

TWENTY-FIRST CENTURY FOX, INC.
Form 10-Q
February 06, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended December 31, 2018
or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to
Commission file number 001-32352

TWENTY-FIRST CENTURY FOX, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

26-0075658
(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

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer
Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of February 1, 2019, 1,058,408,500 shares of Class A Common Stock, par value \$0.01 per share, and 798,520,953 shares of Class B Common Stock, par value \$0.01 per share, were outstanding.

TWENTY-FIRST CENTURY FOX, INC.

FORM 10-Q

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TWENTY-FIRST CENTURY FOX, INC.

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

	For the three months ended		For the six	
	December 31,		December 31,	
	2018	2017	2018	2017
Revenues	\$ 8,499	\$ 8,037	\$15,676	\$15,039
Operating expenses	(6,005)	(5,760)	(10,429)	(10,141)
Selling, general and administrative	(939)	(864)	(1,829)	(1,712)
Depreciation and amortization	(159)	(142)	(317)	(284)
Impairment and restructuring charges	-	(3)	(16)	(24)
Equity (losses) earnings of affiliates	(109)	(33)	(74)	27
Interest expense, net	(294)	(312)	(594)	(625)
Interest income	86	9	94	19
Other, net	10,475	(229)	10,527	(301)
Income from continuing operations before income tax (expense) benefit	11,554	703	13,038	1,998
Income tax (expense) benefit	(630)	1,218	(756)	827
Income from continuing operations	10,924	1,921	12,282	2,825
(Loss) income from discontinued operations, net of tax	(17)	(5)	(24)	11
Net income	10,907	1,916	12,258	2,836
Less: Net income attributable to noncontrolling interests	(92)	(85)	(158)	(150)
Net income attributable to Twenty-First Century Fox, Inc. stockholders	\$ 10,815	\$ 1,831	\$12,100	\$2,686
EARNINGS PER SHARE DATA				
Income from continuing operations attributable to Twenty-First Century Fox, Inc. stockholders - basic and diluted	\$ 10,832	\$ 1,836	\$12,124	\$2,675
Weighted average shares				
Basic	1,856	1,853	1,855	1,852
Diluted	1,864	1,855	1,864	1,854
Income from continuing operations attributable to Twenty-First Century Fox, Inc. stockholders per share				
Basic	\$ 5.84	\$ 0.99	\$6.54	\$1.44
Diluted	\$ 5.81	\$ 0.99	\$6.50	\$1.44

Net income attributable to Twenty-First Century Fox, Inc.
stockholders per share

Basic	\$ 5.83	\$ 0.99	\$6.52	\$1.45
Diluted	\$ 5.80	\$ 0.99	\$6.49	\$1.45

The accompanying notes are an integral part of these Unaudited Consolidated Financial Statements.

TWENTY-FIRST CENTURY FOX, INC.

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(IN MILLIONS)

	For the three months ended		For the six	
	December 31,		December 31,	
	2018	2017	2018	2017
Net income	\$ 10,907	\$ 1,916	\$ 12,258	\$ 2,836
Other comprehensive income, net of tax				
Foreign currency translation adjustments	14	38	(118)	79
Cash flow hedges	(6)	(1)	(6)	(1)
Unrealized holding gains on securities	-	97	-	179
Benefit plan adjustments	16	61	22	67
Equity method investments	446	36	412	58
			-	
Other comprehensive income, net of tax	470	231	310	382
Comprehensive income	11,377	2,147	12,568	3,218
Less: Net income attributable to noncontrolling interests ^(a)	(92)	(85)	(158)	(150)
Less: Other comprehensive loss (income) attributable to noncontrolling interests	5	(4)	9	(13)
Comprehensive income attributable to Twenty-First Century Fox, Inc. stockholders	\$ 11,290	\$ 2,058	\$ 12,419	\$ 3,055

^(a)Net income attributable to noncontrolling interests includes \$36 million and \$48 million for the three months ended December 31, 2018 and 2017, respectively, and \$60 million and \$77 million for the six months ended December 31, 2018 and 2017, respectively, relating to redeemable noncontrolling interests.

The accompanying notes are an integral part of these Unaudited Consolidated Financial Statements.

TWENTY-FIRST CENTURY FOX, INC.

CONSOLIDATED BALANCE SHEETS

(IN MILLIONS, EXCEPT SHARE AND PER SHARE AMOUNTS)

	As of December 31, 2018 (unaudited)	As of June 30, 2018 (audited)
ASSETS		
Current assets		
Cash and cash equivalents	\$ 21,281	\$ 7,622
Receivables, net	8,083	7,120
Inventories, net	3,934	3,669
Other	719	922
Total current assets	34,017	19,333
Non-current assets		
Receivables, net	859	724
Investments	833	4,112
Inventories, net	8,133	7,518
Property, plant and equipment, net	1,971	1,956
Intangible assets, net	5,970	6,101
Goodwill	12,758	12,768
Other non-current assets	1,345	1,319
Total assets	\$ 65,886	\$ 53,831
LIABILITIES AND EQUITY		
Current liabilities		
Borrowings	\$ 887	\$ 1,054
Accounts payable, accrued expenses and other current liabilities	3,236	3,248
Participations, residuals and royalties payable	1,822	1,748
Program rights payable	1,135	1,368
Deferred revenue	855	826
	-	
Total current liabilities	7,935	8,244
Non-current liabilities		
Borrowings	18,321	18,469
Other liabilities	3,848	3,664
Deferred income taxes	1,971	1,892

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Redeemable noncontrolling interests	576	764
Commitments and contingencies		
Equity		
Class A common stock ^(a)	11	11
Class B common stock ^(b)	8	8
Additional paid-in capital	12,573	12,612
Retained earnings	21,292	8,934
Accumulated other comprehensive loss	(1,879)	(2,001)
	-	
Total Twenty-First Century Fox, Inc. stockholders' equity	32,005	19,564
Noncontrolling interests	1,230	1,234
Total equity	33,235	20,798
Total liabilities and equity	\$ 65,886	\$ 53,831

^(a)Class A common stock, \$0.01 par value per share, 6,000,000,000 shares authorized, 1,058,408,500 shares and 1,054,032,541 shares issued and outstanding, net of 123,687,371 treasury shares at par as of December 31, 2018 and June 30, 2018, respectively.

