FOX ENTERTAINMENT GROUP INC
Form SC TO-T/A
February 23, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

(Amendment No. 6)

Fox Entertainment Group, Inc.

(Name of Subject Company (Issuer))

News Corporation

Fox Acquisition Corp

(Name of Filing Persons (Offerors))

Class A Common Stock, par value $0.01 per share

(Title of Class of Securities)

35138T107

(CUSIP Number of Class of Securities)

Lawrence A. Jacobs, Esq.

News Corporation

Fox Acquisition Corp

1211 Avenue of the Americas

New York, New York 10036

(212) 852-7000

(Name, address, and telephone numbers of person authorized

to receive notices and communications on behalf of filing persons)

Copy to:

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q Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

x third-party tender offer subject to Rule 14d-1.

q issuer tender offer subject to Rule 13e-4.

q going-private transaction subject to Rule 13e-3.

q amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: q

This Amendment No. 6 amends and supplements the Tender Offer Statement on Schedule TO (this Schedule TO) filed on January 10, 2005 by News Corporation, a Delaware corporation, and Fox Acquisition Corp, a Delaware corporation and a wholly owned direct subsidiary of News Corporation, as amended by Amendment No. 1 thereto on January 10, 2005, Amendment No. 2 thereto on January 25, 2005, Amendment No. 3 thereto on January 27, 2005, Amendment No. 4 thereto on February 3, 2005 and Amendment No. 5 thereto on February 8, 2005. This Schedule TO relates to the offer by Fox Acquisition Corp to exchange (the Exchange Offer) 1.90 shares of News Corporation Class A common stock, par value $0.01 per share (including the associated preferred stock purchase rights, the News Corporation Class A Shares) for each outstanding share of the Fox Class A Shares on terms and conditions contained in the prospectus related to the Exchange Offer dated January 10, 2005, as amended (the Prospectus) and the related Letter of Transmittal.

The information set forth in the Prospectus and in the related Letter of Transmittal is incorporated herein by reference.

On February 23, 2005, News Corporation announced that a hearing, originally scheduled to be held in the Court of Chancery of the State of Delaware on March 1, 2005, has been postponed. The purpose of the hearing was to rule on plaintiffs motion for a preliminary injunction prohibiting completion of the Exchange Offer. The date of any rescheduled hearing has yet to be determined.

Item 11. Additional Information.

(a)(5) Legal Proceedings. The information set forth in the Prospectus under the caption Certain Legal Matters and Regulatory Approvals Certain Legal Proceedings is hereby amended and supplemented by amending and restating the final sentence of the second paragraph of the existing disclosure under such caption to read as follows:

A hearing in the Court of Chancery of the State of Delaware to rule on plaintiffs motion for a preliminary injunction prohibiting completion of the offer and the subsequent merger, originally scheduled for March 1, 2005, has been postponed. The date of any rescheduled hearing has yet to be determined.

Item 12. Exhibits.

(a)(35) Press release issued by News Corporation on February 23, 2005 (incorporated by reference from Exhibit 99.1 to News Corporation s Form 8-K filed on February 23, 2005).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

News Corporation

By: /s/ Lawrence A. Jacobs

Name: Lawrence A. Jacobs
Title: Senior Executive Vice President and Group General Counsel

Fox Acquisition Corp

By: /s/ Lawrence A. Jacobs

Name: Lawrence A. Jacobs
Title: Senior Executive Vice President, General Counsel

Date: February 23, 2005

EXHIBIT INDEX

Exhibit Number	Exhibit Description
(a)(35)	Press release issued by News Corporation on February 23, 2005 (incorporated by reference from Exhibit 99.1 to News Corporation s Form 8-K filed on February 23, 2005).