

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Metromedia International Group, Inc.  
(Name of Issuer)

Common Stock \$1.00 par value

(Title of Class and Securities)

591695-10-1

(CUSIP Number of Class of Securities)

Arthur M. Siskind, Esq.  
c/o News America Incorporated  
The News Corporation Limited  
1211 Avenue of the Americas  
New York, New York 10036  
(212) 852-7000

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

Copy to:

Alan G. Straus, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
919 Third Avenue  
New York, New York 10022  
(212) 735-2037

September 30, 1999

(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following: ( )

Note. Schedule filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See section 240.13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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/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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 591695-10-1

(1) NAMES 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) (x)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ( )

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

South Australia, Australia

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

(7) SOLE VOTING POWER  
9,136,744

(8) SHARED VOTING POWER  
-0-

(9) SOLE DISPOSITIVE POWER  
9,136,744

(10) SHARED DISPOSITIVE POWER  
-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,136,744

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES  
( )

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

9.8%

(14) TYPE OF REPORTING PERSON

CO

CUSIP No. 591695-10-1

(1) NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

News America Incorporated

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) ( )  
(b) (x)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ( )

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

(7) SOLE VOTING POWER  
9,136,744

(8) SHARED VOTING POWER  
-0-

(9) SOLE DISPOSITIVE POWER  
9,136,744

(10) SHARED DISPOSITIVE POWER  
-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,136,744

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES  
( )

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

9.8%

(14) TYPE OF REPORTING PERSON

CO

CUSIP No. 591695-10-1

(1) NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

News PLD LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ( )  
(b) (x)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ( )

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

(7) SOLE VOTING POWER  
9,136,744

(8) SHARED VOTING POWER  
-0-

(9) SOLE DISPOSITIVE POWER  
9,136,744

(10) SHARED DISPOSITIVE POWER

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,136,744
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES  
( )
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
9.8%
- (14) TYPE OF REPORTING PERSON  
OO

CUSIP No. 591695-10-1

- (1) NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
K. Rupert Murdoch
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) ( )  
(b) (x)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS  
OO
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ( )
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

- |   |   |
|---|---|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | (7) SOLE VOTING POWER<br>9,136,744      |
|   | (8) SHARED VOTING POWER<br>-0-          |
|   | (9) SOLE DISPOSITIVE POWER<br>9,136,744 |
|   | (10) SHARED DISPOSITIVE POWER<br>-0-    |

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,136,744
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES  
( )
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
9.8%
- (14) TYPE OF REPORTING PERSON  
IN

Item 1. Security and Issuer

The title of the class of equity securities to which this Schedule relates is common stock, par value \$1.00 per share (the "Common Stock"), of Metromedia International Group, Inc., a Delaware corporation (the "Issuer" or "Company"). The address of the principal executive offices of the Company is One Meadowlands Plaza, East Rutherford, New Jersey 07073-2137.

Item 2. Identity and Background

(a) - (c), (f) This Schedule is being filed by (i) The News Corporation Limited, a South Australia, Australia corporation ("News Corporation"), with its principal executive office located at 2 Holt Street, Sydney, New South Wales 2010, Australia, (ii) News America Incorporated, a Delaware corporation ("NAI"), with its principal executive office located at 1211 Avenue of the Americas, New York, New York 10036, (iii) News PLD LLC, a Delaware limited liability company ("News PLD LLC"), with its principal executive office located at 1211 Avenue of the Americas, New York, New York 10036, and (iv) K. Rupert Murdoch, a United States citizen, with his business address at 10201 West Pico Boulevard, Los Angeles, CA 90035. News Corporation, NAI, News PLD LLC and K. Rupert Murdoch are referred herein collectively as the "Reporting Persons". The name, residence or business address, principal occupation or employment and the name, principal business, and address of any corporation or other organization in which such employment is conducted with respect to each director and executive officer of each of the Reporting Persons are set forth in Schedule 1 attached hereto, which is incorporated herein by reference. To the knowledge of the Reporting Persons, each of the persons named on Schedule 1 is a United States citizen unless otherwise indicated.

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, books and magazines, the production and distribution of promotional and advertising products and services, the development of digital broadcasting, the development of conditional access and subscription management systems and the creation and distribution of on-line programming.

News Corporation owns indirectly 100% of the outstanding common stock of NAI. NAI, the principal subsidiary in the United States of News Corporation, conducts, together with its affiliates and subsidiaries, a substantial portion of the United States activities of News Corporation.

NAI owns directly and through an intermediary 100% of the outstanding membership interests in News PLD LLC.

News PLD LLC primarily holds, manages and otherwise deals with the Reporting Persons' investment in the Company.