^(b)Class B common stock, \$0.01 par value per share, 3,000,000,000 shares authorized, 798,520,953 shares issued and outstanding, net of 356,993,807 treasury shares at par as of December 31, 2018 and June 30, 2018.

The accompanying notes are an integral part of these Unaudited Consolidated Financial Statements.

TWENTY-FIRST CENTURY FOX, INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(IN MILLIONS)

	For the six months ended	
	December 31, 2018	2017
OPERATING ACTIVITIES		
Net income	\$ 12,258	\$ 2,836
Less: (Loss) income from discontinued operations, net of tax	(24)	11
Income from continuing operations	12,282	2,825
Adjustments to reconcile income from continuing operations to cash provided by operating activities		
Depreciation and amortization	317	284
Amortization of cable distribution investments	20	43
Impairment and restructuring charges	16	24
Equity-based compensation	70	66
Equity losses (earnings) of affiliates	74	(27)
Cash distributions received from affiliates	10	11
Other, net	(10,527)	301
Deferred income taxes	(155)	(1,300)
Change in operating assets and liabilities, net of acquisitions and dispositions		
Receivables	(693)	(1,267)
Inventories net of program rights payable	(1,300)	(417)
Accounts payable and accrued expenses	(145)	388
Other changes, net	588	(427)
Net cash provided by operating activities from continuing operations	557	504
INVESTING ACTIVITIES		
Property, plant and equipment	(219)	(238)
Investments in equity affiliates	(266)	(209)
Proceeds from dispositions, net	15,020	362
Other investing activities, net	(206)	(84)
Net cash provided by (used in) investing activities from continuing operations	14,329	(169)
FINANCING ACTIVITIES		
Borrowings	90	1,282
Repayment of borrowings	(412)	(1,411)
Dividends paid and distributions	(517)	(512)
Employee taxes paid for share-based payment arrangements	(162)	(32)
Other financing activities, net	(89)	(18)

Net cash used in financing activities from continuing operations	(1,090)	(691)
Net decrease in cash and cash equivalents from discontinued operations	(32)	(26)
Net increase (decrease) in cash and cash equivalents	13,764	(382)
Cash and cash equivalents, beginning of year	7,622	6,163
Exchange movement on cash balances	(105)	28
Cash and cash equivalents, end of period	\$ 21,281	\$ 5,809

The accompanying notes are an integral part of these Unaudited Consolidated Financial Statements.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION

Twenty-First Century Fox, Inc., a Delaware corporation, and its subsidiaries (together, “Twenty-First Century Fox” or the “Company”) is a diversified global media and entertainment company, which currently manages and reports its businesses in the following four segments: Cable Network Programming, Television, Filmed Entertainment and Other, Corporate and Eliminations.

The accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox have been prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments consisting only of normal recurring adjustments necessary for a fair presentation have been reflected in these Unaudited Consolidated Financial Statements. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2019.

These interim Unaudited Consolidated Financial Statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2018 as filed with the Securities and Exchange Commission (the “SEC”) on August 13, 2018 (the “2018 Form 10-K”).

The Unaudited Consolidated Financial Statements include the accounts of Twenty-First Century Fox. All significant intercompany accounts and transactions have been eliminated in consolidation, including the intercompany portion of transactions with equity method investees. Equity investments in and advances to entities or joint ventures in which the Company has significant influence, but less than a controlling voting interest, are accounted for using the equity method. Significant influence is generally presumed to exist when the Company owns an interest between 20% and 50% and exercises significant influence. Equity investments in which the Company has no significant influence (generally less than a 20% ownership interest) with readily determinable fair values are recorded at fair value using quoted market prices. If an equity investment’s fair value is not readily determinable and does not qualify for the net asset value (“NAV”) practical expedient, the Company will recognize it at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The unrealized gains and losses and the adjustments related to the observable price changes are recognized in net income.

The preparation of the Company’s consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts that are reported in the consolidated financial statements and accompanying disclosures. Actual results may differ from those estimates.

Certain fiscal 2018 amounts have been reclassified to conform to the fiscal 2019 presentation. Unless indicated otherwise, the information in the notes to the Unaudited Consolidated Financial Statements relates to the Company’s continuing operations.

Recently Adopted and Recently Issued Accounting Guidance and U.S. Tax Reform

Adopted

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”). The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, ASU 2014-09 requires additional disclosure around the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Company adopted the requirements of ASU 2014-09 as of July 1, 2018, utilizing the modified retrospective method of transition which resulted in a transition adjustment for all contracts not completed as of July 1, 2018. The transition adjustment was recorded as an increase to the opening balance of Retained earnings in the Consolidated Balance Sheet (See Note 7 – Stockholders’ Equity).

The new standard impacts the timing of revenue recognition for renewals or extensions of existing licensing agreements for intellectual property, which will be recognized as revenue once the customer can begin to use and benefit from the license rather than when the agreement is extended or renewed, under historical GAAP. The new standard requires the Company’s Filmed Entertainment segment to recognize revenues from certain television license deals earlier as opposed to recognizing those licenses over the term of the agreements. Conversely, revenues from certain of the

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Filmed Entertainment segment's trademark licensing deals will be recognized over the license terms as opposed to recognition at inception as under historical GAAP. The adoption of the standard also resulted in the reclassification of the Company's estimates of sales returns from a contra-asset allowance within receivables to a liability. ASU 2014-09 also requires enhanced disclosures relating to the Company's revenues from contracts with customers (See Note 11 – Revenues), including the disaggregation of revenues.

