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

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**FORM S-4**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**News Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**2711**  
(Primary Standard Industrial  
Classification Code Number)

**26-0075658**  
(I.R.S. Employer  
Identification No.)

**1211 Avenue of the Americas**  
**New York, NY 10036**  
**(212) 852-7000**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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**Lawrence A. Jacobs, Esq.**  
**News Corporation**  
**1211 Avenue of the Americas**  
**New York, NY 10036**  
**(212) 852-7000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies of communications to:**

**Amy Bowerman Freed, Esq.**  
**Hogan & Hartson L.L.P.**  
**875 Third Avenue**  
**New York, NY 10022**  
**(212) 918-3000**

**Lou R. Kling, Esq.**  
**Howard L. Ellin, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**Four Times Square**  
**New York, NY 10036-6522**  
**(212) 735-3000**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and all other conditions to the consummation of the transaction described herein have been satisfied or waived.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-121925

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering Price (2)	Amount of registration fee (2)
News Corporation Class A common stock, par value \$0.01 per share (including the associated preferred stock purchase rights) (3)	24,472,000	N/A	5,427,540,000	\$ 638,822*

\* Previously paid

- (1) This Registration Statement relates to the Registration Statement on Form S-4 filed by News Corporation ("News Corporation") on January 10, 2005 (Registration No. 333-121925), as amended (the "Prior Registration Statement") and covers 24,472,000 additional shares of News Corporation Class A common stock, par value \$0.01 per share, issuable in connection with the exchange offer for shares of Fox Entertainment Group, Inc. ("Fox") Class A common stock, par value \$0.01 and the related short-form merger. The number of shares being registered hereunder is calculated as the product of (i) the maximum number of shares of Fox Class A common stock (other than shares held by News Corporation or its subsidiaries) that may be exchanged in the exchange offer or cancelled in the merger (174,800,000 shares) ("Exchangeable Fox Shares"), and (ii) the exchange ratio announced on March 3, 2005 (2.04), less (iii) the number of shares registered under the Prior Registration Statement (332,120,000 shares) pursuant to the prior exchange ratio.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f)(1) and Rule 457(c) of the Securities Act of 1933, as amended, based on the market value of Fox Class A common stock to be received in the exchange offer and the related short form merger, which is equal to the product of (i) \$31.05 (the average of the high and low sale prices of Fox Class A common stock on January 6, 2005 on the New York Stock Exchange), and (ii) 174,800,000 (the Exchangeable Fox Shares). The proposed maximum aggregate offering price of securities to be sold under this Registration Statement is the same as in the Prior Registration Statement. In accordance with Rule 462(b) of the Securities and Exchange Commission's Rules and Regulations under the Securities Act of 1933, as amended, the proposed maximum aggregate offering price of securities eligible to be sold under the Prior Registration Statement (\$5,427,540,000) is carried forward to this Registration Statement. Accordingly, no additional registration fee is required.
- (3) The preferred stock purchase rights, which are attached to the shares of News Corporation being registered hereunder, will be issued for no additional consideration. Accordingly, no additional registration fee is required.

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**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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#### EXPLANATORY NOTE

This Registration Statement is being filed to register additional shares of News Corporation (the "Company") Class A common stock, par value \$0.01 per share (including the associated preferred stock purchase rights) pursuant to Rule 462(b) and General Instruction K to Form S-4, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-4 filed by the Company with the Securities and Exchange Commission (the "Commission") on January 10, 2005, as amended, (File No. 333-121925), which was declared effective by the Commission on January 31, 2005, and including the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

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**ITEM 21. EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES.**

(a) The following Exhibits are filed herewith unless otherwise indicated:

**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>
5.1	Opinion of Hogan & Hartson L.L.P. regarding News Corporation Class A common stock.
23.1	Consent of Ernst & Young LLP regarding News Corporation.
23.2	Consent of Ernst & Young LLP regarding Fox Entertainment Group, Inc.
23.3	Consent of Ernst & Young LLP regarding Gemstar-TV Guide International, Inc.
23.4	Consent of Deloitte & Touche LLP regarding The DIRECTV Group, Inc.
23.5	Consent of Hogan & Hartson L.L.P. (included in Exhibit 5.1).
24.1	Power of Attorney (Previously filed with News Corporation's Registration Statement on Form S-4 dated January 10, 2005 (File No. 333-121925)).



<u>Signature</u>	<u>Title</u>
_____ <b>Peter Barnes</b>	Director
_____ *	Director
_____ <b>Kenneth E. Cowley</b>	Director
_____ *	Director
_____ <b>Viet Dinh</b>	Director
_____ *	Director
_____ <b>Roderick I. Eddington</b>	Director
_____ *	Director
_____ <b>Andrew S. B. Knight</b>	Director
_____ *	Director
_____ <b>Thomas J. Perkins</b>	Director
_____ *	Director
_____ <b>Stanley S. Shuman</b>	Director
_____ <b>John L. Thornton</b>	Director

\* The undersigned by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above named officers and directors of the Company pursuant to the Power of Attorney executed by such officers and directors previously filed with the Securities and Exchange Commission.

By:                   /S/ LAWRENCE A. JACOBS                    
**Lawrence A. Jacobs**  
*Attorney-in-Fact*

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24.1	Power of Attorney (Previously filed with News Corporation's Registration Statement on Form S-4 dated January 10, 2005 (File No. 333-121925)).

