

TWENTY-FIRST CENTURY FOX, INC.
Form SC 13G/A
February 03, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

Twenty-First Century Fox, Inc.

(Name of Issuer)

Class B Common Stock

(Title of Class of Securities)

90130A200

(CUSIP Number)

December 31, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 - Rule 13d-1(c)
 - Rule 13d-1(d)
-

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP NO. 90130A200

NAMES OF REPORTING PERSONS

1
 HRH Prince Alwaleed
 Bin Talal Bin Abdulaziz Alsaud

2
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3
 SEC USE ONLY

4
 CITIZENSHIP OR PLACE OF ORGANIZATION

Kingdom of Saudi Arabia

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
 39,737,915

6 SHARED VOTING POWER
 -0-

7 SOLE DISPOSITIVE POWER
 1,866,204

8 SHARED DISPOSITIVE POWER

37,871,711

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

39,737,915

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED IN ROW (9)

4.98%

12 TYPE OF REPORTING
PERSON*

IN

**SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 90130A200

EXPLANATORY NOTE

This Amendment No. 8 amends and restates in its entirety the Schedule 13G filed on October 7, 2006, by HRH Prince Alwaleed Bin Talal Bin Abdulaziz Alsaud, as amended by Amendment No. 1 filed on February 4, 2009, Amendment No. 2 filed on February 4, 2010, Amendment No. 3 filed on February 14, 2011, Amendment No. 4 filed on February 14, 2012, Amendment No. 5 filed on January 31, 2013, Amendment No. 6 filed on January 31, 2014, and Amendment No. 7 filed on February 4, 2015, relating to the shares of Class B common stock (the "Class B Shares") of Twenty-First Century Fox, Inc., formerly doing business as News Corporation.

Item 1 Name and Address of Issuer:

(a) Name of Issuer:

Twenty-First Century Fox, Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

1211 Avenue of the Americas
New York, New York 10036

Item 2 Name, Address and Citizenship of the Person Filing:

(a) Name of Person Filing:

This statement is being filed by HRH Prince Alwaleed Bin Talal Bin Abdulaziz Alsaud ("HRH"), an individual.

The Class B Shares are owned by Kingdom 5-KR-11, Ltd. ("KR-11"), a Cayman Islands company, Kingdom 5-KR-138, Ltd. ("KR-138"), a Cayman Islands company, Kingdom 5-KR-146, Ltd. ("KR-146"), a Cayman Islands company, Kingdom 5-KR-222, Ltd. ("KR-222"), a Cayman Islands company, Kingdom 5-KR-240, Ltd. ("KR-240"), a Cayman Islands company, Kingdom 5-KR-248, Ltd. ("KR-248"), a Cayman Islands company, and Kingdom Holding Company, a company organized in the Kingdom of Saudi Arabia ("KHC").

KR-138 is a wholly-owned subsidiary of KR-11. KR-11, KR-146, KR-222, KR-240 and KR-248 are wholly-owned subsidiaries of KHC. HRH is the majority shareholder of KHC.

HRH, as the majority shareholder of KHC, has the power to elect a majority of the directors of KHC and, through this power, has the power to appoint a majority of the directors of KR-11, KR-146, KR-222, KR-240 and KR-248, and, in turn, KR-11, as sole shareholder of KR-138, has the power to appoint a majority of the directors of KR-138. Accordingly, for purposes of Regulation 13D-G under the Securities Exchange Act of 1934, HRH can control the disposition and voting of the Class B Shares held by KR-11, KR-138, KR-146, KR-222, KR-240, KR-248 and KHC.

Address of
Principal
Business
(b) Office or, If
None,
Residence:

HRH's
business
address is
c/o
Kingdom
Holding
Company,
Kingdom
Centre,
Floor 66,
P.O. Box 2,
Riyadh,
11321,
Kingdom of
Saudi
Arabia.

(c) Citizenship:

HRH is a
citizen of
the
Kingdom of
Saudi
Arabia.

Title of
(d) Class of
Securities:

This filing
relates to
the shares of
Class B
Common
Stock of the
Issuer.

(e) CUSIP
Number:

90130A200.

CUSIP NO. 90130A200

Item 3 If this Statement is
Filed Pursuant to §§
240.13d-1(b) or
240.13d-2(b) or (c),
Check Whether the
Person Filing is:

Not applicable.

Item 4 Ownership:

As of December 31,
2015, HRH
beneficially owns in
the aggregate
39,737,915 Class B
Shares.

(a) Amount
Beneficially
Owned:

39,737,915

(b) Percent of class: 1/

4.98%

(c) Number of shares to which such person has:

(i) Sole power to vote or to direct the vote: 2/

39,737,915

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of:

1,866,204

(iv) Shared power to dispose or to direct the disposition of:

37,871,711

Item 5 Ownership of Five Percent or Less of Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

^{1/} Based on 798,520,953 Class B Shares outstanding as of October 30, 2015, as disclosed in the Issuer's Form 10-Q for the quarterly period ended September 30, 2015.

^{2/} On April 18, 2012, the Issuer announced that in order to comply with U.S. federal law, and in accordance with certain provisions of the Issuer's Restated Certificate of Incorporation, it had suspended the voting rights of a percentage of the Class B Shares held by shareholders who are not U.S. citizens. As disclosed in the Issuer's definitive proxy statement dated September 29, 2015, the Issuer has suspended 10% of the voting rights of Class B Shares held by shareholders who are not U.S. citizens. The Issuer also has indicated that the suspension of voting rights will remain in place for as long as the Issuer deems it necessary to maintain compliance with U.S. law and will revise the suspension of voting rights based upon the Issuer's on-going monitoring of the level of foreign ownership.

CUSIP NO. 90130A200

Item 9 Notice of
Dissolution
of Group:

Not
applicable.

Item 10 Certification:

By signing
below, I
certify that,
to the best of
my
knowledge
and belief,
the securities
referred to
above were
not acquired
and are not
held for the
purpose of or
with the
effect of
changing or
influencing
the control of
the issuer of
the securities
and were not
acquired and
are not held
in connection
with or as a
participant in
any
transaction
having that
purpose or
effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 8 to Schedule 13G is true, complete and correct.

Date:
February
3, 2016

/s/ HRH
Prince
Alwaleed Bin
Talal Bin
Abdulaziz
Alsaud
HRH Prince
Alwaleed Bin
Talal Bin
Abdulaziz
Alsaud

