

**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)
August 4, 2019**

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 |
| Rights to Purchase Series A Junior Participating Preferred Stock | N/A | 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 8.01. Other Events.

On August 4, 2019, Fox Corporation (the “Company” or “FOX”) issued a press release announcing the entry into an Agreement and Plan of Merger, among FOX, Project Six Merger Sub, Inc., an indirect wholly-owned subsidiary of FOX, and Credible Labs, Inc. (“Credible”), pursuant to which, subject to the satisfaction or waiver of certain conditions, FOX has agreed to acquire 67% of the equity in Credible for approximately \$265 million.

A copy of the Company’s press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statement and Exhibits.

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 99.1 | Press release issued by Fox Corporation, dated August 4, 2019 |

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOX CORPORATION

By: /s/ Viet Dinh

Name: Viet Dinh

Title: Chief Legal and Policy Officer

Date: August 5, 2019



**Fox Corporation to Acquire Credible Labs Inc.,
a Leading U.S. Consumer Finance Marketplace**

New York, NY and Los Angeles, CA – August 4, 2019 – Fox Corporation (Nasdaq: FOXA, FOX) today announced the entry into a definitive merger agreement for the proposed acquisition of 67% of the equity in Credible Labs Inc. (ASX: CRD) (“Credible”), a leading consumer finance marketplace in the U.S. The price per CHESS Depository Interests of \$AUD 2.21 in cash represents a 31% premium to Credible’s closing price on the day prior to Fox’s initial May 29 proposal. Following the equity purchase of approximately \$USD 265 million, FOX will commit up to \$USD 75 million of growth capital to Credible over approximately two years.

Credible delivers a differentiated and personalized experience that enables consumers to compare instant, accurate pre-qualified rates from multiple financial institutions across student loans, personal loans and mortgages, helping consumers save money and make better financial decisions.

Fox Corporation Executive Chairman and Chief Executive Officer Lachlan Murdoch said: “The acquisition of Credible underscores Fox Corporation’s innovative digital strategy that emphasizes direct interactions with our consumers to provide services they want and expand their engagement with us across platforms. Credible, which has tremendous synergy with core brands such as FOX Business and FOX Television Stations and will benefit from our audience reach and scale, will drive strategic growth, further develop our brand verticals and deepen consumer relationships.”

As part of the transaction, and subject to certain approvals from the Australian Securities Exchange (“ASX”), Credible Founder and CEO, Mr. Stephen Dash, will exchange shares equal to 33% of Credible’s outstanding common stock into units of a newly created FOX subsidiary. Mr. Dash will continue to serve as CEO of Credible.

Mr. Dash commented: “Fox Corporation’s record of innovation and focus on audience engagement will further enhance Credible’s position as a leading consumer finance marketplace in the United States, creating opportunities for organic growth and the expansion of the Credible platform. Credible’s industry-leading user experience, combined with FOX, will provide greater impact and scale for consumers.”

The transaction, which is expected to close in the fourth quarter of this year, is conditioned on the receipt of a majority vote of all Credible shareholders, as well as a majority vote of all shareholders other than Mr. Dash and his affiliates, and is subject to the receipt of regulatory approvals (including certain approvals from the ASX) and other customary closing conditions.

Credible joins Fox Corporation’s diverse digital offerings that also include exclusive content via the popular FOX Nation service, the pay-per-view functionality on the FOX Sports app, live and on demand content on FOX Now, and leading news sources including FOXNews.com, FOXBusiness.com and the websites of local FOX Television Stations.

Kirkland & Ellis LLP and Herbert Smith Freehills are serving as U.S. and Australian legal counsel, respectively, to Fox Corporation.

About Fox Corporation

Fox Corporation produces and distributes compelling news, sports and entertainment content through its iconic domestic brands including: FOX News, FOX Sports, the FOX Network, and the 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, develops deeper consumer relationships and creates more compelling product offerings. FOX maintains an impressive track record of news, sports, and entertainment industry success that will shape our strategy to capitalize on current strengths and invest in new initiatives. For more information about Fox Corporation, please visit www.FoxCorporation.com.

About Credible

Credible (ARBN: 621 866 813) is a U.S. company based in San Francisco which operates a consumer finance marketplace that helps consumers save money and make better financial decisions. Credible has developed a proprietary technology platform that is integrated with credit bureaus and financial institutions. Credible has developed a differentiated, and personalized user experience that enables consumers to compare instant, accurate pre-qualified rates from multiple financial institutions for student loans, personal loans and mortgages. For more information, please visit: www.credible.com

Cautionary Note Regarding Forward Looking Statements

This news release contains forward-looking statements and information within the meaning of the Private Securities Litigation Reform Act of 1995, including statements and information relating to the Fox Corporation's proposed acquisition of Credible equity. 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 news release due to changes in economic, business, competitive, technological, strategic and/or regulatory factors and other factors affecting the operation of the business of Fox Corporation. More detailed information about risk factors affecting Fox Corporation is contained in the documents Fox Corporation has filed with or furnished to the Securities and Exchange Commission (the "SEC"), including its Registration Statement on Form 10, filed with the SEC and declared effective by the SEC on February 5, 2019, and subsequent Quarterly Reports on Form 10-Q.

Investors are cautioned not to put undue reliance on forward looking statements or information. Statements and information in this news release speak only as of the date they were made, and Fox Corporation does not undertake any duty to update or release any revisions to any forward looking statement made in this news release or to report any events or circumstances after the date of this news release or to reflect the occurrence of unanticipated events or to conform such statements and information to actual results or changes in expectations, except as required by law.

Press Contacts:*United States*

Hope Hicks
310-369-1212
hope.hicks@fox.com

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

Australia

John Connolly
61 2 9232 1033
jc@jcp.com.au

Investor Contacts:

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

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