

IGER ROBERT A
Form 4
March 21, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
IGER ROBERT A

(Last) (First) (Middle)

500 SOUTH BUENA VISTA
STREET

(Street)

BURBANK, CA 91521

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TWDC Enterprises 18 Corp. [---]

3. Date of Earliest Transaction
(Month/Day/Year)

03/20/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Disney Common Stock	03/20/2019		D	Amount <u>(1)</u> 1,078,584	(A) or (D) <u>(2)</u> <u>(3)</u> 0	D	
Disney Common Stock	03/20/2019		D	Amount <u>(4)</u> 20,301.441	(A) or (D) <u>(2)</u> <u>(3)</u> 0	I	By 401(k)
Disney Common Stock	03/20/2019		D	156	(A) or (D) <u>(2)</u> <u>(3)</u> 0	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (Right to Buy)	\$ 38.75	03/20/2019		D	732,079 (5)	(6) 01/18/2022	Disney Common Stock 732,07
Stock Option (Right to Buy)	\$ 51.29	03/20/2019		D	685,530 (5)	(6) 01/16/2023	Disney Common Stock 685,53
Stock Option (Right to Buy)	\$ 72.59	03/20/2019		D	435,220 (5)	(6) 12/19/2023	Disney Common Stock 435,22
Stock Option (Right to Buy)	\$ 92.235	03/20/2019		D	372,412 (5)	(6) 12/18/2024	Disney Common Stock 372,41
Stock Option (Right to Buy)	\$ 113.23	03/20/2019		D	271,331 (5)	(7) 12/17/2025	Disney Common Stock 271,33
Stock Option (Right to Buy)	\$ 105.21	03/20/2019		D	321,694 (5)	(8) 12/21/2026	Disney Common Stock 321,69
Restricted Stock Unit	(9)	03/20/2019		D	178,879 (10)	(11) 12/31/2021	Disney Common Stock 178,87
Stock Option (Right to	\$ 111.58	03/20/2019		D	295,237 (5)	(12) 12/19/2027	Disney Common Stock 295,23

Buy)

Stock

Option

(Right to

Buy)

\$

110.5381

03/20/2019

D

291,891

(5)

(13)

12/19/2028

Disney

Common

Stock

291,89

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IGER ROBERT A 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521	X		Chairman and CEO	

Signatures

/s/ Jolene E. Negre, as
attorney-in-fact

03/21/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Total includes dividends distributed with respect to previously vested restricted stock units.

(2) On March 20, 2019 (the "Merger Effective Date"), pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of June 20, 2018, among Twenty-First Century Fox, Inc. ("21CF"), TWDC Enterprises 18 Corp. (formerly known as The Walt Disney Company) ("Old Disney"), The Walt Disney Company (formerly known as TWDC Holdco 613 Corp.) ("Disney") and certain subsidiaries of Disney, Disney acquired all of the outstanding shares of 21CF and Old Disney (the "Transaction"). Effective as of the effective time of the Disney Merger, which occurred at 12:01 a.m. Eastern Time on the Merger Effective Date (the "Disney Effective Time"), Disney changed its name to "The Walt Disney Company" and Old Disney changed its name to "TWDC Enterprises 18 Corp."

(3) In connection with the Transaction, each share of Old Disney common stock issued and outstanding immediately prior to the consummation of the Transaction, converted into one share of Disney common stock.

(4) Shares held in The Walt Disney Stock Fund as of March 19, 2019. The Fund is one investment option in the 401(k) Plan and contained Old Disney matching contributions.

(5) In connection with the Transaction, stock options with respect to Old Disney common stock that were outstanding immediately prior to the consummation of the Transaction were converted into stock options in respect of Disney's common stock, subject to the same terms and conditions (including the exercise price and applicable vesting requirements, if any) as were applicable to such stock options immediately prior to the consummation of the Transaction.

(6) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option is fully vested.

(7) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 203,498 shares. The remaining unvested portion of the option vests in a single installment of 67,833 shares on December 17, 2019.

(8) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 160,847 shares. The remaining unvested portion of the option vests as to 80,423 shares on December 21, 2019, and as to 80,424 shares on December 21, 2020.

(9) Converts at 1-for-1.

(10) In connection with the Transaction, restricted stock units with respect to Old Disney common stock that were outstanding immediately prior to the consummation of the Transaction were converted into restricted stock units in respect of Disney's common stock, subject to the same terms and conditions (including applicable vesting requirements) as were applicable to such restricted stock units immediately prior to the consummation of the Transaction.

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- (11) This stock unit award was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 59,627 stock units plus dividend equivalent units on these units on December 31, 2019, and as to 59,626 stock units plus dividend equivalent units on these units on each December 31 of 2020 and 2021.

- (12) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 73,809 shares. The remaining unvested portion of the option vests as to 73,809 shares on December 19, 2019, as to 73,809 shares on December 19, 2020, and as to 73,810 shares on December 19, 2021.

- (13) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The options vest in an installment of 72,972 shares on December 19, 2019, and in three installments of 72,973 shares on each December 19 of 2020 through 2022.

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