FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

gton, D.C.	20549			

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

# Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) Fox Corp [ FOX ] NALLEN JOHN Director 10% Owner Officer (give title Other (specify below) helow) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (Middle) (First) Chief Operating Officer 06/03/2019 C/O FOX CORPORATION 1211 AVENUE OF THE AMERICAS 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person **NEW YORK** 10036 Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Transaction Execution Date. Securities Form: Direct Indirect (D) or Indirect Beneficial (Month/Day/Year Code (Instr. 5) Beneficially (Month/Day/Year) Owned Following 8) (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) (Instr. 3 and 4) Code Amount 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. Transa Code ( 8)		Derivative Expiration I		6. Date Exerc Expiration Da (Month/Day/\	ate	d 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative derivative Security (Instr. 5) Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	06/03/2019		A		1,246 <sup>(2)</sup>		(3)	(3)	Class A Common Stock	1,246	\$0.00	186,758 <sup>(4)</sup>	D	
Restricted Stock Units	(1)	06/03/2019		A		286 <sup>(2)</sup>		(5)	(5)	Class A Common Stock	286	\$0.00	42,863 <sup>(4)</sup>	D	
Restricted Stock Units	(1)	06/03/2019		A		1,251 <sup>(2)</sup>		(6)	(6)	Class A Common Stock	1,251	\$0.00	187,540 <sup>(4)</sup>	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 will vest on August 15, 2020.
- 4. Represents the aggregate number of restricted stock units 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 will vest on June 20, 2020.
- 6. The restricted stock units will vest 50% on each of June 15, 2020 and June 15, 2021.

## Remarks:

/s/ Laura A. Cleveland as Attorney-in-Fact for John

06/05/2019

**Nallen** 

\*\* Signature of Reporting Person

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.

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