

TWENTY-FIRST CENTURY FOX, INC.

Form 8-K

November 12, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

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

**November 12, 2014**

**DATE OF REPORT**  
**(DATE OF EARLIEST EVENT REPORTED)**

**TWENTY-FIRST CENTURY FOX, INC.**  
**(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

**Delaware**

**001-32352**  
**(COMMISSION)**

**26-0075658**  
**(IRS EMPLOYER)**

**(STATE OR OTHER  
JURISDICTION**

**FILE NO.)**

**IDENTIFICATION NO.)**

**OF INCORPORATION)**

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

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Company held its Annual Meeting of Stockholders on November 12, 2014. A brief description of the matters voted upon at the Annual Meeting and the results of the voting on such matters is set forth below.

Proposal 1: The following individuals were elected as directors:

| Name                      | For         | Against    | Abstain   | Broker Non-Votes |
|---------------------------|-------------|------------|-----------|------------------|
| Delphine Arnault          | 556,695,775 | 49,339,815 | 6,572,592 | 45,392,071       |
| James W. Breyer           | 600,848,586 | 5,216,078  | 6,543,518 | 45,392,071       |
| Chase Carey               | 600,718,420 | 5,343,741  | 6,546,021 | 45,392,071       |
| David F. DeVoe            | 598,206,786 | 7,858,911  | 6,542,485 | 45,392,071       |
| Viet Dinh                 | 597,188,050 | 8,869,973  | 6,550,159 | 45,392,071       |
| Sir Roderick I. Eddington | 553,824,780 | 52,232,507 | 6,550,895 | 45,392,071       |
| James R. Murdoch          | 549,892,800 | 56,168,644 | 6,546,738 | 45,392,071       |
| K. Rupert Murdoch         | 598,927,617 | 5,441,227  | 8,239,338 | 45,392,071       |
| Lachlan K. Murdoch        | 549,629,780 | 56,430,934 | 6,547,468 | 45,392,071       |
| Jacques Nasser            | 604,012,436 | 2,043,093  | 6,552,653 | 45,392,071       |
| Robert S. Silberman       | 565,376,379 | 40,687,088 | 6,544,715 | 45,392,071       |
| Tidjane Thiam             | 605,782,446 | 272,001    | 6,553,735 | 45,392,071       |

Proposal 2: A proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2015 passed and was voted upon as follows:

|          |             |
|----------|-------------|
| For:     | 643,889,355 |
| Against: | 7,572,201   |
| Abstain: | 6,538,694   |

Proposal 3: A proposal to approve, on an advisory, nonbinding basis, executive compensation passed and was voted upon as follows:

|                   |             |
|-------------------|-------------|
| For:              | 550,844,140 |
| Against:          | 52,250,676  |
| Abstain:          | 9,513,366   |
| Broker Non-Votes: | 45,392,071  |

**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.

TWENTY-FIRST CENTURY FOX, INC.  
(REGISTRANT)

By: /s/ Janet Nova  
Janet Nova  
Executive Vice President and

Deputy Group General Counsel

Dated: November 12, 2014