The following table presents the impact of the adoption of the standard on the Company's Consolidated Statements of Operations:

	For the three months ended December 31, 2018			For the six months ended December 31, 2018		
	As reported	Adjustments	Without adoption of ASC 606	As reported	Adjustments	Without adoption of ASC 606
	(in millions, except per share amounts)					
Revenues	\$8,499	\$ (28)	\$8,471	\$15,676	\$ 50	\$15,726
Operating expenses	(6,005)	10	(5,995)	(10,429)	(43)	(10,472)
Selling, general and administrative	(939)	-	(939)	(1,829)	-	(1,829)
Depreciation and amortization	(159)	-	(159)	(317)	-	(317)
Impairment and restructuring charges	-	-	-	(16)	-	(16)
Equity losses of affiliates	(109)	-	(109)	(74)	(3)	(77)
Interest expense, net	(294)	-	(294)	(594)	-	(594)
Interest income	86	-	86	94	-	94
Other, net	10,475	-	10,475	10,527	-	10,527
Income (loss) from continuing operations before income tax (expense) benefit	11,554	(18)	11,536	13,038	4	13,042
Income tax (expense) benefit	(630)	4	(626)	(756)	(1)	(757)
Income (loss) from continuing operations	10,924	(14)	10,910	12,282	3	12,285
Loss from discontinued operations, net of tax	(17)	-	(17)	(24)	-	(24)
Net income (loss)	10,907	(14)	10,893	12,258	3	12,261
Less: Net income attributable to noncontrolling interests	(92)	-	(92)	(158)	-	(158)
Net income (loss) attributable to Twenty-First Century Fox stockholders	\$10,815	\$ (14)	\$10,801	\$12,100	\$ 3	\$12,103
Net income (loss) attributable to Twenty-First Century Fox stockholders per share						
Basic	\$5.83	\$ (0.01)	\$5.82	\$6.52	\$ -	\$6.52
Diluted	\$5.80	\$ (0.01)	\$5.79	\$6.49	\$ -	\$6.49

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Changes to the opening balances of current assets, total assets, current liabilities and total liabilities resulting from the adoption of the new guidance were as follows:

	June 30, 2018 (in millions)	Adoption of ASC 606 impact	July 1, 2018
Current assets	\$ 19,333	\$ 491	\$ 19,824
Total assets	53,831	559	(a) 54,390
Current liabilities	8,244	256	8,500
Total liabilities	32,269	323	32,592

^(a)Includes the Company's proportionate share of Sky, plc's ("Sky") transition adjustment of approximately \$145 million. In January 2016, the FASB issued ASU 2016-01, "Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities" ("ASU 2016-01"). The amendments in ASU 2016-01 address certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The Company adopted this guidance as of July 1, 2018 on a modified retrospective basis and recorded a cumulative effect adjustment to reclassify unrealized holding gains on securities within Accumulated other comprehensive loss to Retained earnings and to record certain equity investments at NAV which were previously accounted for at cost (See Note 7 – Stockholders' Equity). In addition, the Company recorded changes in the fair value of equity investments with readily determinable fair values in Net income rather than in Accumulated other comprehensive loss (See Note 12 – Additional Financial Information under the heading "Other, net"). Cost method investments that do not have readily determinable fair values will be recognized prospectively at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The adjustments related to the observable price changes will also be recognized in net income.

In October 2016, the FASB issued ASU 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory" ("ASU 2016-16"). On July 1, 2018, the Company adopted ASU 2016-16 and recorded a deferred tax asset of approximately \$2.3 billion related to the basis difference in an equity method investment on a modified retrospective basis, through a cumulative-effect adjustment to Retained earnings and also recorded a corresponding valuation allowance. As prescribed, a full valuation allowance was required because the Company was not able to establish sufficient evidence of future taxable income of the appropriate character to realize the deferred tax asset. As a result, the adoption of ASU 2016-16 did not have a material impact on the Company's Consolidated Financial Statements. Due to the decision to sell Sky which was announced on September 26, 2018, management determined that the valuation allowance was no longer needed. As such, the Company released the valuation allowance related to its deferred tax asset as part of the estimated annual effective tax rate, resulting in a non-cash tax benefit of approximately \$1.8 billion and \$2.0 billion for the three and six months ended December 31, 2018, respectively. The remaining non-cash tax benefit of approximately \$300 million will be realized during the year based upon the Company's Income from continuing operations before income tax expense (See Note 4 – Investments under the heading "Sky").

On July 1, 2018, the Company early adopted ASU 2018-02, "Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02") on a prospective basis using the security-by-security approach. The objective of ASU 2018-02 is to eliminate the stranded tax effects resulting from the Tax Act (as defined below) and to improve the usefulness of information

reported to financial statement users. The adoption of ASU 2018-02 resulted in a reclassification from Accumulated other comprehensive loss to Retained earnings related to the income tax effects on the change in the federal statutory rate (See Note 7 – Stockholders’ Equity under the heading “Accumulated other comprehensive loss”).

Issued

In February 2016, the FASB issued ASU 2016-02, “Leases (Topic 842)”, “Topic 842”, as amended. Topic 842 requires recognition of lease liabilities and right-of-use assets on the balance sheet and disclosure of key information about leasing arrangements. Topic 842 will be effective for the Company for annual and interim reporting periods beginning July 1, 2019. The Company expects to apply Topic 842 on a modified retrospective basis with the cumulative effect, if any, of initially applying the new guidance recognized at the date of initial application as an adjustment to opening Retained earnings. The Company is currently evaluating the impact Topic 842 will have on its consolidated financial statements including determining which practical expedients to apply. Since the Company has a significant amount of minimum lease commitments (See Note 15 – Commitments and Contingencies in the 2018 Form 10-K), the Company

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

expects that the impact of recognizing operating lease liabilities and right-of-use assets will be significant to the Company's Consolidated Balance Sheet. The Company is in process of gathering the necessary lease data and implementing accounting lease software for all leases as well as assessing necessary changes to the Company's processes and controls to support the recognition and disclosure requirements in accordance with the new standard.

In August 2018, the FASB issued ASU 2018-14, "Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans" ("ASU 2018-14"). The amendments in ASU 2018-14 modify certain aspects of disclosure about defined benefit pension and other postretirement plans. ASU 2018-14 will be effective for the Company for annual reporting periods beginning July 1, 2020. Early adoption is permitted. The Company is currently evaluating the impact ASU 2018-14 will have on its consolidated financial statements.

U.S. Tax Reform

On December 22, 2017, the U.S. government enacted tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act significantly revises the future ongoing U.S. corporate income tax by, among other things, lowering U.S. corporate income tax rates and implementing a territorial tax system. Effective July 1, 2018, the Company's corporate income tax rate is 21%.

The SEC issued guidance that allowed for a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts. As of December 31, 2018, the Company has finalized its analysis and has not materially modified the provisional amounts previously recorded (See Note 2 – Summary of Significant Accounting Policies in the 2018 Form 10-K under the heading "U.S. Tax Reform").

