

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. \_\_\_\_\_) /1/

Fox Entertainment Group, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

35138T 10 7

(CUSIP Number)

November 9, 1998

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

/1/ The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class  
of securities, and for any subsequent amendment containing information  
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of  
that section of the Act but shall be subject to all other provisions of  
the Act (however, see the Notes).

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1 Name of Reporting Persons/S.S. or I.R.S. Identification Nos. of  
Above Persons

The News Corporation Limited

2 Check the Appropriate Box if a Member of a Group (a)   
(b)

3 SEC Use Only





Stock, par value \$0.01 per share (the "Class A Common Stock" and, together with the Class B Common Stock, the "Common Stock") on a share-for-share basis. Holders of Class B Common Stock are entitled to 10 votes per share on all matters submitted to a vote of stockholders. At December 31, 1998, the Reporting Persons (as hereinafter defined) beneficially owned Class B Common Stock of the Issuer representing approximately 97.8% of the voting power of the Issuer and approximately 81.4% of the issued and outstanding Common Stock of the Issuer.

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1 Name of Reporting Persons/I.R.S. Identification Nos. of Above Persons

FEG Holdings, Inc./51-0385056  
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2 Check the Appropriate Box if a Member of a Group (a)   
(b)

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3 SEC Use Only  
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4 Citizenship or Place of Organization  
Delaware, U.S.A.  
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|   |   |
|---|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person with | 5 Sole Voting Power<br>547,500,000/1/   |
|   | -----                                   |
|   | 6 Shared Voting Power<br>0              |
|   | -----                                   |
|   | 7 Sole Dispositive Power<br>547,500,000 |
|   | -----                                   |
|   | 8 Shared Dispositive Power<br>0         |

-----  
9 Aggregate Amount Beneficially Owned by Each Reporting Person  
547,500,000  
-----

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11 Percent of Class Represented by Amount in Row (9)  
81.4%/1/  
-----

12 Type of Reporting Person  
CO  
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1/ Represents 100% of the issued and outstanding shares of Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), of the Issuer. The Class B Common Stock is convertible into Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock" and, together with the Class B Common Stock, the "Common Stock") on a share-for-share basis. Holders of Class B Common Stock are entitled to 10 votes per share on all matters submitted to a vote of stockholders. At December 31, 1998, the Reporting Persons (as hereinafter defined) beneficially owned Class B Common Stock of the Issuer representing approximately 97.8% of the voting power of the Issuer and approximately 81.4% of the issued and outstanding Common Stock of the Issuer.

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Item 1(a). Name of Issuer:  
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Fox Entertainment Group, Inc. ("FEG")

Item 1(b). Address of Issuer's Principal Executive Offices:

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1211 Avenue of the Americas  
New York, NY 10036

Item 2(a). Name of Person Filing:

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The News Corporation Limited  
  
News America Incorporated  
  
FEG Holdings, Inc.  
  
Mr. K. Rupert Murdoch

Item 2(b). Address of Principal

-----  
Office, or, If None,  
-----  
Residence:  
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2 Holt Street, Sydney  
New South Wales, 2010,  
Australia  
  
1211 Avenue of the Americas  
New York, New York 10036  
  
1211 Avenue of the Americas  
New York, New York 10036  
  
1211 Avenue of the Americas  
New York, New York 10036

The News Corporation Limited ("News Corporation"), News America Incorporated ("NAI"), FEG Holdings, Inc. ("FEG Holdings") and Mr. K. Rupert Murdoch are referred to herein collectively as the "Reporting Persons."

Item 2(c). Citizenship or Place of Incorporation for each Reporting Person:

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News Corporation is incorporated under the laws of South  
Australia, Australia.  
NAI is incorporated under the laws of the State of Delaware.  
FEG Holdings is incorporated under the laws of the State of  
Delaware.  
Mr. Murdoch is a United States citizen.

Item 2(d). Title of Class of Securities:

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Class A Common Stock, par value \$.01 per share

Item 2(e). CUSIP Number:

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or

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(c), Check Whether the Person Filing is a:  
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- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal

Deposit Insurance Act.

- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:

- 
- (a) Amount Beneficially Owned: 547,500,000
  - (b) Percent of Class: 81.4%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote:  
547,500,000
    - (ii) shared power to vote or to direct the vote: 0
    - (iii) sole power to dispose or to direct the disposition of:  
547,500,000
    - (iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

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Not Applicable.

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Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

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Not Applicable.

Item 8. Identification and Classification of Members of a Group:

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News Corporation is a diversified international communications company principally engaged in the production and distribution of motion pictures and television programming; television, satellite and cable broadcasting; the publication of newspapers, magazines and books; the production and distribution of promotional and advertising products and services; the development of digital broadcasting; the development of conditional access and subscriber management systems; and the provision of computer information services. NAI is a holding company 100% of which is owned by News Corporation through certain intermediaries. FEG Holdings is a wholly-owned subsidiary of NAI and holds the Class B Common Stock issued by FEG.

Approximately 30% of the voting stock of News Corporation is owned by (i) Mr. Murdoch and members of his family, (ii) Cruden Investments Pty. Limited, a private Australian investment company owned by Mr. Murdoch, members of his family and certain charities and (iii) corporations which are controlled by trustees of settlements and trusts set up for the benefit of the Murdoch family, certain charities and other persons. By virtue of shares of News Corporation owned by such persons and entities, and Mr. Murdoch's positions as Chairman and Chief Executive of News Corporation and Chairman and Chief Executive Officer of FEG, Mr. Murdoch may be deemed to control the operations of News Corporation and FEG.

Item 9. Notice of Dissolution of Group:

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Not Applicable.

Item 10(a) and (b). Certification:  
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Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 1999

THE NEWS CORPORATION LIMITED

By:/s/ Arthur M. Siskind  
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Name: Arthur M. Siskind  
Title: Director

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 1999

NEWS AMERICA INCORPORATED

By:/s/ Arthur M. Siskind  
-----

Name: Arthur M. Siskind  
Title: Director

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 1999

FEG HOLDINGS, INC.

By:/s/ Arthur M. Siskind  
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Name: Arthur M. Siskind  
Title: Director

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