# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549** 

| <b>FORM</b> | 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) **November 14, 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 **IDÈNTIFICATION 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)

|            | e appropriate box below if the Form 8-K filing is in provisions:   | ttended to simultaneously satisfy the   | filing obligation of the registrant under any of the  |  |
|------------|--|---|---|--|
|            | 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 12(b) of the Act:   |   |   |  |
|            | Title of Each Class  | Trading<br>Symbols                      | Name of Each Exchange<br>on Which Registered          |  |
| Class A    | A Common Stock, par value \$0.01 per<br>share  | FOXA                                    | The Nasdaq Global Select Market                       |  |
| Class I    | 3 Common Stock, par value \$0.01 per<br>share  | FOX                                     | The Nasdaq Global Select Market                       |  |
|            | ghts to Purchase Series A Junior<br>Participating Preferred Stock  | N/A                                     | The Nasdaq Global Select Market                       |  |
|            | by check mark whether the registrant is an emergin<br>or Rule 12b-2 of the Securities Exchange Act of 19 |   | e 405 of the Securities Act of 1933 (§230.405 of this |  |
|            |  |   | Emerging growth company                               |  |
| If an eme  | rging growth company, indicate by check mark if t  | he registrant has elected not to use tl | ne extended transition period for complying with any  |  |

new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  $\Box$ 

#### Item 5.07 Submission of Matters to a Vote of Security Holders.

Fox Corporation (the "Company") held its Annual Meeting of Stockholders on November 14, 2019. A brief description of the matters voted upon at the Annual Meeting and the results of the voting on such matters are set forth below.

Proposal 1: The following individuals were elected as directors:

|                      |             |            |         | Broker    |
|----------------------|-------------|------------|---------|-----------|
| Name                 | For         | Against    | Abstain | Non-Votes |
| K. Rupert Murdoch AC | 227,631,122 | 9,708,238  | 152,038 | 7,779,700 |
| Lachlan K. Murdoch   | 226,472,364 | 10,857,785 | 161,249 | 7,779,700 |
| Chase Carey          | 227,626,412 | 9,711,478  | 153,508 | 7,779,700 |
| Anne Dias            | 223,997,436 | 13,326,933 | 167,029 | 7,779,700 |
| Roland A. Hernandez  | 222,954,716 | 14,370,036 | 166,646 | 7,779,700 |
| Jacques Nasser AC    | 231,943,052 | 5,395,492  | 152,854 | 7,779,700 |
| Paul D. Ryan         | 222,255,203 | 15,082,620 | 153,575 | 7,779,700 |

Proposal 2: A proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2020 passed and was voted upon as follows:

| For:     | 245,152,479 |
|----------|-------------|
| Against: | 83,401      |
| Abstain: | 35,218      |

Proposal 3: A proposal to approve, on an advisory, nonbinding basis, named executive officer compensation passed and was voted upon as follows:

| For:              | 165,007,388 |
|-------------------|-------------|
| Against:          | 67,763,019  |
| Abstain:          | 4,720,991   |
| Broker Non-Votes: | 7,779,700   |

Proposal 4: A proposal to vote, on an advisory, nonbinding basis, on the frequency of future advisory votes to approve named executive officer compensation was voted upon as follows:

| 1 Year:           | 235,345,140 |
|-------------------|-------------|
| 2 Years:          | 16,469      |
| 3 Years:          | 1,964,518   |
| Abstain:          | 165,271     |
| Broker Non-Votes: | 7,779,700   |

In light of the voting results on Proposal 4 and consistent with the recommendation of the Board of Directors of the Company included in the Company's proxy statement, the Company has decided to hold an advisory vote to approve named executive officer compensation annually.

## **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

November 14, 2019