The Tax Act also includes a new minimum tax on certain foreign earnings ("global intangible low-tax income" or "GILTI") which imposes a tax on foreign earnings and profits in excess of a deemed return on tangible assets of foreign subsidiaries and allows a deduction for foreign-derived intangible income ("FDII"). These provisions are effective for the Company in the current fiscal year. For the six months ended December 31, 2018, the Company computed amounts for both items and included the impacts in its annualized effective tax rate calculation. The Company will account for the effects of GILTI as a component of income tax expense in the period the tax arises.

NOTE 2. ACQUISITIONS, DISPOSALS AND OTHER TRANSACTIONS

Disney Transaction/Distribution of FOX

On June 20, 2018, the Company entered into an Amended and Restated Merger Agreement and Plan of Merger (the "Amended and Restated Merger Agreement") with The Walt Disney Company ("Disney") and TWDC Holdco 613 Corp., a newly formed holding company and wholly-owned subsidiary of Disney ("New Disney"), which amends and restates in its entirety the Agreement and Plan of Merger that the Company entered into with Disney in December 2017, pursuant to which, among other things, at the closing, the Company will merge with and into a subsidiary of New Disney (the "21CF Merger"), Disney will merge with and into a subsidiary of New Disney (the "Disney Merger," and together with the 21CF Merger, the "Mergers"), and each of Disney and the Company will become wholly-owned subsidiaries of New Disney. Prior to the consummation of the Mergers, the Company will transfer a portfolio of the Company's news, sports and broadcast businesses, including the FOX News Channel ("FOX News"), FOX Business Network, FOX Broadcasting Company (the "FOX Network"), FOX Television Stations Group, FS1, FS2, FOX

Deportes and Big Ten Network and certain other assets and liabilities into a newly formed subsidiary Fox Corporation (“FOX”) (the “FOX Separation”) and distribute all of the issued and outstanding common stock of FOX to the holders of the outstanding shares of the Company’s Class A Common Stock and Class B Common Stock (other than holders that are subsidiaries of the Company (shares held by such holders, the “Hook Stock”)) on a pro rata basis (the “FOX Distribution”). Prior to the FOX Distribution, FOX will pay the Company a dividend in the amount of \$8.5 billion (the “FOX Dividend”). FOX has and will incur indebtedness sufficient to fund the FOX Dividend, which indebtedness will be reduced after the Mergers by the amount of a cash payment paid by Disney to FOX, if such cash payment is made. As the FOX Separation and FOX Distribution will be taxable to the Company at the corporate level, the FOX Dividend is intended to fund the taxes resulting from the FOX Separation and FOX Distribution and certain other transactions contemplated by the Amended and Restated Merger Agreement. The Company will retain all assets and liabilities not transferred to FOX, including the Twentieth Century Fox Film and Television studios and certain cable and international television businesses, including FX Networks, National Geographic Partners, LLC, Regional Sports Networks (“RSNs”), Fox Networks Group International and STAR India (“STAR”), as well as the Company’s interests in Hulu, LLC (“Hulu”), Sky, Tata Sky Limited and Endemol Shine Group. The foregoing proposed transactions are collectively referred to as the “Transaction”.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Upon consummation of the Transaction, each share of the Company's common stock issued and outstanding immediately prior to the effective time of the Mergers (other than (i) shares held in treasury by the Company that are not held on behalf of third parties, (ii) shares that are Hook Stock and (iii) shares held by the Company's stockholders who have not voted in favor of the 21CF Merger and perfected and not withdrawn a demand for appraisal rights pursuant to Delaware law) will be exchanged for consideration (the "Merger Consideration") in the form of either cash (the "Cash Consideration") or a fraction of a share of New Disney common stock (the "Stock Consideration"). The value of the Merger Consideration may fluctuate with the market price of Disney common stock and will, subject to the collar described below, be determined based on the volume-weighted average trading price of a share of Disney common stock on the New York Stock Exchange over the fifteen day consecutive trading day period ending on (and including) the trading day that is three trading days prior to the date of the effective time of the Disney Merger (such price, the "Average Disney Price"). Subject to the election, proration and adjustment procedures set forth in the Amended and Restated Merger Agreement, each share of the Company's common stock will be exchanged for an amount (such amount, the "Per Share Value"), payable in cash or New Disney common stock, equal to the sum of (i) \$19.00 plus (ii) fifty percent (50.0%) of the value (determined based on the Average Disney Price) of a number of shares of Disney common stock equal to the exchange ratio described below. The number of shares of New Disney common stock to be delivered in exchange for each share of the Company's common stock to the Company's stockholders electing to receive Stock Consideration will be equal to the Per Share Value divided by the Average Disney Stock Price. If the Average Disney Price is greater than \$114.32, then the exchange ratio will be 0.3324. If the Average Disney Price is less than \$93.53, then the exchange ratio will be 0.4063. If the Average Disney Price is greater than or equal to \$93.53 but less than or equal to \$114.32, then the exchange ratio will be an amount equal to \$38.00 divided by the Average Disney Price. The Merger Consideration is subject to the proration provisions set forth in the Amended and Restated Merger Agreement, which ensure that the aggregate Cash Consideration (before giving effect to the adjustment for transaction taxes) is equal to \$35.7 billion. As a result, the form of consideration a stockholder elects to receive may be adjusted such that it may receive, in part, a different form of consideration than the form it elected. Any stockholder of the Company not making an election will receive the Cash Consideration, the Stock Consideration or a combination of both, as determined by the proration provisions of the Amended and Restated Merger Agreement.

To provide FOX with financing in connection with the FOX Distribution, 21st Century Fox America, Inc. ("21CFA"), a wholly-owned subsidiary of the Company, entered into a commitment letter on behalf of FOX with the financial institutions party thereto (the "Bridge Commitment Letter") which provides for borrowings of up to \$9 billion. Given the Company's current debt ratings, 21CFA pays a commitment fee of 0.1%. In January 2019, FOX issued approximately \$6.8 billion of senior notes (See Note 6 – Borrowings under the heading "FOX Borrowings") and reduced the borrowings available under the Bridge Commitment Letter to \$1.7 billion. FOX intends to use the net proceeds of approximately \$6.8 billion from the sale of the notes, together with available cash on its balance sheet and other financing facilities, if needed, principally to fund the FOX Dividend and to pay fees and expenses incurred in connection with the senior notes offering and the Transaction.

