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NEWS CORP
Form 8-K
August 16, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

August 16, 2005 (August 16, 2005)
DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED)

NEWS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER JURISDICTION
OF INCORPORATION)

000-32352
(COMMISSION FILE NO.)

26-0075658
(IRS EMPLOYER
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

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Exchange Act (17 CFR 240.13e-4(c))

Item 3.03 Material Modification to Rights of Security Holders.

(a) On August 16, 2005, News Corporation, a Delaware corporation (the "Company"), entered into an amendment ("Amendment No. 2") to the Rights Agreement, dated as of November 8, 2004, by and between the Company and Computershare Investor Services, LLC, as Rights Agent, as amended by Amendment No. 1 thereto, dated as of November 23, 2004 (as so amended, the "Rights Agreement"). Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Rights Agreement.

Amendment No. 2 amends the Rights Agreement to extend the Final Expiration Date of the Rights Agreement from November 8, 2005 to November 8, 2007. A copy of Amendment No. 2 is filed as an Exhibit to this Form 8-K and incorporated herein by reference. The foregoing description of Amendment No. 2 is qualified in its entirety by reference to the Rights Agreement and Amendment No. 2. In addition, a copy of the Company's press release announcing its Board of Directors' determination to amend the Rights Agreement is filed as an Exhibit to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

- 4.1 Amendment No. 2 to Rights Agreement, dated as of August 16, 2005, by and between News Corporation and Computershare Investor Services, LLC, as Rights Agent.
- 99.1 Press release, dated August 10, 2005, announcing, among other things, News Corporation's determination to extend the expiration date of its stockholder rights plan (incorporated by reference to Exhibit 99.1 of the Report of News Corporation on Form 8-K (File No. 001-32352) filed with the Securities and Exchange Commission on August 10, 2005).

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.

Date: August 16, 2005

NEWS CORPORATION

By: /s/ Lawrence A. Jacobs

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

EXHIBIT INDEX

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Exhibit No. -----	Description -----
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99.1	Press release, dated August 10, 2005, announcing, among other things, News Corporation's determination to to extend the expiration date of its stockholder rights plan (incorporated by reference to Exhibit 99.1 of the Report of News Corporation on Form 8-K (File No. 001-32352) filed with the Securities and Exchange Commission on August 10, 2005).