K. Rupert Murdoch is the Chairman and Chief Executive of News Corporation; a director of News Publishing Australia Limited; a director of News International plc, News Corporation's principal subsidiary in the United Kingdom; a director of News Limited, News Corporation's principal subsidiary in Australia; a director of NAI; a director of Satellite Television Asian Region Limited, the Asia Pacific Region's largest satellite television broadcaster; Chairman and a director of British Sky Broadcasting Group plc, which operates one of the leading pay television broadcasting services in the United Kingdom and the Republic of Ireland; and Chairman and a director of Fox Entertainment Group, Inc., a leading vertically integrated entertainment company.

Approximately 30% of the voting stock of News Corporation is owned by Cruden Investments Pty. Limited, a subsidiary thereof, K. Rupert Murdoch, members of his immediate family and a corporation which is controlled by trustees of settlements and trusts set up for the benefit of the Murdoch family, certain charities and other persons.

Cruden Investments Pty. Limited is a private Australian incorporated investment company owned by Mr. Murdoch, members of his family and various corporations and trusts, the beneficiaries of which include Mr. Murdoch, members of his family and certain charities. 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, Mr. Murdoch may be deemed to control the operations of News Corporation.

(d) - (e) None of the Reporting Persons have, during the last five years, (i) been convicted in a criminal proceeding (excluding minor traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction a result of which it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons acquired beneficial ownership of the Common Stock reported on hereunder on September 30, 1999 (the "Closing Date"), pursuant to the closing of the merger (the "Merger") contemplated by the Agreement and Plan of Merger, dated as of May 18, 1999 (the "Merger Agreement"), by and among the Company, PLD Telekom Inc., a Delaware corporation ("PLD"), and Moscow Communications, Inc., a Delaware corporation ("Moscow"). Pursuant to the Merger Agreement, Moscow, a wholly-owned subsidiary of the Company, was merged with and into PLD. PLD, the surviving corporation, became a wholly-owned subsidiary of the Company. At the time of the Merger, PLD was a reporting company under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Reporting Persons had previously filed jointly with the Commission on August 14, 1998 a Schedule 13D under the Exchange Act to report their respective ownership of shares of the common stock of PLD. The Reporting Persons subsequently filed jointly with the Commission amendments thereto on March 22, 1999 and May 18, 1999. Immediately prior to the Closing Date, News PLD LLC owned 14,381,780 shares of common stock of PLD as determined pursuant to Rule 13d-3 under the Exchange Act. In addition, immediately prior to the Closing Date, NAI held promissory notes of PLD convertible into 3,804,369 shares of common stock of PLD, which notes were paid in full and which conversion rights were extinguished in connection with the closing of the Merger. Each of News Corporation, NAI and Mr. Murdoch, as persons who may be deemed to control News PLD LLC, may be deemed to beneficially own the shares owned by News PLD LLC. In the Merger, each shareholder of PLD received 0.6353 shares of Common Stock for every share of common stock of PLD owned by such shareholder at the time the Merger occurred. This Schedule 13D reflects beneficial ownership of 9,136,744 shares of Common Stock acquired by the Reporting Persons as a result of the consummation of the Merger.

### Item 4. Purpose of Transaction.

Each of the Reporting Persons has acquired its beneficial ownership of the Common Stock reported on herein in the Merger as described above. The Reporting Persons currently hold such Common Stock for investment purposes. None of the Reporting Persons has plans or proposals which relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

### Item 5. Interest in the Securities of the Issuer.

(a) (i) News PLD LLC has acquired and, for the purpose of Rule 13d-3 promulgated under the Exchange Act, beneficially owns 9,136,744 shares of Common Stock, representing approximately 9.8% of the outstanding shares of the Company;

(a) (ii) Each of News Corporation, NAI and Mr. Murdoch, as persons who may be deemed to control News PLD LLC for the purposes of Rule 13d-3 promulgated under the Exchange Act, beneficially own 9,136,744 shares of Common Stock (the shares of Common Stock acquired by News PLD LLC), representing approximately 9.8% of the outstanding shares of the Company.

Except as set forth in this Item 5(a), none of the Reporting Persons, nor any other person controlling, controlled by or under common control with, any of the Reporting Persons nor, to the best of their knowledge, any persons named in Schedule 1 hereto owns beneficially any shares of Common Stock.

(b) Each of the Reporting Persons has sole voting or dispositive power with respect to the shares of Common Stock which they beneficially hold. None of the Reporting Persons share voting and dispositive power with respect to any shares of Common Stock which they beneficially hold.

(c) None other than the transactions described in Item 3.