Under the terms of the Amended and Restated Merger Agreement, Disney will pay the Company \$2.5 billion if the Mergers are not consummated under certain circumstances relating to the failure to obtain approvals, or there is a final, non-appealable order preventing the transaction, in each case, relating to antitrust laws, communications laws or foreign regulatory laws.

On June 27, 2018, the Antitrust Division of the U.S. Department of Justice announced that it cleared the Transaction. The Company, Disney and the U.S. Department of Justice have entered into a consent decree that allows the Transaction to proceed, while requiring New Disney and the Company to sell the RSNs within 90 days following the closing of the Transaction, which consent decree is subject to court approval. At separate special meetings of

stockholders on July 27, 2018, the Company's stockholders adopted the Amended and Restated Merger Agreement, Disney's stockholders approved the stock issuance, and each company's stockholders adopted or approved the other proposals voted on at the special meetings. On November 6, 2018, the European Commission announced that it approved the Transaction conditional on Disney's divestiture of its ownership interest in the factual channels it controls in the European Economic Area owned by A&E Television Networks.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The consummation of the Transaction remains subject to various conditions, including among others, (i) the consummation of the FOX Separation, (ii) the receipt of certain tax opinions with respect to the treatment of the Transaction under U.S. and Australian tax laws, and (iii) the receipt of certain regulatory approvals and governmental consents. The Transaction is expected to be completed in the first half of calendar year 2019.

The Amended and Restated Merger Agreement generally requires the Company to operate its business in the ordinary course pending consummation of the 21CF Merger and restricts the Company, without Disney's consent, from taking certain specified actions until the Transaction is consummated or the Amended and Restated Merger Agreement is terminated, including making certain acquisitions and divestitures, entering into certain contracts, incurring certain indebtedness and expenditures, paying dividends in excess of certain thresholds, and repurchasing or issuing securities outside of existing equity award programs.

In February 2018, the Compensation Committee of the Board of Directors of the Company (the "Compensation Committee") established a cash bonus retention plan for certain employees of approximately \$110 million of which 50% is payable at the time of the Mergers and 50% on the 10-month anniversary of the Mergers, subject to each participant's continued employment through the applicable payment date. Additionally, the Compensation Committee made a special grant of approximately 5.9 million restricted stock units ("Retention RSUs") to certain of the Company's senior executives, including named executive officers ("NEOs"). The Retention RSU grants will vest 50% at the time of the Mergers and 50% on the 15-month anniversary of the Mergers, subject to each executive's continued employment through the applicable vesting date. The cash bonus retention payment plans are subject to accelerated payment and the Retention RSU grants will be subject to accelerated vesting upon the occurrence of certain termination events. In the event the Amended and Restated Merger Agreement is terminated, the payments under the cash-based retention program will be made and the Retention RSU grants will vest on the later of December 13, 2019 and the date of such termination.

Under the Amended and Restated Merger Agreement, the Company is permitted to take certain actions to reduce the amount of any potential "excess parachute payments" for "disqualified individuals" (each as defined in Section 280G of the Internal Revenue Code). In accordance with this provision, the Company modified certain outstanding equity-based awards granted to certain participants (excluding any NEOs) resulting in additional compensation expenses of approximately \$40 million for the three and six months ended December 31, 2018, of which approximately \$15 million was included in Selling, general and administrative expenses and the remaining amount was included in Other, net in the Unaudited Consolidated Statements of Operations.

Other

In March 2017, the Federal Communications Commission's (the "FCC") concluded a voluntary auction to reclaim television broadcast station spectrum. The Company had three stations' bids of approximately \$350 million to relinquish spectrum accepted by the FCC as part of the auction and received the proceeds in July 2017. As a result, the spectrum previously utilized by its television stations in Washington, DC, Charlotte, NC and Chicago, IL designated market areas, in which the Company operates duopolies, has been relinquished to the FCC. The Company recorded a pre-tax gain of \$114 million of which \$102 million was recorded in fiscal 2018 and the remaining balance was recorded in Other, net in the Unaudited Consolidated Statement of Operations for the six months ended December 31, 2018 for the spectrum relinquished to the FCC in July 2018. These television stations will continue broadcasting using the spectrum of the existing FOX Network owned and operated station in that market.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3. INVENTORIES, NET

The Company's inventories were comprised of the following:

	As of December 31, 2018 (in millions)	As of June 30, 2018
Programming rights		
Sports Programming rights	\$3,920	\$3,676
Entertainment Programming rights ^(a)	3,311	3,263
Filmed entertainment costs		
Films		
Released, less accumulated amortization	1,109	1,249
Completed, not released	195	98
In production	1,900	1,556
In development or preproduction	245	221
	-	
	3,449	3,124
Television productions		
Released, less accumulated amortization	645	743
In production, development or preproduction	742	381
	1,387	1,124
Total filmed entertainment costs, less accumulated amortization^(b)	4,836	4,248
Total inventories, net	12,067	11,187
Less: current portion of inventories, net^(c)	(3,934)	(3,669)
Total non-current inventories, net	\$8,133	\$7,518

^(a)Includes DVDs, Blu-rays and other merchandise.

^(b)Does not include \$195 million and \$210 million of net intangible film library costs as of December 31, 2018 and June 30, 2018, respectively, which were included in intangible assets subject to amortization in the Consolidated Balance Sheets.

^(c)Current portion of inventories, net as of December 31, 2018 and June 30, 2018 was comprised of programming rights (\$3,886 million and \$3,625 million, respectively), DVDs, Blu-rays and other merchandise.

NOTE 4. INVESTMENTS

The Company's investments were comprised of the following:

		Ownership percentage	as of December 31, 2018	As of December 31, 2018	As of June 30, 2018
					(in millions)
Sky ^(a)	European direct broadcast satellite operator	-%	\$-	\$3,306	
Endemol Shine Group ^(b)	Global multi-platform content provider	50%	168	188	
Other investments ^(c)		various	665	618	
Total investments			\$833	\$4,112	

^(a) In October 2018, the Company sold its 39% investment in Sky.

^(b) Equity method investment.

^(c) Includes an investment with a readily determinable fair value of \$185 million as of December 31, 2018 (See Note 5 – Fair Value).

