

FEDEX CORP
Form SC 13G/A
February 01, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO §240.13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED

PURSUANT TO §240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

FedEx Corporation

(Name of Issuer)

Common Stock, par value \$.10 per share

(Title of Class of Securities)

31428X106

(CUSIP Number)

December 31, 2016

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP No. 31428X106

Page 2 of 5 Pages

1. NAMES OF REPORTING PERSONS

Frederick W. Smith

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF
SHARES 16,814,540 (includes employee stock options to purchase 1,486,882 shares exercisable within 60 days of December 31, 2016)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 4,142,016

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 16,814,540 (includes employee stock options to purchase 1,486,882 shares exercisable within 60 days of December 31, 2016)

WITH 8. SHARED DISPOSITIVE POWER

4,142,016

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,956,556

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8%

12. TYPE OF REPORTING PERSON (see instructions)

IN

13G

CUSIP No. 31428X106

Page 3 of 5 Pages

Item 1.

(a) Name of Issuer:
FedEx Corporation

(b) Address of Issuer's Principal Executive Offices:
942 South Shady Grove Road, Memphis, TN 38120

Item 2.

(a) Name of Person Filing:
Frederick W. Smith

(b) Address of Principal Business Office or, if None, Residence:
942 South Shady Grove Road, Memphis, TN 38120

(c) Citizenship:
United States

(d) Title of Class of Securities:
Common Stock, par value \$.10 per share

(e) CUSIP Number:
31428X106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Edgar Filing: FEDEX CORP - Form SC 13G/A

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: .

13G

CUSIP No. 31428X106

Page 4 of 5 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 20,956,556
- (b) Percent of class: 7.8%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 16,814,540 (includes employee stock options to purchase 1,486,882 shares exercisable within 60 days of December 31, 2016).
 - (ii) Shared power to vote or to direct the vote: 4,142,016.
 - (iii) Sole power to dispose or to direct the disposition of: 16,814,540 (includes employee stock options to purchase 1,486,882 shares exercisable within 60 days of December 31, 2016).
 - (iv) Shared power to dispose or to direct the disposition of: 4,142,016.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

13G

CUSIP No. 31428X106

Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 1, 2017
Date

/s/ FREDERICK W. SMITH
Signature

Frederick W. Smith
Name/Title