

FOX ENTERTAINMENT GROUP INC
Form SC 13G/A
February 04, 2004

SCHEDULE 13G/A

(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. 3)*

FOX ENTERTAINMENT GROUP, INC.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

35138T107

(CUSIP Number)

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)

*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.

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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).

1. Name Of Reporting Person

The News Corporation Limited

I.R.S. Identification No. of above person (entities only) **None**

2. Check The Appropriate Box If A Member Of A Group

(a)

(b)

3. SEC Use Only

4. Citizenship Or Place Of Organization

Australia

5. Sole Voting Power

NUMBER OF **799,659,080¹**

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY **-0-**

EACH 7. Sole Dispositive Power

REPORTING

PERSON **799,659,080¹**

WITH 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned By Each Reporting Person

799,659,080¹

10. Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares

11. Percent Of Class Represented By Amount in Row (9)

82.06%¹

12. Type Of Reporting Person

CO

¹ Includes 547,500,000 shares of Class B Common Stock, par value \$.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 \$.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 the stockholders. As of December 31, 2003, the Reporting Persons beneficially owned Common Stock of the Issuer representing approximately 97.04% of the voting power of the Issuer and approximately 82.06% of the outstanding Common Stock of the Issuer. See Item 4.

1. Name Of Reporting Person

News America Incorporated

I.R.S. Identification No. of above person (entities only) **13-3249610**

2. Check The Appropriate Box If A Member Of A Group

(a)

(b)

3. SEC Use Only

4. Citizenship Or Place Of Organization

Delaware

5. Sole Voting Power

NUMBER OF **799,659,080²**

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY **-0-**

EACH 7. Sole Dispositive Power

REPORTING

PERSON **799,659,080²**

WITH 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned By Each Reporting Person

799,659,080²

10. Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares

Not Applicable

11. Percent Of Class Represented By Amount in Row (9)

82.06%²

12. Type Of Reporting Person

CO

² Includes 547,500,000 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible into Class A 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 the stockholders. As of December 31, 2003, the Reporting Persons beneficially owned Common Stock of the Issuer representing approximately 97.04% of the voting power of the Issuer and approximately 82.06% of the outstanding Common Stock of the Issuer. See Item 4.

1. Name Of Reporting Person

K. Rupert Murdoch

S.S. or I.R.S. Identification No. of above person

2. Check The Appropriate Box If A Member Of A Group

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship Or Place Of Organization

United States

5. Sole Voting Power

NUMBER OF **799,659,080³**

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY **-0-**

EACH 7. Sole Dispositive Power

REPORTING

PERSON **799,659,080³**

WITH 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned By Each Reporting Person

799,659,080³

10. Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares

Not Applicable

11. Percent Of Class Represented By Amount in Row (9)

82.06%³

12. Type Of Reporting Person

IN

³ Includes 547,500,000 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible into Class A 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 the stockholders. As of December 31, 2003, the Reporting Persons beneficially owned Common Stock of the Issuer representing approximately 97.04% of the voting power of the Issuer and approximately 82.06% of the outstanding Common Stock of the Issuer. See Item 4.

1. Name Of Reporting Person

FEG Holdings, Inc.

I.R.S. Identification No. of above person (entities only) **51-0385056**

2. Check The Appropriate Box If A Member Of A Group

(a)

(b)

3. SEC Use Only

4. Citizenship Or Place Of Organization

Delaware

5. Sole Voting Power

NUMBER OF **799,659,080⁴**

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY **-0-**

EACH 7. Sole Dispositive Power

REPORTING

PERSON **799,659,080⁴**

WITH 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned By Each Reporting Person

799,659,080⁴

10. Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares

Not Applicable

11. Percent Of Class Represented By Amount in Row (9)

82.06%⁴

12. Type Of Reporting Person

CO

⁴ Includes 547,500,000 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible into Class A 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 the stockholders. As of December 31, 2003, the Reporting Persons beneficially owned Common Stock of the Issuer representing approximately 97.04% of the voting power of the Issuer and approximately 82.06% of the outstanding Common Stock of the Issuer. See Item 4.

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Item 1 (a). Name of Issuer:

Fox Entertainment Group, Inc. (the Company)

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

1211 Avenue of the Americas

New York, NY 10036

Item 2 (a). Name of Person Filing:

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:

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.

Reference is made to the Joint Filing Agreement of the Reporting Persons, attached to the original filing of this statement on Schedule 13G, filed pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

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

News Corporation is incorporated under the laws of 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:

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

Item 2. (e)

CUSIP Number:

35138T107

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (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: 799,659,080
- (b) Percent of Class: 82.06%
- (c) Number of Shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 799,659,080
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 799,659,080
 - (iv) shared power to dispose or to direct the disposition of: 0

FEG Holdings is the direct beneficial owner of 252,159,080 shares of the Issuer's Class A Common Stock and 547,500,000 shares of the Issuer's Class B Common Stock. The Class B Common Stock is convertible into Class A 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. As a result, the shares of Common Stock of the Issuer reported herein represent approximately 97.04% of the voting power of the Issuer and approximately 82.06% of the outstanding Common Stock of the Issuer.

As FEG Holdings is a wholly-owned subsidiary of NAI, and NAI is owned by News Corporation through certain intermediaries, each of NAI and News Corporation may be deemed to own beneficially the shares of the Issuer's Common Stock reported herein.

Approximately 29% of the voting stock of News Corporation is owned by (i) Mr. Murdoch, (ii) Cruden Investments Pty. Limited, which is a private Australian 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, 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 the 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 the Issuer, Mr. Murdoch may be deemed to control the operations of News Corporation and the Issuer.

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

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:

Not Applicable.

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

Not Applicable.

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

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10 (a) and (b). Certification:

Not Applicable.

SIGNATURES

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.

Date: February 4, 2004

THE NEWS CORPORATION LIMITED

By: /s/ Arthur M. Siskind

Arthur M. Siskind, Director

Date: February 4, 2004

NEWS AMERICA INCORPORATED

By: /s/ Arthur M. Siskind

Arthur M. Siskind,
Senior Executive Vice President and General Counsel

Date: February 4, 2004

FEG HOLDINGS, INC.

By: /s/ /s/ Paula Wardynski

Paula Wardynski, Vice President

Date: February 4, 2004

K. Rupert Murdoch

By: /s/ K. Rupert Murdoch

K. Rupert Murdoch