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Sky

In December 2016, the Company announced it reached agreement with Sky, in which the Company had an approximate 39% interest, on the terms of a recommended pre-conditional cash offer by the Company for the fully diluted share capital of Sky which the Company did not already own (the “Sky Acquisition”), at a price of £10.75 per Sky share subject to certain payments of dividends. On July 11, 2018, the Company announced an increased offer price for the Sky Acquisition, of £14.00 per Sky share, payable in cash, subject to reduction if certain dividends or other distributions are paid by Sky (the “Increased Offer”). To provide financing in connection with the Sky Acquisition, the Company and 21CFA entered into a bridge credit agreement with the lenders party thereto (the “Bridge Credit Agreement”) which was subsequently amended as a result of the Increased Offer. The Company purchased foreign currency exchange options to limit its foreign currency exchange rate risk in connection with the Sky Acquisition (See Note 5 – Fair Value under the heading “Foreign Currency Contracts” and Note 12 – Additional Financial Information under the heading “Other, net” for additional information).

On September 22, 2018, the Company made a revised cash offer for the fully diluted share capital of Sky that the Company and its affiliates did not already own at a price of £15.67 for each Sky share, following the conclusion of the auction process conducted by the U.K. Panel on Takeovers and Mergers. On the same day, Comcast Corporation (“Comcast”) announced a revised cash offer by Comcast for the entire issued and to be issued share capital of Sky at a price of £17.28 for each Sky share (the “Comcast Offer”), which was recommended by the Sky Independent Committee. On September 26, 2018, the Company announced that it intended to lapse its offer on October 6, 2018 and that it intended to either accept the Comcast Offer or to sell its Sky shares to Comcast at a price of £17.28 for each Sky share. On October 3, 2018, the Company entered into an agreement to sell its shares to Comcast at a price of £17.28 for each Sky share. As a result, in October 2018, the Company received cash consideration of approximately £11.6 billion (\$15.1 billion) for its 39% interest in Sky. The Company recorded a gain, net of transaction related costs, of \$10.8 billion on this transaction, which was included in Other, net in the Unaudited Consolidated Statement of Operations for the six months ended December 31, 2018 (See Note 12 – Additional Financial Information under the heading “Other, net”). In connection with the lapsing of the Company’s offer for Sky, the Bridge Credit Agreement has been terminated as of October 6, 2018.

Hulu

The Company owns an equity interest in Hulu. In August 2016, Hulu issued a 10% equity interest to a new investor thereby diluting the Company’s ownership from 33% to 30%. For a period of up to 36 months, under certain limited circumstances arising from regulatory review, the new investor may put its shares to Hulu or Hulu may call the shares from the new investor. If Hulu is required to fund the repurchase of shares from the new investor, the Company has agreed to make an additional capital contribution of up to approximately \$300 million to Hulu. As a result of these conditions, the Company will record a gain on the dilution of its ownership interest upon resolution of the contingency. The Company will continue to account for its interest in Hulu as an equity method investment.

For the six months ended December 31, 2018, the Company invested approximately \$225 million in Hulu to maintain its ownership percentage and has committed to an additional investment of approximately \$645 million in calendar year 2019.

Other Investments

During the first quarter of fiscal 2019, the Company invested, in the aggregate, approximately \$100 million in cash for a minority equity interest in Caffeine, Inc. (“Caffeine”), a social broadcasting platform for gaming, entertainment and

other creative content, and Caffeine Studio, LLC (“Caffeine Studios”), a newly formed venture that is jointly owned by the Company and Caffeine. The Company accounts for the investments in Caffeine at cost plus or minus observable price changes and Caffeine Studios as an equity method investment.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5. FAIR VALUE

In accordance with ASC 820, “Fair Value Measurement,” fair value measurements are required to be disclosed using a three-tiered fair value hierarchy which distinguishes market participant assumptions into the following categories: (i) inputs that are quoted prices in active markets (“Level 1”); (ii) inputs other than quoted prices included within Level 1 that are observable, including quoted prices for similar assets or liabilities (“Level 2”); and (iii) inputs that require the entity to use its own assumptions about market participant assumptions (“Level 3”).

The following tables present information about financial assets and liabilities carried at fair value on a recurring basis:

	Fair value measurements As of December 31, 2018			
	Total	Level 1	Level 2	Level 3
	(in millions)			
Assets				
Investments ^(a)	\$185	\$185	\$-	\$-
Derivatives ^(b)	7	-	7	-
Other ^(c)	65	-	-	65
Liabilities				
Derivatives ^(b)	(10)	-	(10)	-
Redeemable noncontrolling interests	(576)	-	-	(576)
Total	\$(329)	\$185	\$(3)	\$(511)

	As of June 30, 2018			
	Total	Level 1	Level 2	Level 3
	(in millions)			
Assets				
Investments ^(a)	\$257	\$257	\$-	\$-
Derivatives ^(b)	14	-	14	-
Other ^(c)	73	-	-	73
Redeemable noncontrolling interests	(764)	-	-	(764)
Total	\$(420)	\$257	\$14	\$(691)

^(a) Represents an investment in equity securities with a readily determinable fair value.

^(b) Represents derivatives associated with the Company’s foreign currency and interest rate swap contracts.

^(c) Primarily relates to past acquisitions, including contingent consideration agreements.

Redeemable Noncontrolling Interests

The Company accounts for redeemable noncontrolling interests in accordance with ASC 480-10-S99-3A, “Distinguishing Liabilities from Equity” (“ASC 480-10-S99-3A”), because their exercise is outside the control of the Company. The redeemable noncontrolling interests recorded at fair value are put arrangements held by the noncontrolling interests in certain of the Company’s majority-owned sports networks. The Company utilizes the market, income or cost approaches or a combination of these valuation techniques for its Level 3 fair value measures, using observable inputs such as market data obtained from independent sources. To the extent observable inputs are not available, the Company utilizes unobservable inputs based upon the assumptions market participants would use in valuing the asset (liability). Two minority shareholders’ put rights will become exercisable in March 2019 and one minority shareholders’ put right will become exercisable in July 2019. The remaining redeemable noncontrolling interests are currently not exercisable.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The changes in redeemable noncontrolling interests classified as Level 3 measurements were as follows:

	For the six months ended December 31,	
	2018	2017
	(in millions)	
Beginning of period	\$ (764)	\$ (694)
Net income	(60)	(77)
Distributions and other	248 (a)	59
End of period	\$ (576)	\$ (712)

(a) As a result of the expiration of a put arrangement, approximately \$200 million was reclassified into Retained earnings.

