

TWENTY-FIRST CENTURY FOX, INC.

Form 8-K

October 11, 2018

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): October 9, 2018

Twenty-First Century Fox, Inc.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction
of incorporation)**

**001-32352
(Commission
File Number)**

**26-0075658
(I.R.S. Employer
Identification No.)**

10036

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**1211 Avenue of the Americas,
New York, New York**
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 3, 2018, BSkyB Holdco, Inc. (Seller) and 21st Century Fox UK Nominees Limited, each a wholly owned subsidiary of Twenty-First Century Fox, Inc. (21CF or the Company), and Comcast Bidco, a wholly owned subsidiary of Comcast Corporation, entered into a Sale and Purchase Agreement (the Sky Sale Agreement) for all of the 672,783,139 shares of Sky plc (Sky) owned by Seller (representing approximately 39% of the issued ordinary share capital of Sky) at a price of £17.28 per share, or a total of approximately £11.6 billion (the Sky Shares Sale). The transaction was previously described in a Current Report of the Company on Form 8-K filed with the Securities and Exchange Commission on October 9, 2018.

On October 9, 2018, pursuant to the Sky Sale Agreement, the Company completed the Sky Shares Sale.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

The Company s unaudited pro forma condensed consolidated financial statements giving effect to the completion of the Sky Shares Sale are filed as Exhibit 99.1 hereto and are incorporated herein by reference.

(d) Exhibits.

Exhibit

| Number | Description |
|---------------|--|
| 99.1 | Unaudited Pro Forma Condensed Consolidated Financial Statements. |

EXHIBIT INDEX

Exhibit

| Number | Description |
|---------------|---|
| 99.1 | <u>Unaudited Pro Forma Condensed Consolidated Financial Statements.</u> |

SIGNATURE

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.

By: /s/ Janet Nova

Janet Nova

Executive Vice President and Deputy
Group General Counsel

Dated: October 11, 2018