June 17, 2005

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News America 401k Savings Plan

Statements of Net Assets Available for Benefits

| | December 31 | |
|--|----------------------|-----------------------|
| | 2004 | 2003 |
| Assets | | |
| Investments, at fair value | \$ 49,267,090 | \$ 177,015,197 |
| Participant loans | 183,673 | 2,938,380 |
| Net assets available for benefits | \$ 49,450,763 | \$ 179,953,577 |

See accompanying notes.

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News America 401k Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2004

| | |
|---|---------------|
| Additions | |
| Dividends and interest income | \$ 1,048,929 |
| <hr/> | |
| Contributions: | |
| Participants | 2,422,126 |
| Employer | 684,980 |
| <hr/> | |
| Total contributions | 3,107,106 |
| <hr/> | |
| Total additions | 4,156,035 |
| | |
| Deductions | |
| Benefits paid to participants | 6,997,429 |
| Asset transfers to News America Savings Plan | 132,075,129 |
| Asset transfers, net | 818,485 |
| Administrative fees | 6,291 |
| <hr/> | |
| Total deductions | 139,897,334 |
| <hr/> | |
| Net realized and unrealized appreciation in fair value of investments | 5,238,485 |
| <hr/> | |
| Net decrease | (130,502,814) |
| Net assets available for benefits: | |
| Beginning of year | 179,953,577 |
| <hr/> | |
| End of year | \$ 49,450,763 |
| <hr/> | |

See accompanying notes.

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News America 401k Savings Plan

Notes to Financial Statements

December 31, 2004

1. Description of Plan

General

As of December 31, 2004, the News America Savings Plan (the Plan) covered substantially all nonunion employees of News America Incorporated (the Company) and its affiliates. The Company is a wholly-owned subsidiary of News Corporation.

During 2004 News Corporation reincorporated in the United States (the Reorganization). Under the terms of the Reorganization, each News Corporation ADS was replaced by two shares of Class A (Non-Voting) or Class B (Voting) Common Stock of News Corporation.

The Plan is a defined contribution plan. Effective February 1, 2004, the Plan was amended to cover only hourly employees, and was renamed News America 401k Savings Plan. Salaried employees previously covered by the Plan became eligible to participate in a newly created defined contribution plan, the News America Savings Plan, and their account balances, including loans, amounting to approximately \$132 million, were transferred out of the Plan in February 2004.

The Plan meets the requirements of Section 401(k) of the Internal Revenue Code of 1986, as amended (the Code) which permits employees to exclude contributions to the Plan from their current taxable income, subject to certain limits. The Plan is subject to the regulations of the Employee Retirement Income Security Act of 1974, as amended (ERISA) and the Code.

The following description of the Plan is provided for general information only. For more detailed information, participants should refer to the Plan document.

Assets Held in Trust

The Plan's investments are held in trust with Fidelity Management Trust Company (Fidelity) as Trustee. Through February 1, 2004, UBS Financial Services (formerly UBS PaineWebber Incorporated) (UBS) served as the Plan's trustee for certain self-directed brokerage account investments that were elected by participants prior to December 31, 2001. Among other duties, Fidelity is responsible for the custody, record

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keeping and investing of the Plan assets and for the payment of benefits to eligible participants. All contributions are invested by the Trustee as designated by the Plan participants.

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News America 401k Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Eligibility

As of December 31, 2004, all employees age 21 or older are eligible for Plan participation on the first day of the month following 30 days of full-time regular employment provided they are scheduled to complete at least 1,000 hours of service during a 12-month period.

Contributions and Vesting

Plan participants are entitled to contribute, subject to certain Internal Revenue Service (IRS) regulations, pre-tax contributions from 1% to a maximum of 20% of their compensation, as defined, and after-tax contributions up to 10% of their compensation, as defined, not to exceed a combined deferral percentage of 27%. Participants' voluntary contributions of up to 6% of their compensation are matched at 50% by the Company. The Plan also permits catch-up contributions up to the IRS maximum (\$3,000 in 2004).

Participants' voluntary contributions and actual earnings thereon become vested immediately. Matching contributions in participants' accounts vest at the rate of 20% for each year of service up to five years. Forfeitures (normally unvested interests of terminated participants' matching contribution accounts) are allocated to reduce future matching contributions. Total forfeitures for the years ended December 31, 2004 and 2003 were \$42,258 and \$711,147, respectively. The Company used 2003 forfeitures of \$11,243 to offset 2004 employer contributions and 2002 forfeitures of \$307,534 to offset 2003 employer contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct employee and employer contributions in 1% increments among various investment options outlined in the Summary Plan Description. Additionally, participants may redirect their investment balances among these various investment options.

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News America 401k Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Participant Accounts

A separate account is maintained by the Trustee for each participant to record the participant's pre-tax and after-tax contributions, the employer's matching contribution and Plan earnings.

Participant Loans

Participants may borrow from the Plan a minimum of \$1,000 and a maximum amount not to exceed the lesser of \$50,000 or 50% of the participant's vested account balance. The loans are payable over a period not to exceed five years or, if the proceeds are used to purchase the participant's principal residence, the fixed rate loans are payable over a period not to exceed 20 years, and bear interest at prime plus 1%. The loans are secured by the pledge of the participant's interest in the Plan.

At December 31, 2004, interest rates ranged from 5.0% to 9.5%. Participants are required to pay off outstanding loan balances when they leave the Company or the loan balances will be treated as taxable distributions to the participants. Participants may prepay their loans at any time without penalty.

