FOX ENTERTAINMENT GROUP INC
Form SC TO-T/A
January 27, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

(Amendment No. 3)

Fox Entertainment Group, Inc.

(Name of Subject Company (Issuer))

News Corporation

Fox Acquisition Corp

(Name of Filing Persons (Offerors))

Class A Common Stock, par value $0.01 per share

(Title of Class of Securities)

35138T107

(CUSIP Number of Class of Securities)

Lawrence A. Jacobs, Esq.

News Corporation

Fox Acquisition Corp

1211 Avenue of the Americas

New York, New York 10036

(212) 852-7000

(Name, address, and telephone numbers of person authorized

to receive notices and communications on behalf of filing persons)

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q Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

x third-party tender offer subject to Rule 14d-1.

q issuer tender offer subject to Rule 13e-4.

q going-private transaction subject to Rule 13e-3.

q amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: q

This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO (this Schedule TO) filed on January 10, 2005 by News Corporation, a Delaware corporation, and Fox Acquisition Corp, a Delaware corporation and a wholly owned direct subsidiary of News Corporation, as amended by Amendment No. 1 thereto on January 10, 2005 and Amendment No. 2 thereto on January 25, 2005. This Schedule TO relates to the offer by Fox Acquisition Corp to exchange (the Exchange Offer) 1.90 shares of News Corporation Class A common stock, par value $0.01 per share (including the associated preferred stock purchase rights, the News Corporation Class A Shares) for each outstanding share of the Fox Class A Shares on terms and conditions contained in the prospectus related to the Exchange Offer dated January 10, 2005, as amended (the Prospectus) and the related Letter of Transmittal.

The information set forth in the Prospectus and in the related Letter of Transmittal is incorporated herein by reference.

On January 27, 2005, News Corporation issued a press release announcing the extension of the expiration date of the Exchange Offer from 12:00 midnight, New York City time, on February 7, 2005 to 12:00 midnight, New York City, time on February 22, 2005. A copy of the press release is incorporated herein by reference and attached hereto as Exhibit (a)(30).

Item 12. Exhibits.

The reference to Exhibit (d)(1) in Amendment No. 2 to the Schedule TO, filed on January 25, 2005, is hereby amended and restated as set forth below.

(a)(30) Press release issued by News Corporation on January 27, 2005 (incorporated by reference from Exhibit 99.1 to News Corporation s Form 8-K filed on January 27, 2005).

(d)(1) Restated Employment Agreement, dated as of January 1, 2005 by and between News America Incorporated (successor to News America Publishing Incorporated and formerly known as News America Holdings Incorporated) and Arthur M. Siskind (incorporated by reference from Exhibit 10.1 to News Corporation s Form S-3/A filed on January 11, 2005).

SIGNATURE

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

News Corporation

By: /s/ Lawrence A. Jacobs

Name: Lawrence A. Jacobs
Title: Senior Executive Vice President and Group General Counsel

Fox Acquisition Corp

By: /s/ Lawrence A. Jacobs

Name: Lawrence A. Jacobs
Title: Senior Executive Vice President, General Counsel

Date: January 27, 2005

EXHIBIT INDEX

Exhibit Number	Exhibit Description
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