

NEWS CORP  
Form 8-K  
February 23, 2011

**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**

**February 23, 2011**

**DATE OF REPORT**

**(DATE OF EARLIEST EVENT REPORTED)**

**NEWS CORPORATION**

**(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

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**Delaware**  
(STATE OR OTHER JURISDICTION

**001-32352**  
(COMMISSION FILE NO.)

**26-0075658**  
(IRS EMPLOYER

OF INCORPORATION)

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

IDENTIFICATION NO.)

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

**(212) 852-7000**

(REGISTRANT S TELEPHONE NUMBER, INCLUDING AREA CODE)

**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))

**ITEM 8.01 OTHER EVENTS.**

On February 23, 2011, News Corporation (the Company) issued a press release announcing that News America Incorporated, a subsidiary of the Company, had announced the total consideration offered to be paid in its previously announced offer to purchase for cash any and all of its outstanding 9 1/4 % Senior Debentures due February 1, 2013.

The Company's press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release of News Corporation, dated February 23, 2011.

**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.

NEWS CORPORATION

(REGISTRANT)

By: /s/ Lawrence A. Jacobs  
Lawrence A. Jacobs  
Senior Executive Vice President and

Group General Counsel

Dated: February 23, 2011

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
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