Payment of Benefits

Plan participants or beneficiaries are eligible to receive a benefit payment equal to their vested account balance upon termination of employment, retirement, death or permanent disability, as stipulated in the Plan document. Such benefits shall be made in a lump-sum payment, subject to certain restrictions as defined in the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Company may terminate the Plan at any time, subject to the provisions set forth in ERISA. In the event of Plan termination, the accounts of all participants affected shall become fully vested and nonforfeitable. Assets remaining in the trust fund will be distributed to the participants and beneficiaries in proportion to their respective account balances.

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News America 401k Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Expenses

The majority of expenses incurred by the Plan are paid by the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Investments in mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at the end of the reporting period. Investments in stock funds are valued at the year-end unit closing price, comprised of the year-end market price plus uninvested cash position. Investments in common stock are valued at quoted market prices. Participant loans are valued at their outstanding balances, which approximate fair value.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Dividend income is recorded on the ex-dividend date. Interest income is recognized when earned. Purchases and sales are recorded on a trade date basis.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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News America 401k Savings Plan

Notes to Financial Statements (continued)

3. Investments

Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2004 and 2003 are as follows:

| | December 31, | |
|----------------------------------|--------------|---------------|
| | 2004 | 2003 |
| Fidelity Growth Company | \$ 4,154,143 | \$ 16,800,668 |
| PIMCO Total Return | *2,092,481 | 12,254,576 |
| Fidelity Equity Income | 6,827,752 | 18,138,944 |
| Fidelity Freedom 2010 | 7,267,590 | 26,021,220 |
| Spartan US Equity Index | 11,733,738 | 37,731,518 |
| Fidelity Retirement Money Market | 8,745,697 | 28,375,984 |

* Less than 5% of Plan's net assets available for benefits as of December 31, 2004.

During 2004, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) increased as follows:

| | Year ended December 31, 2004 |
|--|------------------------------------|
| BrokerageLink Self-Directed Accounts | \$ 45,955 |
| PIMCO Total Return | 41,215 |
| MSIFT Midcap Growth | 385,688 |
| MSI SM Co. Growth B | 61,095 |
| Oakmark Select I | 221,648 |
| Templeton Growth A | 12,622 |
| Scudder International Fund S | 301,545 |
| Allianz NFJ Small Cap Value Fund | 7,563 |
| News Corporation Stock Fund Class A (non-voting) | 621,558 |
| News Corporation Stock Fund Class B (voting) | 109,822 |
| Fidelity Equity Income | 504,205 |
| Fidelity Growth Company | 824,219 |
| Fidelity Freedom Income | 2,598 |
| Fidelity Freedom 2000 | 5,812 |
| Fidelity Freedom 2010 | 562,789 |
| Fidelity Freedom 2020 | 71,716 |

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| | |
|-------------------------|--------------|
| Fidelity Freedom 2030 | 24,529 |
| Spartan US Equity Index | 1,417,471 |
| Fidelity Freedom 2040 | 16,435 |
| | <hr/> |
| | \$ 5,238,485 |
| | <hr/> |

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News America 401k Savings Plan

Notes to Financial Statements (continued)

4. Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated September 11, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan, as amended and restated, is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax exempt.

5. Transactions with Parties-in-Interest

The Plan's investments in mutual funds managed by the Trustees and its investments in the Plan Sponsor's ordinary and preferred stock funds, as well as its investments in the common stock of various subsidiaries of the Plan Sponsor, are considered to be party-in-interest transactions. These investments amounted to \$42,728,120 as of December 31, 2004 and \$144,071,591 as of December 31, 2003. Fees paid by the Plan Sponsor for the years ended December 31, 2004 and 2003 were not significant.

6. Differences Between Financial Statements and Form 5500

There are no differences between the financial statements and Form 5500 for the year ended December 31, 2004.

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Supplemental Schedule

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EIN: #13-3249610

Plan: #002

News America 401k Savings Plan

Schedule H, Line 4(i) Schedule of Assets

(Held at End of Year)

December 31, 2004

| Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value | Current Value |
|--|---|----------------------|
| Fidelity Held Assets | | |
| * BrokerageLink | Various self-directed investments | \$ 23,046 |
| * Fidelity Freedom 2000 | 3,552.139 shares | 42,910 |
| * Fidelity Freedom 2010 | 533,596.906 shares | 7,267,590 |
| * Fidelity Freedom 2020 | 37,359.651 shares | 521,541 |
| * Fidelity Freedom 2030 | 8,271.413 shares | 116,462 |
| * Fidelity Freedom 2040 | 16,853.701 shares | 139,380 |
| * Fidelity Freedom Income | 2,936.258 shares | 33,091 |
| * Fidelity Equity Income | 129,362.491 shares | 6,827,752 |
| * Fidelity Growth Company | 74,088.507 shares | 4,154,143 |
| * Fidelity Retirement Money Market | 8,745,697.380 shares | 8,745,697 |
| MSI SM Co. Growth B | 19,411.951 shares | 233,331 |
| MSIFT Midcap Growth | 77,008.550 shares | 1,580,986 |
| * News Corporation Stock Fund Class A (non-voting) | 160,737.783 shares | 2,276,047 |
| * News Corporation Stock Fund Class B (voting) | 70,267.495 shares | 846,723 |
| Oakmark Select I | 30,040.088 shares | 1,001,837 |
| Allianz NFJ Small Cap Value Fund | 4,199.069 shares | 121,227 |
| PIMCO Total Return | 196,108.848 shares | 2,092,481 |
| Scudder International Fund S | 31,266.307 shares | 1,383,534 |
| * Spartan US Equity Index | 273,768.969 shares | 11,733,738 |
| Templeton Growth A | 5,485.964 shares | 125,574 |
| Total Investments per Financial Statements | | 49,267,090 |
| Participant loans | Interest rates from 5.0% - 9.50% | 183,673 |
| Total Assets Held | | \$ 49,450,763 |

* *Party-in-interest*