March 4, 2005

Board of Directors  
News Corporation  
1211 Avenue of the Americas  
New York, New York 10036

Re: Registration Statement on Form S-4 (SEC File No. 333-\_\_\_\_\_)

Ladies and Gentlemen:

We are acting as counsel to News Corporation, a Delaware corporation ("News Corporation" or the "Company"), in connection with the registration statement on Form S-4 (the "Registration Statement"), filed by News Corporation with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), to register an additional 24,472,000 shares of News Corporation Class A common stock, par value \$0.01 per share (including the associated preferred stock purchase rights) (the "Additional Shares"), pursuant to Rule 462(b) under the Act, in relation to the offer by News Corporation, through its direct wholly-owned subsidiary Fox Acquisition Corp, a Delaware corporation ("Fox Acquisition Corp"), to exchange 2.04 shares of News Corporation Class A common stock for each outstanding share of the Class A common stock, par value \$0.01 per share, of Fox Entertainment Group, Inc., a Delaware corporation ("Fox") (the "Offer") and the planned "short form" merger of Fox and Fox Acquisition Corp that is expected to follow the successful completion of the Offer (the "Merger," and together with the Offer, the "Exchange"). The Additional Shares to be issued in connection with the Offer are herein referred to as "Additional Offer Shares" and the Additional Shares to be issued in connection with the Merger are herein referred to as "Additional Merger Shares." This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement. All capitalized terms used herein and not otherwise defined shall have the same meaning as they have in the Registration Statement.

For purposes of this opinion letter, we have examined copies of the following documents (the "Documents"):

1. An executed copy of the Registration Statement.
2. The Restated Certificate of Incorporation of the Company, as certified by the Secretary of State of the State of Delaware on March 3, 2005 and by the Secretary of the Company on the date hereof as being complete, accurate, and in effect.
3. The Amended and Restated Bylaws of the Company, as certified by the Secretary of the Company on the date hereof as being complete, accurate, and in effect.
4. Resolutions of the Board of Directors of the Company adopted at a meeting held on March 2, 2005, as certified by the Secretary of the Company on the date hereof as being complete, accurate, and in effect, relating to, among other things, the registration and issuance of the

Additional Shares, the effectuation of the Merger and the consummation of the Exchange and arrangements in connection therewith.

In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including telecopies). This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the applicable provisions of the Delaware General Corporation Law, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations. As used herein, the terms "Delaware General Corporation Law, as amended" includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) the effectiveness of the Registration Statement, and (ii) the issuance of the Additional Offer Shares pursuant to the Offer, and (iii) the effectiveness of the Merger, if necessary, and issuance of any Additional Merger Shares pursuant to the Merger, the Additional Shares will be validly issued, fully paid, and nonassessable.

In addition to the qualifications, exceptions and limitations elsewhere set forth in this opinion letter, our opinion expressed above is also subject to the effect of: (i) bankruptcy, insolvency, reorganization, receivership, moratorium or other laws affecting creditors' rights (including, without limitation, the effect of statutory and other law regarding fraudulent conveyances, fraudulent transfers and preferential transfers); and (ii) the exercise of judicial discretion and the application of principles of equity including, without limitation, requirements of good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the applicable agreements are considered in a proceeding in equity or at law).

This opinion letter has been prepared for your use in connection with the Registration Statement and speaks as of the date hereof. We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ HOGAN & HARTSON L.L.P.

HOGAN & HARTSON L.L.P.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-4) of News Corporation for its exchange offer of shares to acquire the minority interest of Fox Entertainment Group, Inc. and to the incorporation by reference therein of our report dated August 27, 2004 (except for Notes 3 and 27, as to which the date is November 23, 2004), with respect to the consolidated financial statements of News Corporation included in its Current Report on Form 8-K filed on November 24, 2004, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York  
March 3, 2005

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-4) of News Corporation for its exchange offer of shares to acquire the minority interest of Fox Entertainment Group, Inc. and to the incorporation by reference therein of our report dated August 11, 2004, with respect to the consolidated financial statements of Fox Entertainment Group, Inc. included in its Annual Report (Form 10-K) for the year ended June 30, 2004 and News Corporation's Current Report on Form 8-K filed on November 24, 2004, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California  
March 3, 2005

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-4) of News Corporation for its exchange offer of shares to acquire the minority interest of Fox Entertainment Group, Inc. and to the incorporation by reference therein of our report dated February 17, 2005, with respect to the consolidated financial statements of Gemstar-TV Guide International, Inc., Gemstar-TV Guide International, Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Gemstar-TV Guide International, Inc., included in News Corporation's Current Report on Form 8-K/A filed on March 4, 2005, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California  
March 3, 2005

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of News Corporation on Form S-4 of our report relating to the consolidated financial statements of The DIRECTV Group, Inc. as of December 31, 2004 and 2003 and for each of the three years in the period ended December 31, 2004, and the related financial statement schedules appearing in Fox Entertainment Group, Inc.'s Annual Report on Form 10-K/A for the year ended June 30, 2004. Such report, which is dated February 28, 2005, expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" and Financial Accounting Standards Board Interpretation No. 46 (revised December 2003), "Consolidation of Variable Interest Entities—an interpretation of ARB No. 51," and the change in method of accounting for subscriber acquisition, upgrade and retention costs. We also consent to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Los Angeles, California  
March 4, 2005