SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* NALLEN JOHN	2. Issuer Name **and** Ticker or Trading Symbol Fox Corp [FOX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

C/O FOX CORPORATION
1211 AVENUE OF THE AMERICAS

(Street)

NEW YORK   NY   10036

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year) 09/28/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

Relationship:
Director ☐   10% Owner ☐
X Officer (give title below)   Other (specify below) ☐
Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	09/28/2022		A		236[2]		(3)	(3)	Class A Common Stock	236	$0.00	29,987[4]	D	
Restricted Stock Units	(1)	09/28/2022		A		357[2]		(5)	(5)	Class A Common Stock	357	$0.00	45,321[4]	D	
Restricted Stock Units	(1)	09/28/2022		A		604[2]		(6)	(6)	Class A Common Stock	604	$0.00	76,591[4]	D	

Explanation of Responses:

1. Each restricted stock unit represents the equivalent of one share of Fox Corporation's Class A Common Stock.

2. Represents dividend equivalents accrued with respect to restricted stock units.

3. The restricted stock units vested one-third on August 15, 2021, one-third on August 15, 2022 and the remainder of the award will vest on August 15, 2023.

4. Represents the aggregate number of restricted stock units with respect to a specific grant that are held by the Reporting Person, including dividend equivalents accrued that vest on the same terms as the respective underlying restricted stock units.

5. The restricted stock units vested one-third on August 15, 2022, will vest one-third on August 15, 2023 and the remainder of the award will vest on August 15, 2024.

6. The restricted stock units will vest one-third on each of August 15, 2023, August 15, 2024 and August 15, 2025.

Remarks:

/s/ Laura A. Cleveland as Attorney-in-Fact for John Nallen   09/29/2022

** Signature of Reporting Person   Date