(d) Inapplicable.

(e) Inapplicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Prior to the effective time of the Merger, NAI, News PLD LLC and Metromedia Company, a Delaware general partnership ("Metromedia"), entered into a Voting Agreement (the "Voting Agreement") with the Company which provides, among other things, if Metromedia proposes to sell, transfer or assign any shares of Common Stock to a non-affiliated third party (other than a sale pursuant to an effective registration under the Securities Act of 1933, as amended (the "Securities Act"), or Rule 144 promulgated under the Securities Act), so long as NAI and its affiliates own more than 5% of the outstanding Common Stock, NAI and its affiliates will have the right to sell a proportionate amount of their Common Stock to the proposed transferee.

In connection with the Merger, the Company entered into a Registration Rights Agreement (the "Registration Rights Agreement") with NAI and News PLD LLC which provides that the Company will put into place a shelf registration statement no later than six months after the Merger is consummated to register the shares of Common Stock that NAI and News PLD LLC received in the Merger. Sales of the shares of Common Stock may be made on the American Stock Exchange or the Pacific Stock Exchange or such other national securities exchange or automated interdealer quotation system on which the shares of Common Stock are then listed, through negotiated transactions or otherwise and at terms then prevailing or at prices related to the then current market price.

Under the terms of the Merger Agreement, the Company expanded the size of its Board of Directors from nine to eleven members and permitted NAI to designate a nominee to fill one of the newly created vacancies.

Item 7. Material to be Filed as Exhibits.

EXHIBIT No.	DESCRIPTION
EXHIBIT 1.	Agreement and Plan of Merger, dated as of May 18, 1999, among PLD Telekom Inc., Metromedia International Group, Inc. and Moscow Communications (Incorporated by reference to Exhibit 99.2 of Metromedia International Group, Inc.'s Current Report on Form 8-K, filed with the Commission on May 20, 1999 (SEC File No. 001-05706)).
EXHIBIT 2.	Voting Agreement, dated as of May 18, 1999, among Metromedia International Group, Inc., News America Incorporated, News PLD LLC and, for the purposes of Section 5.5 only, Metromedia Company (Incorporated by reference to Exhibit 99.3 of Metromedia International Group, Inc.'s Current Report on Form 8-K, filed with the Commission on May 20, 1999 (SEC File No. 001-05706)).
EXHIBIT 3.	Registration Rights Agreement, dated as of May 18, 1999, among Metromedia International Group, Inc., News America Incorporated and News PLD LLC (Incorporated by reference to Exhibit 99.4 of Metromedia International Group, Inc.'s Current Report on Form 8-K, filed with the Commission on May 20, 1999 (SEC File No. 001-05706)).
EXHIBIT 4.	Agreement of Joint Filing, dated October 8, 1999, among News Corporation, NAI, News PLD LLC and Mr. Murdoch.

SIGNATURE

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

THE NEWS CORPORATION LIMITED

Dated: October 8, 1999

By: /s/ Arthur M. Siskind

\_\_\_\_\_  
Name: Arthur M. Siskind  
Title: Director

SIGNATURE

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

NEWS AMERICA INCORPORATED

Dated: October 8, 1999

By: /s/ Arthur M. Siskind

\_\_\_\_\_  
Name: Arthur M. Siskind  
Title: Director

SIGNATURE

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

NEWS PLD LLC

Dated: October 8, 1999

By: /s/ Lawrence Jacobs

\_\_\_\_\_  
Name: Lawrence Jacobs  
Title: Vice President

SIGNATURE

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

Dated: October 8, 1999

/s/ K. Rupert Murdoch

\_\_\_\_\_  
K. RUPERT MURDOCH

SCHEDULE 1

DIRECTORS, EXECUTIVE OFFICERS AND CONTROLLING PERSONS OF THE REPORTING PERSONS.

