

TWENTY-FIRST CENTURY FOX, INC.  
 Form 4  
 August 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MURDOCH KEITH RUPERT**

2. Issuer Name and Ticker or Trading Symbol  
**TWENTY-FIRST CENTURY FOX, INC. [FOX]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O TWENTY-FIRST CENTURY FOX, INC., 1211 AVENUE OF THE AMERICAS**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/25/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Chairman**

(Street)  
**NEW YORK, NY 10036**

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

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

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Common Stock            | 08/25/2015                           |  | S                              |   | 123,655   | D  |   |
|                                 |                                      |  |                                |   | \$ 27.23  | 0  | D   |
|                                 |                                      |  |                                |   | <u>(1)</u>  |  |   |
| Class B Common Stock            | 08/25/2015                           |  | S                              |   | 610,300   | D  |   |
|                                 |                                      |  |                                |   | \$ 27.27  | 4,639,700  | I   |
|                                 |                                      |  |                                |   | <u>(2)</u>  |  |   |
|                                 | 08/26/2015                           |  | S                              |   | 389,700   | D  |   |
|                                 |                                      |  |                                |   |   | 4,250,000  | I   |

By K. Rupert Murdoch 2004 Revocable Trust

|                            |                    |  |
|----------------------------|--------------------|--|
| Class B<br>Common<br>Stock | \$<br>27.22<br>(3) | By K.<br>Rupert<br>Murdoch<br>2004<br>Revocable<br>Trust |
|----------------------------|--------------------|--|

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

  

|                     |                    |       |  |
|---------------------|--------------------|-------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
| Code                | V (A) (D)          |       |  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MURDOCH KEITH RUPERT  
C/O TWENTY-FIRST CENTURY FOX, INC.,  
1211 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036

X

Executive Chairman

## Signatures

Laura A. Cleveland as Attorney-in-Fact for Keith Rupert  
Murdoch

08/27/2015

    \*\*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).

- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.20 to \$27.37, inclusive. The reporting person undertakes to provide to Twenty-First Century Fox, Inc., any security holder of Twenty-First Century Fox, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3).
- (1) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.20 to \$27.50, inclusive.
- (2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.79 to \$27.53, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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