FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washingto | n. D.C | . 20549 |
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| STATEMENT | OF CHANG | GES IN BENE | FICIAL O | WNERSHIP |
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| OMB APPROVAL | | | | | | | | |
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| OMB Number: 3235-0287 | | | | | | | | |
| Estimated average bur | den | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* Ciongoli Adam G. (Last) (First) (Middle) C/O 1211 AVENUE OF THE AMERICAS (Street) NEW YORK NY 10036 | | | | | | 2. Issuer Name and Ticker or Trading Symbol Fox Corp [FOX] 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2023 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Inc | X Form filed by One Reporting Person | | | | | |
|---|---------|---|------------|-------------------------------|--|---|------------------------------|------------|---|--|--------------------|----------------------|---|--|--------------------------------------|--|--|-----------|--|--|
| (City) | (Sta | | Zip) | | Form filed by More than One Reporting Person Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to sa the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | saction | 2A. Deemed Execution Date, | | Code (Instr. | | d (A) or | 5. Amount of Securities Beneficially Owned Follow | | Form: | Direct I Indirect E tr. 4) | '. Nature of ndirect Beneficial Ownership | | | | | | |
| | | | | | | | | | | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | | Instr. 4) | | |
| | | | Table II - | Deriva (e.g., _l | ative puts, | Sec call | urities <i>l</i> s, warra | Acquants | uire , op | ed, Di ptions | spo s, c | osed of, onvertib | or Bene de secu | ficially C rities) | wned | | | | | |
| Derivative Conversion Da | | 3. Transaction Date (Month/Day/Year) 3A. Deer Execution if any (Month/L | | Date, | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Exp | 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and of Securitii Underlying Derivative (Instr. 3 an | | | ies g Security | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | Code | v | | | Dat Exe | ite ercisab | | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | | | | |
| Restricted Stock Units | (1) | 12/01/2023 | | | A | | 78,333 | | (2) | | | (2) | Class A Common Stock | 78,333 | \$0.00 | 78,33 | 3 | D | | |
| Restricted Stock Units | (1) | 12/01/2023 | | | A | | 75,000 | | | (3) | | (3) | Class A Common Stock | 75,000 | \$0.00 | 75,00 | 0 | D | | |
| Performance Stock Options (Right to Buy) | \$34.84 | 12/01/2023 | | | A | | 109,970 | | | (4) | | 08/09/2033 | Class A Common Stock | 109,970 | \$0.00 | 109,97 | 70 | D | | |

Explanation of Responses:

- 1. Each restricted stock unit represents the equivalent of one share of Fox Corporation's Class A Common Stock.
- 2. The restricted stock units will vest one-third on each of June 30, 2024, June 30, 2025 and June 30, 2026.
- 3. The restricted stock units will vest one-third on each of August 15, 2024, August 15, 2025 and August 15, 2026.
- 4. The performance stock options may vest and become exercisable on August 9, 2026, based on the attainment of a 15% increase in the price of Fox Corporation's Class A Common Stock over the exercise price for at least 30 consecutive calendar days during the period from the date of grant to August 9, 2026.

Remarks:

/s/ Laura A. Cleveland as Attorney-in-Fact for Adam G.

12/05/2023

<u>Ciongoli</u>

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.