

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

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

**DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED)
June 17, 2021**

Fox Corporation
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER JURISDICTION
OF INCORPORATION)

001-38776
(COMMISSION
FILE NO.)

83-1825597
(IRS EMPLOYER
IDENTIFICATION NO.)

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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbols	Name of Each Exchange on Which Registered
Class A Common Stock, par value \$0.01 per share	FOXA	The Nasdaq Global Select Market
Class B Common Stock, par value \$0.01 per share	FOX	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Election of New Director

On June 17, 2021, the Board of Directors (the “Board”) of Fox Corporation (the “Company” or “FOX”) elected William A. Burck to the Board. Mr. Burck will serve on the Nominating and Corporate Governance Committee. There are no arrangements or understandings between Mr. Burck and any other persons pursuant to which Mr. Burck was selected as a director and there are no transactions in which Mr. Burck has a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K.

Mr. Burck will receive compensation for service under the terms of FOX’s non-executive director compensation program, which is described under the heading “Non-Executive Director Compensation” in the Company’s Proxy Statement filed with the Securities and Exchange Commission on September 23, 2020.

Mr. Burck also entered into FOX’s standard form of directors’ indemnification agreement with the Company, which provides for the standard indemnification and advancement of expenses to the fullest extent permitted by law consistent with the Company’s Amended and Restated By-laws. The description of the indemnification agreement is intended to provide a general description only, is subject to the detailed terms and conditions of, and is qualified in its entirety by reference to the full text of, the form of indemnification agreement, which is attached as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on March 19, 2019 and incorporated herein by reference.

A copy of the Company’s press release announcing Mr. Burck’s election is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01. Other Events

Stock Repurchase Program

On June 17, 2021, the Company issued a press release announcing that the Board has approved incremental stock repurchases of up to an additional \$2 billion of the Company’s Class A common stock, par value \$0.01 per share, and Class B common stock, par value \$0.01 per share. With this increase, the Company’s total stock repurchase authorization is now \$4 billion of which more than \$1.56 billion has been completed to date. The manner, timing, number and share price of the repurchases will be determined by the Company at its discretion and will depend upon such factors as the market price of the stock, general market conditions, applicable securities laws, alternative investment opportunities and other factors. The stock repurchase program has no time limit and may be modified, suspended or discontinued at any time.

A copy of the Company’s press release announcing the stock repurchase program is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by Fox Corporation, dated June 17, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

FOX CORPORATION

By: /s/ Viet D. Dinh
Name: Viet D. Dinh
Title: Chief Legal and Policy Officer

June 17, 2021



Fox Corporation Announces \$2 Billion Incremental Stock Repurchase Authorization

William A. Burck Elected to the Board of Directors

New York, NY and Los Angeles, CA – June 17, 2021 – Fox Corporation (Nasdaq: FOXA, FOX) (the “Company” or “FOX”) today announced that its Board of Directors (the “Board”) has authorized incremental stock repurchases of up to an additional \$2 billion of the Company’s Class A common stock and Class B common stock. With this increase, the Company’s total stock repurchase authorization is now \$4 billion of which more than \$1.56 billion has been completed to date. Subject to market conditions and other factors, the Company intends to repurchase, in the open market or otherwise, a combination of the Company’s Class A common stock and Class B common stock. This stock repurchase program has no time limit and may be modified, suspended or discontinued at any time.

Executive Chairman and Chief Executive Officer Lachlan K. Murdoch commented: “We remain committed to deploying capital to maximize long-term stockholder value through a balanced approach of appropriate organic investment, accretive M&A, and returns of capital to our stockholders. This stock buyback program reflects our unwavering confidence in the long-term investment case for the Company, which is underpinned by the strength of our core brands and the sustainability of our business, and which we believe is well positioned to continue to generate healthy free cash flow.”

Fox Corporation separately announced that William A. Burck has been elected to the Company’s Board of Directors. He will serve on the Nominating and Corporate Governance Committee of the Board.

Mr. Burck, 49, currently serves as Co-Managing Partner of the Washington, D.C. office of the law firm Quinn Emanuel Urquhart & Sullivan, LLP, where he has been a partner since 2012. Mr. Burck served as Deputy Staff Secretary, Special Counsel and Deputy White House Counsel to President George W. Bush from 2005 to 2009. Earlier, he served in the Criminal Division of the U.S. Department of Justice and as an Assistant United States Attorney in the Southern District of New York.

Mr. Murdoch commented: “Bill is a tremendous asset to our Board. His decades of experience advising clients on complex business matters and innovative growth strategies will benefit the entire Company as we advance FOX’s business objectives and serve our viewers, employees and stockholders.”

Mr. Burck holds Bachelor of Arts and Juris Doctor degrees from Yale University, and was a law clerk to Justice Anthony Kennedy.

About Fox Corporation

Fox Corporation produces and distributes compelling news, sports and entertainment content through its iconic domestic brands including: FOX News Media, FOX Sports, FOX Entertainment and FOX Television Stations. These brands hold cultural significance with consumers and commercial importance for distributors and advertisers. The breadth and depth of our footprint allows us to deliver content that engages and informs audiences, develop deeper consumer relationships and create more compelling product offerings. FOX maintains an impressive track record of news, sports, and entertainment industry success that shapes our strategy to capitalize on existing strengths and invest in new initiatives. For more information about Fox Corporation, please visit www.FoxCorporation.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “may,” “will,” “should,” “likely,” “anticipates,” “expects,” “intends,” “plans,” “projects,” “believes,” “estimates,” “outlook” and similar expressions are used to identify these forward-looking statements. These statements are based on management’s current expectations and beliefs and are subject to uncertainty and changes in circumstances. Actual results may vary materially from those expressed or implied by the statements in this press release due to changes in economic, business, competitive, technological, strategic and/or regulatory factors and other factors affecting the operation of the Company’s businesses, including the impact of COVID-19 and other widespread health emergencies or pandemics and measures to contain their spread. More detailed information about these factors is contained in the documents the Company has filed with or furnished to the Securities and Exchange Commission, including the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2020.

Statements in this press release speak only as of the date they were made, and the Company undertakes no duty to update or release any revisions to any forward-looking statement made in this press release or to report any events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events or to conform such statements to actual results or changes in the Company’s expectations, except as required by law.

Press Contact:

Megan Klein
310-369-1363
megan.klein@fox.com

Investor Contacts:

Joe Dorrego
212-852-7856
joseph.dorrego@fox.com

Dan Carey
212-852-7955
daniel.carey@fox.com