

**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)  
November 4, 2023**

**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**

On November 4, 2023, Fox Corporation (the “Company”) appointed Adam Ciongoli as Chief Legal and Policy Officer of the Company effective December 1, 2023 (the “Effective Date”). Mr. Ciongoli, 55, comes to the Company from Campbell Soup Company, where he served as Executive Vice President, General Counsel and led the Corporate Secretary function, Government Relations team, and Sustainability, Corporate Responsibility and Governance functions and was a member of the Operating Committee; he was the Executive Vice President and General Counsel of Lincoln Financial Group (May 2012 – June 2015) and Group General Counsel and Secretary of Willis Group Holdings, PLC (March 2007 - May 2012). The Company issued a press release on November 8, 2023 announcing Mr. Ciongoli’s appointment.

The Company entered into an employment agreement (the “Employment Agreement”) with Mr. Ciongoli on November 4, 2023. The Employment Agreement provides that he will serve as Chief Legal and Policy Officer of the Company until November 30, 2026. Mr. Ciongoli will receive a base salary of \$1,750,000, target bonus of \$2,750,000 and a target award under the Fox Corporation 2019 Shareholder Alignment Plan (“SAP”, or other long-term incentive plan as in effect from time to time) equal to \$3,000,000. Under the Employment Agreement, Mr. Ciongoli will participate in all of the Company’s employee benefit plans to the extent applicable to other comparable executives of the Company, and will have the opportunity to receive severance and other post-termination benefits consistent with the Form of Employment Agreement filed as an exhibit to the Company’s Form 10-K.

Following the Effective Date, Mr. Ciongoli will receive awards consisting of restricted stock units and performance stock options, with a grant date value of \$2,250,000 and \$750,000, respectively (together, the “Initial SAP Award”) under the SAP in respect of his services for the remainder of the fiscal year. To offset the value of forfeited awards from his prior employer, he will also receive an additional award of restricted stock units with a grant date value of \$2,350,000 (the “SAP Award”) which will vest in equal installments on each of June 30, 2024, June 30, 2025 and June 30, 2026. Except as otherwise provided in the foregoing, the awards will generally be subject to substantially the same terms and conditions (including vesting and performance conditions) as established for other executive officers of the Company during fiscal year 2024.

The foregoing description of the Employment Agreement, the Initial SAP Award and SAP Award does not purport to be complete and is qualified in its entirety by reference to the full text of the Form of Employment Agreement, Form of Restricted Stock Unit Terms and Conditions under the Shareholder Alignment Plan and the Form of Non-Qualified Stock Option Terms and Conditions under the Shareholder Alignment Plan, filed with the Company’s Form 10-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release issued by Fox Corporation, dated November 8, 2023, announcing the appointment of Adam Ciongoli as Fox Corporation’s Chief Legal and Policy Officer.</a>
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

November 8, 2023



**FOX CORPORATION NAMES ADAM CIONGOLI  
CHIEF LEGAL AND POLICY OFFICER**

**New York, NY and Los Angeles, CA – November 8, 2023** – Lachlan Murdoch, Executive Chair and Chief Executive Officer of Fox Corporation (Nasdaq: FOXA, FOX), today announced that Adam Ciongoli has been appointed Chief Legal and Policy Officer for Fox Corporation beginning December 1. Ciongoli, who currently serves as Executive Vice President, General Counsel and Chief Sustainability, Corporate Responsibility and Governance Officer for Campbell Soup Company, will report to Murdoch.

In this role, Ciongoli will lead all legal, compliance, and regulatory matters as well as oversee government affairs.

“I am pleased to welcome Adam to the FOX executive leadership team,” said Murdoch. “Adam’s extensive legal experience across various industries and government will be a tremendous asset to our company.”

“I’m excited to join the FOX team at such a dynamic time in the media industry,” said Ciongoli. “FOX is uniquely positioned to build on the momentum that has been established by its industry leading brands. I look forward to contributing to the company’s continued success.”

Ciongoli brings nearly 30 years of legal experience in both the public and private sectors to his new role at FOX. Most recently at Campbell, he led the Legal department, Corporate Secretary function, Government Relations team, and Sustainability, Corporate Responsibility and Governance functions and was a member of the Operating Committee.

He has also previously served as Executive Vice President and General Counsel of Lincoln Financial Group, as Group General Counsel and Secretary for Willis Group Holdings, PLC and as Senior Vice President and General Counsel for Time Warner, Europe.

Before transitioning to the private sector, Ciongoli served as counselor to John Ashcroft when he was Attorney General of the United States; as chief counsel to the U.S. Senate Subcommittee on the Constitution, Federalism and Property Rights; and as law clerk to United States Supreme Court Justice Samuel A. Alito, Jr.

Ciongoli earned his Bachelor of Arts in history from the University of Pennsylvania, and his Juris Doctor, *magna cum laude*, from the Georgetown University Law Center.

---

## **About Fox Corporation**

Fox Corporation produces and distributes compelling news, sports, and entertainment content through its primary iconic domestic brands, including FOX News Media, FOX Sports, FOX Entertainment, FOX Television Stations and Tubi Media Group. 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](http://www.FoxCorporation.com).

### **Press Contacts:**

Brian Nick  
310-369-3545  
[brian.nick@fox.com](mailto:brian.nick@fox.com)

Lauren Townsend  
310-369-2729  
[lauren.townsend@fox.com](mailto:lauren.townsend@fox.com)