

TWENTY-FIRST CENTURY FOX, INC.
Form 8-K
March 21, 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

March 21, 2014

DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED)

TWENTY-FIRST CENTURY FOX, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

001-32352
(COMMISSION)

26-0075658
(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) 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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Twenty-First Century Fox, Inc. (the Company) held a Special Meeting of Stockholders (the Special Meeting) on March 21, 2014. A brief description of the matter voted upon at the Special Meeting and the results of the voting on such matter is set forth below.

Proposal 1: A proposal to approve the Company making a request for removal of its full foreign listing from the Australian Securities Exchange (the ASX) passed and was voted upon as follows:

| | |
|----------|-------------|
| For: | 430,567,992 |
| Against: | 102,010,042 |
| Abstain: | 62,028 |

The Board of Directors of the Company elected to condition the Company's request for removal of its full foreign listing from the ASX on receipt of the affirmative vote of the holders of a majority of the outstanding shares of Class B Common Stock as of the record date for the Special Meeting, without giving effect to the suspension of voting rights of non-U.S. stockholders (the Condition to Approval). The Condition to Approval was satisfied based on the following tabulation:

| | |
|----------|-------------|
| For: | 500,299,698 |
| Against: | 144,969,733 |
| Abstain: | 79,402 |

A copy of the Company's press release announcing the stockholders' approval of this matter is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**Exhibit**

| Number | Description |
|---------------|--|
| 99.1 | Press release of Twenty-First Century Fox, Inc., dated March 21, 2014. |

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.

TWENTY-FIRST CENTURY FOX, INC.

(REGISTRANT)

By: /s/ Janet Nova
Janet Nova
Executive Vice President and

Deputy Group General Counsel

Dated: March 21, 2014

Exhibit Index

Exhibit

| No. | Description |
|------------|--|
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