

NEWS CORP  
Form 8-K  
June 30, 2008

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**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): 06/27/2008**

**News Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-32352**

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

**26-0075658**  
(IRS Employer  
Identification No.)

**1211 Avenue of the Americas**  
New York, NY 10036  
(Address of principal executive offices, including zip code)

**212-852-7000**  
(Registrant's telephone number, including area code)

(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))
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**Item 8.01. Other Events**

On June 27, 2008, News Corporation (the "Company") issued a press release announcing that the Company and two newly incorporated companies formed by funds advised by Permira Advisers LLP ("the Permira Newcos") have proposed a transaction to an independent committee of the board of directors of the Company's majority-owned public subsidiary, NDS Group plc ("NDS"), which would result in NDS ceasing to be a public company, and the Permira Newcos and the Company owning 51% and 49% of the vote and value in NDS, respectively.

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

**Item 9.01. Financial Statements and Exhibits**

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|      |   |
|------|---|
| 99.1 | Press release of News Corporation, dated June 27, 2008. |
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**Signature(s)**

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

Date: June 30, 2008

By: /s/ Lawrence A. Jacobs

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

**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                               |
|---------------------------|---|
| EX-99.1                   | Press release of News Corporation, dated June 27, 2008. |