Financial Instruments

The carrying value of the Company's financial instruments, such as cash and cash equivalents, receivables, payables and investments without a readily determinable fair value and not accounted for using the equity method, approximates fair value.

	As of December 31,	As of June 30,
	2018	2018
	(in millions)	
Borrowings		
Fair value	\$22,809	\$22,591
Carrying value	\$19,208	\$19,523

Fair value is generally determined by reference to market values resulting from trading on a national securities exchange or in an over-the-counter market (a Level 1 measurement).

Foreign Currency Contracts

The Company uses foreign currency forward contracts primarily to hedge certain exposures to foreign currency exchange rate risks associated with the cost of producing or acquiring films and television programming. The Company also entered into a foreign currency option contract to limit its foreign currency exchange rate risk in

connection with the Sky Acquisition. For accounting purposes, the option contract did not qualify for hedge accounting and therefore was treated as an economic hedge (See Note 4 – Investments under the heading “Sky”).

	As of	As of
	December	June
	31,	30,
	2018	2018
	(in millions)	
Cash Flow Hedges		
Notional amount	\$286	\$119
Fair value	\$(9)	\$(2)

For foreign currency forward contracts designated as cash flow hedges, the Company expects to reclassify the cumulative changes in fair values, included in Accumulated other comprehensive loss, within the next year.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

	As of December 31,	As of June 30,	
	2018	2018	(in millions)
Economic Hedges			
Notional amount	\$ 16	\$ 12,788	(a)
Fair value	\$-	\$ 8	(a)

(a) As of June 30, 2018, the notional amount and fair value primarily relates to a foreign currency option contract to limit the foreign currency exchange rate risk in connection with the Sky Acquisition which had a premium payable of approximately \$50 million. In September 2018, the Company paid the premium to settle this foreign currency option contract which was included in Proceeds from dispositions, net in the Unaudited Consolidated Statement of Cash Flows.

Interest Rate Swap Contracts

The Company uses interest rate swap contracts to hedge certain exposures to interest rate risks associated with certain borrowings.

	As of December 31,	As of June 30,	
	2018	2018	(in millions)
Cash Flow Hedges			
Notional amount	\$580	\$608	
Fair value	\$6	\$8	

For interest rate swap contracts designated as cash flow hedges, the Company expects to reclassify the cumulative changes in fair values, included in Accumulated other comprehensive loss, within the next year.

Concentrations of Credit Risk

Cash and cash equivalents are maintained with several financial institutions. The Company has deposits held with banks that exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions of reputable credit and, therefore, bear minimal credit risk.

The Company's receivables did not represent significant concentrations of credit risk as of December 31, 2018 or June 30, 2018 due to the wide variety of customers, markets and geographic areas to which the Company's products and services are sold.

The Company monitors its positions with, and the credit quality of, the financial institutions which are counterparties to its financial instruments. The Company is exposed to credit loss in the event of nonperformance by the counterparties to the agreements. As of December 31, 2018, the Company did not anticipate nonperformance by any of the counterparties.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. BORROWINGS

Borrowings include bank loans and public debt.

Bank Loans

STAR has entered into various unsecured credit facilities (the “STAR Credit Facilities”) that are available for working capital and for acquiring programming rights. These credit facilities are uncommitted and are reviewed periodically for renewal. As of December 31, 2018, the STAR Credit Facilities had a total capacity for borrowings of approximately INR 14 billion (approximately \$200 million), which was subsequently increased to approximately INR 28 billion (approximately \$395 million). As of December 31, 2018, the outstanding balance on the STAR Credit Facilities was \$84 million. Borrowings under the credit facilities are due on demand by the lenders providing up to 60 days’ notice. Borrowings with on demand repayment terms are presented as Current borrowings in the Consolidated Balance Sheets.

Senior Notes Retired

In August 2018, the Company retired \$250 million of 8.25% Senior Notes.

Current Borrowings

Included in Borrowings within Current liabilities as of December 31, 2018 was \$700 million of 6.90% Senior Notes that are due in March 2019, principal payments on the Yankees Entertainment and Sports Network (the “YES Network”) term loan facility of \$31 million that are due in the next 12 months, \$72 million related to the STAR term loan and \$84 million related to the STAR Credit Facilities.

FOX Borrowings

In January 2019, FOX issued \$750 million of 3.666% Senior Notes due 2022, \$1.25 billion of 4.030% Senior Notes due 2024, \$2.00 billion of 4.709% Senior Notes due 2029, \$1.25 billion of 5.476% Senior Notes due 2039 and \$1.55 billion of 5.576% Senior Notes due 2049 (the “Notes Offering”). FOX intends to use the net proceeds of approximately \$6.8 billion from the sale of the notes, together with available cash on its balance sheet and other financing facilities, if needed, principally to fund the FOX Dividend and to pay fees and expenses incurred in connection with the Notes Offering and the Transaction (See Note 2 – Acquisitions, Disposals and Other Transactions under the heading “Disney Transaction/Distribution of FOX”).

Bridge Credit Agreement

See Note 4 – Investments under the heading “Sky”.

