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NEWS CORP
Form 8-K
March 28, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

March 28, 2005
DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED)

NEWS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

001-32352

26-0075658
(STATE OR OTHER JURISDICTION
OF INCORPORATION)

(COMMISSION FILE NO.)

(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)

NOT APPLICABLE
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

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

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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))

ITEM 7.01 REGULATION FD DISCLOSURE.

News America Incorporated, a subsidiary of News Corporation, announced that it has extended until April

1, 2005 at 5:00 p.m. EST the expiration date of its offer to exchange (i) up to US \$750,000,000 of its 5.30% Senior Notes due 2014 for an equal amount of its privately placed 5.30% Senior Notes due 2014 issued on December 3, 2004, and (ii) up to \$1,000,000,000 of its 6.20% Senior Notes due 2034 for an equal amount of its privately placed 6.20% Senior Notes due 2034 issued on December 3, 2004. The exchange offer had been scheduled to expire at 5:00 p.m., EST, on March 25, 2005.

A copy of the press release is attached hereto as exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit
Number

Description

99.1

Press release dated March 28, 2005

SIGNATURES

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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.

NEWS CORPORATION
(REGISTRANT)

By:

/s/ Lawrence A. Jacobs

Lawrence A. Jacobs

Senior

Executive Vice President and
Group
General
Counsel

Dated: March 28, 2005

EXHIBIT INDEX

Exhibit
Number

Description

99.1

Press release dated March 28, 2005

Press Release

Source: News America Incorporated

News America Incorporated Extends Debt Exchange Offer with
Respect to 5.30% Senior Notes Due 2014
and 6.20% Senior Notes
Due 2034

NEW YORK, NY, March 28, 2005

News America Incorporated (the "Company") today announced that it has

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extended until April 1, 2005 at 5:00 p.m. EST
the expiration date of its offer to exchange (i) up to US \$750,000,000
of its 5.30% Senior Notes due 2014 for an equal
amount of its privately placed 5.30% Senior Notes due 2014
(CUSIP #652482BF6) issued on December 3, 2004, and (ii) up to \$1,000,000,000
of its 6.20% Senior Notes due
2034 for an equal amount of its privately
placed 6.20% Senior Notes due 2034 (CUSIP #652482BH2) issued on
December 3, 2004. The exchange offer had been scheduled to expire at
5:00 p.m., EST, on March 25, 2005.

The terms of the exchange offer and other
information relating to the Company are set forth in the
prospectus dated
February 22, 2005. Copies of the prospectus and
the related letter of transmittal may be obtained from The Bank of
New York, which is serving as the exchange agent for
the Exchange Offer. The Bank of New York's address,
telephone and facsimile number are as follows:

The Bank of New York
Corporate Trust Operations
Reorganization Section
101 Barclay Street, 7E
New York, New York 10286
Telephone: (212) 815-5920
Fax: (212) 298-1915

This communication shall not constitute an offer
to sell or the solicitation of an offer to
sell or the solicitation of an
offer to buy any securities, nor shall there
be any sale of securities in any jurisdiction in which such offer,
solicitation or sale would be unlawful prior to
registration or qualification under the securities laws of any such
jurisdiction. No offering of securities shall
be made except by means of an appropriate prospectus.

News America, the principal subsidiary in the United
States of News Corporation, is an operating company and
holding company, which, together with its subsidiaries
and affiliates, conducts substantially all of the U.S. activities
of News Corporation. Through its wholly owned
subsidiaries, News America operates in a number of industry
segments, including magazines and inserts,
newspapers and book publishing.

News Corporation (NYSE: NWS, NWS.A; ASX: NWS, NWSLV)
had total assets as of December 31, 2004 of
approximately US\$53 billion and total annual revenues
of approximately US\$22 billion. News Corporation is a
diversified international media and entertainment
company with operations in eight industry segments: filmed
entertainment; television; cable network
programming; direct broadcast satellite television; magazines and inserts;
newspapers; book publishing; and other.
The activities of News Corporation are conducted
principally in the United
States, Continental Europe, the United Kingdom,
Australia, Asia and the Pacific Basin.

Contact:

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Investors: Reed Nolte 212-852-7092

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