

New Newscorp LLC
Form 10-12B
December 21, 2012

As filed with the Securities and Exchange Commission on December 20, 2012

File No. 001-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

New Newscorp LLC

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

00-0000000
(I.R.S. Employer
Identification No.)

1211 Avenue of the Americas,

New York, New York
(Address of principal executive offices)

10036
(Zip Code)

Registrant's telephone number, including area code: 212-852-7000

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| Class A Common Stock, par value \$0.01 per share | [.] |
| Class B Common Stock, par value \$0.01 per share | |

Securities to be registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

NEW NEWSCORP LLC

INFORMATION REQUIRED IN REGISTRATION STATEMENT

CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF

FORM 10

Cross-Reference Sheet Between Information Statement and Items of Form 10

Certain information required to be included in this Form 10 is incorporated by reference to specifically-identified portions of the body of the information statement filed herewith as Exhibit 99.1 (the Information Statement). None of the information contained in the Information Statement shall be incorporated by reference herein or deemed to be a part hereof unless such information is specifically incorporated by reference.

Item 1. Business.

The information required by this item is contained under the sections of the information statement entitled Information Statement Summary, Business and Our Relationship with Parent Following the Distribution. Those sections are incorporated herein by reference.

Item 1A. Risk Factors.

The information required by this item is contained under the sections of the information statement entitled Risk Factors and Cautionary Statements Concerning Forward-Looking Statements. Those sections are incorporated herein by reference.

Item 2. Financial Information.

The information required by this item is contained under the sections of the information statement entitled Selected Historical Combined Financial Data, Unaudited Pro Forma Combined Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations. Those sections are incorporated herein by reference.

Item 3. Properties.

The information required by this item is contained under the section of the information statement entitled Business Properties. That section is incorporated herein by reference.

Item 4. Security Ownership of Certain Beneficial Owners and Management.

The information required by this item is contained under the section of the information statement entitled Security Ownership of Certain Beneficial Owners and Management. That section is incorporated herein by reference.

Item 5. Directors and Executive Officers.

The information required by this item is contained under the section of the information statement entitled Management. That section is incorporated herein by reference.

Item 6. Executive Compensation.

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The information required by this item is contained under the sections of the information statement entitled Compensation of Directors, Management and Executive Compensation. Those sections are incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions, and Director Independence.*

The information required by this item is contained under the sections of the information statement entitled Management and Certain Relationships and Related Person Transactions. Those sections are incorporated herein by reference.

Item 8. *Legal Proceedings.*

The information required by this item is contained under the section of the information statement entitled Business Legal Proceedings. That section is incorporated herein by reference.

Item 9. *Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.*

The information required by this item is contained under the sections of the information statement entitled Dividend Policy and Description of Our Capital Stock. Those sections are incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities.*

The information required by this item is contained under the section of the information statement entitled Description of Our Capital Stock Sale of Unregistered Securities. That section is incorporated herein by reference.

Item 11. *Description of Registrant's Securities to be Registered.*

The information required by this item is contained under the section of the information statement entitled Description of Our Capital Stock. That section is incorporated herein by reference.

Item 12. *Indemnification of Directors and Officers.*

The information required by this item is contained under the section of the information statement entitled Description of Our Capital Stock Limitation of Liability for Officers and Directors and Insurance. That section is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data.*

The information required by this item is contained under the section of the information statement entitled Index to Financial Statements (and the financial statements referenced therein). That section is incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 15. *Financial Statements and Exhibits.*

(a) *Financial Statements*

The information required by this item is contained under the section of the information statement entitled Index to Financial Statements (and the financial statements referenced therein). That section is incorporated herein by reference.

(b) Exhibits

See below.

The following documents are filed as exhibits hereto:

| Exhibit Number | Exhibit Description |
|-----------------------|--|
| 2.1* | Form of Separation and Distribution Agreement |
| 3.1* | Form of Certificate of Incorporation of New News Corporation |
| 3.2* | Form of By-laws of New News Corporation |
| 10.1* | Form of Tax Sharing and Indemnification Agreement |
| 10.2* | Form of Transition Services Agreement |
| 21.1* | List of Subsidiaries |
| 24.1 | Power of Attorney (included on signature page) |
| 99.1 | Preliminary Information Statement |

* To be filed by amendment

Exhibit Index

Exhibit

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| 99.1 | Preliminary Information Statement |

* To be filed by amendment.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NEW NEWSCORP LLC

/s/ K. Rupert Murdoch
By: K. Rupert Murdoch
Title: Executive Chairman

Date: December 20, 2012

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David DeVoe, John Nallen and Janet Nova, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign and file with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, any and all pre- or post-effective amendments to this registration statement and to file the same, with all exhibits thereto and other documents in connection therewith, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 20, 2012.

| Signature | Title |
|---|--------------------|
| /s/ K. Rupert Murdoch K. Rupert Murdoch | Executive Chairman |