

NEWS CORP
Form 8-K
October 24, 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

October 21, 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)

26-0075658
(IRS EMPLOYER)

OF INCORPORATION)

FILE NO.)

IDENTIFICATION NO.)

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

News Corporation (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on October 21, 2011. A brief description of the matters voted upon at the Annual Meeting and the results of the voting on such matters is set forth below.

Proposal 1: The following individuals were elected as directors:

| Name | For | Against | Abstain | Broker Non-Votes |
|---------------------------|-------------|-------------|------------|------------------|
| José María Aznar | 593,998,174 | 70,698,889 | 839,481 | 16,564,060 |
| Natalie Bancroft | 442,201,298 | 222,222,317 | 1,112,929 | 16,564,060 |
| Peter L. Barnes | 587,592,566 | 74,470,837 | 3,473,141 | 16,564,060 |
| James W. Breyer | 655,828,143 | 6,853,833 | 2,854,568 | 16,564,060 |
| Chase Carey | 602,447,396 | 61,635,859 | 1,453,289 | 16,564,060 |
| David F. DeVoe | 513,840,118 | 150,579,394 | 1,117,032 | 16,564,060 |
| Viet Dinh | 567,283,524 | 94,783,032 | 3,469,988 | 16,564,060 |
| Sir Roderick I. Eddington | 541,432,450 | 111,419,185 | 12,684,909 | 16,564,060 |
| Joel I. Klein | 640,620,720 | 23,453,541 | 1,462,283 | 16,564,060 |
| Andrew S.B. Knight | 450,404,693 | 214,016,990 | 1,114,861 | 16,564,060 |
| James R. Murdoch | 433,028,510 | 232,013,203 | 494,831 | 16,564,060 |
| K. Rupert Murdoch | 561,685,725 | 91,798,107 | 12,052,712 | 16,564,060 |
| Lachlan K. Murdoch | 440,906,956 | 224,151,616 | 477,972 | 16,564,060 |
| Arthur M. Siskind | 463,858,791 | 200,565,116 | 1,112,637 | 16,564,060 |
| John L. Thornton | 581,619,156 | 82,442,239 | 1,475,149 | 16,564,060 |

Proposal 2: A proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2012 passed and was voted upon as follows:

| | |
|-------------------|-------------|
| For: | 665,333,406 |
| Against: | 16,068,558 |
| Abstain: | 698,640 |
| Broker Non-Votes: | |

Proposal 3: A proposal to approve, on an advisory, nonbinding basis, executive compensation passed and was voted upon as follows:

| | |
|-------------------|-------------|
| For: | 432,583,767 |
| Against: | 232,106,515 |
| Abstain: | 846,262 |
| Broker Non-Votes: | 16,564,060 |

Proposal 4: A proposal to vote, on an advisory, nonbinding basis, for the preference as to the frequency of future advisory votes on executive compensation was voted upon as follows:

| | |
|-------------------|-------------|
| 1 Year: | 643,239,395 |
| 2 Years: | 3,299,001 |
| 3 Years: | 9,139,402 |
| Abstain: | 9,858,746 |
| Broker Non-Votes: | 16,564,060 |

Based on the recommendation of the Board of Directors in the Company's proxy statement and the voting results with respect to the advisory vote on the frequency of future advisory votes on executive compensation, the Company has decided to hold an advisory vote on executive compensation annually.

Other Matters: A stockholder proposal raised from the floor of the Annual Meeting requesting that the Board of Directors require that the Chair of the Board be an independent member of the Board of Directors failed and was voted upon as follows:

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| | |
|-------------------|-------------|
| For: | 1,517,604 |
| Against: | 680,583,000 |
| Abstain: | |
| Broker Non-Votes: | |

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/ Janet Nova
Janet Nova
Senior Vice President and

Interim Group General Counsel

Dated: October 24, 2011