FOX ENTERTAINMENT GROUP INC
Form SC TO-T/A
March 15, 2005

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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 9)

Fox Entertainment Group, Inc.
(Name of Subject Company (Issuer))

News Corporation
Fox Acquisition Corp
(Name of Filing Persons (Offerors))

Class A Common Stock, par value $0.01 per share
(Title of Class of Securities)

35138T107
(CUSIP Number of Class of Securities)

Lawrence A. Jacobs, Esq.
News Corporation
Fox Acquisition Corp
1211 Avenue of the Americas
New York, New York 10036
(212) 852-7000
(Name, address, and telephone numbers of person authorized to
receive notices and communications on behalf of filing persons)

Copy to:

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|_| Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

|X| third-party tender offer subject to Rule 14d-1.

|_| issuer tender offer subject to Rule 13e-4.

|_| going-private transaction subject to Rule 13e-3.

|_| amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: |_|

This Amendment No. 9 amends and supplements the Tender Offer Statement on Schedule TO (this "Schedule TO") filed on January 10, 2005 by News Corporation, a Delaware corporation, and Fox Acquisition Corp, a Delaware corporation and a wholly owned direct subsidiary of News Corporation, as amended by Amendment No. 1 thereto on January 10, 2005, Amendment No. 2 thereto on January 25, 2005, Amendment No. 3 thereto on January 27, 2005, Amendment No. 4 thereto on February 3, 2005, Amendment No. 5 thereto on February 8, 2005, Amendment No. 6 thereto on February 28, 2005, Amendment No. 7 thereto on March 3, 2005 and Amendment No. 8 thereto on March 4, 2005. This Schedule TO relates to the offer by Fox Acquisition Corp to exchange (the "Exchange Offer") 2.04 shares of News Corporation Class A common stock, par value $0.01 per share (including the associated preferred stock purchase rights) for each outstanding share of Fox Entertainment Group, Inc. ("Fox") Class A common stock on terms and conditions contained in the prospectus related to the Exchange Offer dated February 2, 2005, as supplemented (the "Prospectus") and the related Letter of Transmittal.

The information set forth in the Prospectus and in the related Letter of Transmittal is incorporated herein by reference.

On March 14, 2005, News Corporation announced that it has received a private letter ruling from the Internal Revenue Service ("IRS") relating to its previously announced internal restructuring transactions and has completed those transactions.

The completion of the internal restructuring transactions and the receipt of the IRS private letter ruling are both conditions to the completion of the Exchange Offer.

The Exchange Offer remains subject to other conditions, including the condition that there must be validly tendered a majority of the outstanding shares of Fox Class A common stock not beneficially owned by News Corporation or its affiliates, directors and executive officers or the directors and executive officers of Fox, and is currently scheduled to expire at 12:00 Midnight, New York City time, on March 18, 2005, unless extended.

Item 12. Exhibits.

(a)(39) Press Release issued by News Corporation on March 14, 2005 (incorporated by reference from Exhibit 99.1 to News Corporation's Form 8-K filed on March 14, 2005).

SIGNATURE

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

News Corporation

By: /s/ Lawrence A. Jacobs

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

Fox Acquisition Corp

By: /s/ Lawrence A. Jacobs

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

Date: March 15, 2005

EXHIBIT INDEX

Exhibit Number	Exhibit Description
(a)(39)	Press Release issued by News Corporation on March 14, 2005 (incorporated by reference from Exhibit 99.1 to News Corporation's Form 8-K filed on March 14, 2005).