

TWENTY-FIRST CENTURY FOX, INC.  
Form S-8 POS  
May 08, 2014

As filed with the Securities and Exchange Commission on May 8, 2014

Registration No. 333-120777

Registration No. 333-120778

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**TWENTY-FIRST CENTURY FOX, INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware** **26-0075658**  
**(State or other jurisdiction of** **(I.R.S. Employer**  
**incorporation or organization)** **Identification No.)**  
**1211 Avenue of the Americas, New York, New York 10036**

**(Address of principal executive offices) (Zip code)**

**News America Incorporated Amended and Restated NDM Option Plan**

**News Corporation 2004 Stock Option Plan**

**News Corporation 2004 Replacement Stock Option Plan**

**(Full title of the plan)**

**Janet Nova, Esq.**

**Executive Vice President and Deputy Group General Counsel**

**Twenty-First Century Fox, Inc.**

**1211 Avenue of the Americas**

**New York, New York 10036**

**(212) 852-7000**

**(Name, address and telephone number of agent for service)**

**Copy to:**

**Amy Bowerman Freed, Esq.**

**Hogan Lovells US LLP**

**875 Third Avenue**

**New York, New York 10022**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

### EXPLANATORY NOTE

Twenty-First Century Fox, Inc. (formerly known as News Corporation) (the Company ) is filing these post-effective amendments (the Post-Effective Amendments ) to deregister certain securities originally registered by the Company pursuant to the following registration statements on Form S-8 (collectively, the Registration Statements ) filed with the Securities and Exchange Commission:

1. Registration Statement No. 333-120777, filed on November 24, 2004, registering 629,556 shares of the Company's Class A Common Stock pursuant to the News America Incorporated Amended and Restated NDM Option Plan (the NDM Plan ); and
2. Registration Statement No. 333-120778, filed on November 24, 2004, registering 187,200,000 shares of the Company's Class A Common Stock pursuant to the Company's 2004 Stock Option Plan and the Company's 2004 Replacement Stock Option Plan (collectively, the 2004 Option Plans ).

No new securities will be offered under the NDM Plan and the 2004 Option Plans. In accordance with the undertaking contained in the Registration Statements pursuant to Item 512 of Regulation S-K, these Post-Effective Amendments are being filed to deregister and remove all of the previously registered securities under the Registration Statements that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478(a)(4) thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 8th day of May, 2014.

**TWENTY-FIRST CENTURY FOX, INC.**

By: /s/ John P. Nallen  
John P. Nallen  
Senior Executive Vice President and  
Chief Financial Officer