

NEWS CORP
Form 8-K
November 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

November 13, 2014

DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED)

NEWS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

001-35769
(COMMISSION)

46-2950970
(IRS EMPLOYER)

**(STATE OR OTHER
JURISDICTION**

FILE NO.)

IDENTIFICATION NO.)

OF INCORPORATION)

1211 Avenue of the Americas, New York, New York 10036

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(212) 416-3400

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

News Corporation (the Company) held its Annual Meeting of Stockholders on November 13, 2014 (the Annual Meeting). A brief description of the matters voted upon at the Annual Meeting and the results of the voting on such matters is set forth below.

Proposal 1: The following individuals were elected as directors:

| Name | For | Against | Abstain | Broker Non-Votes |
|--------------------|-------------|----------------|----------------|-------------------------|
| K. Rupert Murdoch | 111,786,436 | 53,745,496 | 1,824,667 | 4,317,022 |
| Lachlan K. Murdoch | 113,153,122 | 53,519,587 | 683,890 | 4,317,022 |
| Robert J. Thomson | 113,566,097 | 53,102,774 | 687,728 | 4,317,022 |
| José María Aznar | 106,174,041 | 60,496,912 | 685,646 | 4,317,022 |
| Natalie Bancroft | 105,973,956 | 60,697,056 | 685,587 | 4,317,022 |
| Peter L. Barnes | 111,016,283 | 54,512,871 | 1,827,445 | 4,317,022 |
| Elaine L. Chao | 109,257,972 | 57,412,530 | 686,097 | 4,317,022 |
| John Elkann | 122,960,815 | 43,707,078 | 688,706 | 4,317,022 |
| Joel I. Klein | 112,362,516 | 54,305,001 | 689,082 | 4,317,022 |
| James R. Murdoch | 109,925,958 | 56,745,043 | 685,598 | 4,317,022 |
| Ana Paula Pessoa | 113,562,504 | 53,105,007 | 689,088 | 4,317,022 |
| Masroor Siddiqui | 113,558,428 | 53,110,599 | 687,572 | 4,317,022 |

Proposal 2: A 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 passed and was voted upon as follows:

| | |
|----------|-------------|
| For: | 167,104,420 |
| Against: | 3,874,535 |
| Abstain: | 694,666 |

Proposal 3: A proposal to approve, on an advisory, nonbinding basis, executive compensation passed and was voted upon as follows:

| | |
|-------------------|-------------|
| For: | 138,369,886 |
| Against: | 26,830,145 |
| Abstain: | 2,156,568 |
| Broker Non-Votes: | 4,317,022 |

Proposal 4: A proposal to vote, on an advisory, non-binding basis, for the preference as to the frequency of future advisory votes to approve executive compensation was voted upon as follows:

| | |
|-------------------|-------------|
| One Year: | 160,978,805 |
| Two Years: | 217,584 |
| Three Years: | 3,993,626 |
| Abstain: | 2,166,584 |
| Broker Non-Votes: | 4,317,022 |

Proposal 5: A proposal to approve the material terms of the performance goals under the News Corporation 2013 Long-Term Incentive Plan, as amended and restated, for purposes of Section 162(m) of the Internal Revenue Code passed and was voted upon as follows:

| | |
|-------------------|-------------|
| For: | 163,324,241 |
| Against: | 3,996,094 |
| Abstain: | 36,264 |
| Broker Non-Votes: | 4,317,022 |

Proposal 6: A stockholder proposal to eliminate the Company's dual class capital structure did not pass and was voted upon as follows:

| | |
|-------------------|------------|
| For: | 79,057,219 |
| Against: | 87,590,542 |
| Abstain: | 708,838 |
| Broker Non-Votes: | 4,317,022 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWS CORPORATION

(REGISTRANT)

By: /s/ Michael L. Bunder
Michael L. Bunder
Senior Vice President, Deputy General
Counsel and Corporate Secretary

Dated: November 14, 2014