PRINCIPAL OCCUPATION AND

PRINCIPAL BUSINESS OR  
ORGANIZATION IN WHICH  
SUCH EMPLOYMENT



NAME	BUSINESS ADDRESS	IS CONDUCTED
K. Rupert Murdoch	Chairman and Chief Executive of News Corporation; Director of News Publishing Australia Limited; Director of News International plc; Director of News Limited; Director of NAI, Chairman and Director of Satellite Television Asian Region Limited ("STAR TV"); Director of British Sky Broadcasting Group plc ("BSkyB"); 10201 West Pico Boulevard Los Angeles, CA 90035	News Corporation
Geoffrey C. Bible	Non Executive Director of News Corporation; Chairman and Chief Executive Officer of Philip Morris Companies Inc. ("Philip Morris"); Director of New York Stock Exchange, Inc.; and Director of Lincoln Center for the Performing Arts, Inc.; 120 Park Avenue New York, New York 10017	Philip Morris
Chase Carey	Executive Director and Co-Chief Operating Officer of News Corporation; Director and Executive Vice President of NAI; Chairman and Chief Executive Officer of Fox Television; 10201 West Pico Boulevard Los Angeles, CA 90035	Fox Television
Gareth C.C. Chang	Executive Director of News Corporation; Executive Chairman of STAR TV; 8th Floor One Harbourfront 18 Tak Fung Street Kowloon, Hong Kong	STAR TV
Peter Chernin	Executive Director, President and Chief Operating Officer of News Corporation; Director, Chairman and Chief Executive Officer of NAI; 10201 West Pico Boulevard Los Angeles, CA 90035	News Corporation
Kenneth E. Cowley1	Non Executive Director of News Corporation; Director of Ansett Australia Holdings Limited; Chairman of Ansett International Pty Ltd. and Chairman of Ansett New Zealand Pty Ltd.; 2 Holt Street Sydney, New South Wales 2010 Australia	Principal Business or News Corporation
David F. DeVoe	Executive Director, Senior Executive Vice President and Chief Executive Officer and Finance Director of News Corporation; Director and Senior Executive Vice President of NAI; Director of STAR TV; Director of BSkyB; 1211 Avenue of the Americas New York, New York 10036	News Corporation
Roderick I. Eddington	Executive Director News Corporation; Executive Chairman of Ansett Holdings Limited ("Ansett"); Director of Ansett Australia Limited and Ansett Australia Holdings Limited; Director and Deputy Chairman of News Limited; 501 Swanston Street Melbourne, 3000 Australia	Ansett
Aatos Erkkö2	Non Executive Director of News Corporation; Chairman and Chief Executive Officer of Sanoma Group and Sanoma Corporation ("Sanoma"), privately owned media companies in Finland; P.O. Box 144 SF00101 Helsinki, Finland	Sanoma
Andrew S.B. Knight3	Non Executive Director of News Corporation; c/o News International plc 1 Virginia Street London E19X4 England	News Corporation
Lachlan K. Murdoch	Executive Director of News Corporation; Chairman and Director of Queensland Press Limited;	Principal Business or News Corporation

Director of Herald & Weekly Times Limited; Managing  
Director and Director of News Limited; Deputy  
Chairman of STAR TV; Director of Beijing PDN Xinren  
Information Technology Company Ltd.; Director of  
FOXTEL Management Pty Ltd.;  
2 Holt Street  
Sydney, New South Wales 2010  
Australia

Thomas J. Perkins	Non Executive Director of News Corporation; Senior Partner at Kleiner Perkins Canfield & Byers ("Kleiner Perkins"); Director of Compaq Computer Corporation; 4 Embarcadero Center Suite 3520 San Francisco, CA 94111	Kleiner Perkins
Bert C. Roberts, Jr.	Non Executive Director of News Corporation; Chairman, Director and Chief Executive Officer of MCI Communications Corporation ("MCI"); 1801 Pennsylvania Avenue, N.W. Washington, D.C. 20006	MCI
Stanley S. Shuman	Non Executive Director of News Corporation; Executive Vice President and Managing Director of Allen & Company Incorporated ("Allen & Company"); Director of NAI; 711 Fifth Avenue New York, New York 10176	Allen & Company
Arthur M. Siskind	Executive Director, Senior Executive Vice President and Group General Counsel of News Corporation; Director of BSkyB; Director and Senior Executive Vice President of NAI; Director of STAR TV; 1211 Avenue of the Americas New York, New York 10036	News Corporation

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- 1 Citizen of Australia
- 2 Citizen of Finland
- 3 Citizen of United Kingdom

AGREEMENT OF JOINT FILING

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby consent to the joint filing on their behalf of a single Schedule 13D and any amendments thereto, with respect to the ownership by each of the undersigned of shares of Common Stock of Metromedia International Group, Inc. The undersigned hereby further agree that this statement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument.

Dated: October 8, 1999

THE NEWS CORPORATION LIMITED

By: /s/ Arthur M. Siskind

-----  
Name: ARTHUR M. SISKIND  
Title: DIRECTOR

NEWS AMERICA INCORPORATED

By: /s/ Arthur M. Siskind

-----  
Name: ARTHUR M. SISKIND  
Title: DIRECTOR

NEWS PLD LLC

By: /s/ Lawrence Jacobs

-----  
Name: LAWRENCE JACOBS  
Title: VICE PRESIDENT

/s/ K. Rupert Murdoch

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K. RUPERT MURDOCH