

TWENTY-FIRST CENTURY FOX, INC.

Form 8-K

December 09, 2016

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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):

December 9, 2016

Twenty-First Century Fox, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-32352

26-0075658

(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:

212-852-7000

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))



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**ITEM 7.01 Regulation FD Disclosure.**

On December 9, 2016, Twenty-First Century Fox, Inc. (the Company ) issued a press release confirming that it has reached an agreement in principle in relation to a possible offer (the Possible Offer ) to acquire all of the outstanding shares in Sky plc ( Sky ) it does not already own at a price of £10.75 per share payable in cash less the value of any dividends subsequently paid by Sky. However, certain material offer terms remain under discussion and the Possible Offer may or may not lead to an offer being made by the Company. A copy of the press release issued by the Company is attached hereto as Exhibit 99.1 and is 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 December 9, 2016.

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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.

*December 9, 2016*

Twenty-First Century Fox, Inc.

By: */s/ Janet Nova*

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*Name: Janet Nova  
Title: Executive Vice President and Deputy Group General  
Counsel*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Twenty-First Century Fox, Inc., dated December 9, 2016.