

NALLEN JOHN
Form 4
March 14, 2019

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NALLEN JOHN

2. Issuer Name **and** Ticker or Trading
Symbol

TWENTY-FIRST CENTURY FOX,
INC. [FOX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O TWENTY-FIRST CENTURY
FOX, INC., 1211 AVENUE OF
THE AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior EVP, CFO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NEW YORK, NY 10036

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/17/2018		G		2,754	D	\$ 0	199,662 ⁽³⁾	D	
Class A Common Stock	03/14/2019		M ⁽¹⁾⁽²⁾		271,969	A	⁽¹⁾ ⁽²⁾	471,631	D	
Class A Common Stock	03/14/2019		F		141,813	D	\$ 51.2	329,818	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Stock Units	(4)	03/14/2019		M ⁽¹⁾⁽²⁾	127,733	(5)	(5)	Class A Common Stock	127,733

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NALLEN JOHN
C/O TWENTY-FIRST CENTURY FOX, INC.,
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Senior EVP, CFO

Signatures

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

03/14/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of June 20, 2018 (the "Merger Agreement") among Twenty-First Century Fox, Inc. (the "Company"), The Walt Disney Company, TWDC Holdco 613 Corp., WDC Merger Enterprises I, Inc. and WDC Merger Enterprises II, Inc. ("Wax Sub") and pursuant to the Employee Matters Agreement, to be entered into by and between the Company and Fox Corporation (such entity, "FOX" and such agreement, the "Employee Matters Agreement"), all (a) performance stock units scheduled to vest in accordance with their existing terms on or before December 31, 2019 or held by a Former Service Provider (as defined in the Employee Matters Agreement),
- (2) (Continued from Footnote 1) (b) deferred stock units granted pursuant to an individual's service as a non-employee director of the Company and (c) restricted stock units granted pursuant to the Retention RSU Award (as defined in the Employee Matters Agreement) scheduled to vest immediately prior to the time of the merger between the Company and Wax Sub (the "Wax Merger") (i.e., 50% of the total restricted stock units granted pursuant to the Retention RSU Award), in each case, vested and were settled in shares of Class A

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Common Stock of the Company. 144,236 of the securities are with respect to performance stock units granted on August 2, 2016 and are not reflected on Table II.

- (3) Includes 26,536 shares of Twenty-First Century Fox, Inc.'s Class A Common Stock previously held indirectly by the reporting person in a Grantor Retained Annuity Trust.
- (4) Each restricted stock unit represents the equivalent of one share of Class A Common Stock of the Company.
50% of the total restricted stock units granted pursuant to the Retention RSU Award vests in accordance with the terms described in clause (c) of footnote 2. The remaining 50% of the restricted stock units granted pursuant to the Retention RSU Award will vest on the
- (5) 15-month anniversary of the Wax Merger if the Reporting Person remains employed by the Company or FOX, as applicable, through such vesting date.
- (6) The restricted stock units that were scheduled to vest immediately prior to the Wax Merger were deemed to have been vested and settled for an equivalent number of shares of Class A Common Stock of the Company.
- (7) Represents the aggregate number of restricted stock units continuing to be held by the Reporting Person pursuant to the Retention RSU Award.

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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