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NEWS CORP  
Form 8-K  
March 28, 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

March 28, 2005  
DATE OF REPORT  
(DATE OF EARLIEST EVENT REPORTED)

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

Delaware

001-32352

26-0075658  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

(COMMISSION FILE NO.)

(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

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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))

ITEM 7.01 REGULATION FD DISCLOSURE.

News America Incorporated, a subsidiary of News Corporation, announced that it has extended until April

1, 2005 at 5:00 p.m. EST the expiration date of its offer to exchange (i) up to US \$750,000,000 of its 5.30% Senior Notes due 2014 for an equal amount of its privately placed 5.30% Senior Notes due 2014 issued on December 3, 2004, and (ii) up to \$1,000,000,000 of its 6.20% Senior Notes due 2034 for an equal amount of its privately placed 6.20% Senior Notes due 2034 issued on December 3, 2004. The exchange offer had been scheduled to expire at 5:00 p.m., EST, on March 25, 2005.

A copy of the press release is attached hereto as exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit  
Number

Description

99.1

Press release dated March 28, 2005

SIGNATURES

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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  
(REGISTRANT)

By:

/s/ Lawrence A. Jacobs

Lawrence A. Jacobs

Senior

Executive Vice President and  
Group  
General  
Counsel

Dated: March 28, 2005

EXHIBIT INDEX

Exhibit  
Number

Description

99.1

Press release dated March 28, 2005

Press Release

Source: News America Incorporated

News America Incorporated Extends Debt Exchange Offer with  
Respect to 5.30% Senior Notes Due 2014  
and 6.20% Senior Notes  
Due 2034

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NEW YORK, NY, March 28, 2005

News America Incorporated (the "Company") today announced that it has

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extended until April 1, 2005 at 5:00 p.m. EST  
the expiration date of its offer to exchange (i) up to US \$750,000,000  
of its 5.30% Senior Notes due 2014 for an equal  
amount of its privately placed 5.30% Senior Notes due 2014  
(CUSIP #652482BF6) issued on December 3, 2004, and (ii) up to \$1,000,000,000  
of its 6.20% Senior Notes due  
2034 for an equal amount of its privately  
placed 6.20% Senior Notes due 2034 (CUSIP #652482BH2) issued on  
December 3, 2004. The exchange offer had been scheduled to expire at  
5:00 p.m., EST, on March 25, 2005.

The terms of the exchange offer and other  
information relating to the Company are set forth in the  
prospectus dated  
February 22, 2005. Copies of the prospectus and  
the related letter of transmittal may be obtained from The Bank of  
New York, which is serving as the exchange agent for  
the Exchange Offer. The Bank of New York's address,  
telephone and facsimile number are as follows:

The Bank of New York  
Corporate Trust Operations  
Reorganization Section  
101 Barclay Street, 7E  
New York, New York 10286  
Telephone: (212) 815-5920  
Fax: (212) 298-1915

This communication shall not constitute an offer  
to sell or the solicitation of an offer to  
sell or the solicitation of an  
offer to buy any securities, nor shall there  
be any sale of securities in any jurisdiction in which such offer,  
solicitation or sale would be unlawful prior to  
registration or qualification under the securities laws of any such  
jurisdiction. No offering of securities shall  
be made except by means of an appropriate prospectus.

News America, the principal subsidiary in the United  
States of News Corporation, is an operating company and  
holding company, which, together with its subsidiaries  
and affiliates, conducts substantially all of the U.S. activities  
of News Corporation. Through its wholly owned  
subsidiaries, News America operates in a number of industry  
segments, including magazines and inserts,  
newspapers and book publishing.

News Corporation (NYSE: NWS, NWS.A; ASX: NWS, NWSLV)  
had total assets as of December 31, 2004 of  
approximately US\$53 billion and total annual revenues  
of approximately US\$22 billion. News Corporation is a  
diversified international media and entertainment  
company with operations in eight industry segments: filmed  
entertainment; television; cable network  
programming; direct broadcast satellite television; magazines and inserts;  
newspapers; book publishing; and other.  
The activities of News Corporation are conducted  
principally in the United  
States, Continental Europe, the United Kingdom,  
Australia, Asia and the Pacific Basin.

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Contact:

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Investors: Reed Nolte 212-852-7092

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