SEC Form 4

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FORM 4

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

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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* MURDOCH KEITH RUPERT	2. Issuer Name and Ticker or Trading Symbol <u>Fox Corp</u> [FOX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
		X Director 10% Owner Officer (give title Other (specify								
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2023	X below) below)								
C/O FOX CORPORATION		Chair								
1211 AVENUE OF THE AMERICAS	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street)		X Form filed by One Reporting Person								
NEW YORK NY 10036		Form filed by More than One Reporting Person								
(City) (State) (Zip)	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 the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									
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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	08/15/2023		М		42,297	A	(1)	42,297	D	
Class A Common Stock	08/15/2023		F		22,397	D	\$33.84	19,900	D	
Class A Common Stock	08/15/2023		М		31,962	A	(1)	51,862	D	
Class A Common Stock	08/15/2023		F		16,924	D	\$33.84	34,938	D	
Class A Common Stock	08/15/2023		М		36,010	A	(1)	70,948	D	
Class A Common Stock	08/15/2023		F		19,914	D	\$33.84	51,034	D	
Class A Common Stock	08/15/2023		М		45,676	Α	(1)	96,710	D	
Class A Common Stock	08/15/2023		F		25,259	D	\$33.84	71,451	D	

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

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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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/)	ate	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)	08/15/2023		М			42,297	(2)	(2)	Class A Common Stock	42,297	\$0.00	0	D	
Restricted Stock Units	(1)	08/15/2023		М			31,962	(3)	(3)	Class A Common Stock	31,962	\$0.00	31,968	D	
Restricted Stock Units	(1)	08/15/2023		М			36,010	(4)	(4)	Class A Common Stock	36,010	\$0.00	72,025	D	
Performance Stock Units	(1)	08/15/2023		М			45,676	08/15/2023	08/15/2023	Class A Common Stock	45,676	\$0.00	0	D	

Explanation of Responses:

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

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

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

4. The restricted stock units vested one-third on August 15, 2023, will vest one-third on August 15, 2024 and the remainder of the award will vest on August 15, 2025.

Remarks:

<u>/s/ Laura A. Cleveland as</u> <u>Attorney-in-Fact for Keith</u> <u>Rupert Murdoch</u>

** Signature of Reporting Person

08/17/2023

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.