NOTE 7. STOCKHOLDERS’ EQUITY

The following tables summarize changes in stockholders' equity:

	For the three months ended December 31, 2018 Twenty-First Century			For the six months ended December 31, 2018 Twenty-First Century		
	Fox stockholders' (in millions)	Noncontrolling interests	Total equity	Fox stockholders'	Noncontrolling interests	Total equity
Balance, beginning of period	\$20,698	\$ 1,226	\$21,924	\$19,564	\$ 1,234	\$20,798
Adoption of ASUs	-	-	-	244	(a) -	244
Adjusted balance, beginning of period	20,698	1,226	21,924	19,808	1,234	21,042
Net income	10,815	56	(b) 10,871	12,100	98	(b) 12,198
Other comprehensive income (loss)	475	(5)	470	319	(9)	310
Issuance of shares	71	-	71	204	-	204
Dividends declared	-	-	-	(334)	-	(334)
Other	(54)	(47)	(c) (101)	(92)	(93)	(c) (185)
	-					
Balance, end of period	\$32,005	\$ 1,230	\$33,235	\$32,005	\$ 1,230	\$33,235

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

	For the three months ended December 31, 2017			For the six months ended December 31, 2017		
	Fox stockholders' (in millions)	Noncontrolling interests	Total equity	Fox stockholders' (in millions)	Noncontrolling interests	Total equity
Balance, beginning of period	\$ 16,304	\$ 1,252	\$ 17,556	\$ 15,722	\$ 1,216	\$ 16,938
Net income	1,831	37	(b) 1,868	2,686	73	(b) 2,759
Other comprehensive income	227	4	231	369	13	382
Issuance of shares	-	-	-	41	-	41
Dividends declared	-	-	-	(333)	-	(333)
Other	27	(51)	(c) (24)	(96)	(60)	(c) (156)
	-	-	-	-	-	-
Balance, end of period	\$ 18,389	\$ 1,242	\$ 19,631	\$ 18,389	\$ 1,242	\$ 19,631

(a) Primarily represents the adoption of ASU 2014-09 (See Note 1 – Basis of Presentation under the heading “Recently Adopted and Recently Issued Accounting Guidance and U.S. Tax Reform” for additional information).

Approximately \$145 million of the transition adjustment relates to the Company’s proportionate share of Sky’s transition adjustment.

(b) Net income attributable to noncontrolling interests excludes \$36 million and \$48 million for the three months ended December 31, 2018 and 2017, respectively, and \$60 million and \$77 million for the six months ended December 31, 2018 and 2017, respectively, relating to redeemable noncontrolling interests which are reflected in temporary equity.

(c) Other activity attributable to noncontrolling interests excludes \$(11) million and \$(35) million for the three months ended December 31, 2018 and 2017, respectively, and \$(248) million and \$(59) million for the six months ended December 31, 2018 and 2017, respectively, relating to redeemable noncontrolling interests (See Note 5 – Fair Value).

Comprehensive Income

Comprehensive income is reported in the Unaudited Consolidated Statements of Comprehensive Income and consists of Net income and Other comprehensive income (loss), including foreign currency translation adjustments, gains and losses on cash flow hedges, unrealized holding gains and losses on securities, benefit plan adjustments and the Company’s share of other comprehensive income (loss) of equity method investees, which affect stockholders’ equity, and under GAAP, are excluded from Net income.

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The following tables summarize the activity within Other comprehensive income (loss):

	For the three months ended			For the six months ended		
	December 31, 2018			December 31, 2018		
	Tax			Tax		
	(provision)			(provision)		
	Before benefit	Net of tax	Before benefit	Net of tax	Net of tax	
	(in millions)					
Foreign currency translation adjustments						
Unrealized gains (losses)	\$11	\$ (1)	\$ 10	\$(121)	\$ (1)	\$ (122)
Reclassifications realized in net income ^(a)	6	(2)	4	6	(2)	4
Other comprehensive income (loss) ^(b)	\$17	\$ (3)	\$ 14	\$(115)	\$ (3)	\$ (118)
Cash flow hedges						
Unrealized losses	\$(9)	\$ 2	\$ (7)	\$(9)	\$ 2	\$ (7)
Reclassifications realized in net income ^(c)	1	-	1	1	-	1
Other comprehensive loss	\$(8)	\$ 2	\$ (6)	\$(8)	\$ 2	\$ (6)
Benefit plan adjustments						
Unrealized gains	\$13	\$ (3)	\$ 10	\$13	\$ (3)	\$ 10
Reclassifications realized in net income ^(d)	7	(1)	6	15	(3)	12
Other comprehensive income	\$20	\$ (4)	\$ 16	\$28	\$ (6)	\$ 22
Equity method investments						
Unrealized losses and reclassifications	\$(5)	\$ -	\$ (5)	\$(47)	\$ 8	\$ (39)
Amount reclassified on sale of Sky ^(a)	627	(176)	451	627	(176)	451
Other comprehensive income	\$622	\$ (176)	\$ 446	\$580	\$ (168)	\$ 412

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	For the three months ended December 31, 2017			For the six months ended December 31, 2017		
	Tax			Tax		
	(provision)			(provision)		
	Before benefit	Net of tax	Before benefit	Net of tax	Net of tax	
	(in millions)					
Foreign currency translation adjustments						
Unrealized gains	\$38	\$ -	\$ 38	\$79	\$ -	\$ 79
Other comprehensive income ^(b)	\$38	\$ -	\$ 38	\$79	\$ -	\$ 79
Cash flow hedges						
Unrealized gains	\$1	\$ -	\$ 1	\$9	\$ (3)	\$ 6
Reclassifications realized in net income ^(c)	(3)	1	(2)	(11)	4	(7)
Other comprehensive loss	\$(2)	\$ 1	\$ (1)	\$(2)	\$ 1	\$ (1)
Gains on securities						
Unrealized gains	\$154	\$ (57)	\$ 97	\$283	\$ (104)	\$ 179
Other comprehensive income	\$154	\$ (57)	\$ 97	\$283	\$ (104)	\$ 179
Benefit plan adjustments						
Reclassifications realized in net income ^(d)	\$96	\$ (35)	\$ 61	\$106	\$ (39)	\$ 67
Other comprehensive income	\$96	\$ (35)	\$ 61	\$106	\$ (39)	\$ 67
Equity method investments						
Unrealized gains and reclassifications	\$50	\$ (14)	\$ 36	\$84	\$ (26)	\$ 58
Other comprehensive income	\$50	\$ (14)	\$ 36	\$84	\$ (26)	\$ 58

^(a) Reclassifications of amounts related to dispositions are included in Other, net in the Unaudited Consolidated Statements of Operations.

^(b) Foreign currency translation adjustments include \$(5) million and \$4 million for the three months ended December 31, 2018 and 2017, respectively, and \$(9) million and \$13 million for the six months ended December 31, 2018 and 2017, respectively, relating to noncontrolling interests.

^(c) Reclassifications of amounts related to hedging activity are included in Revenues, Operating expenses, Selling, general and administrative expenses, Interest expense, net or Other, net, as appropriate, in the Unaudited Consolidated Statements of Operations (See Note 5 – Fair Value for additional information regarding hedging activity).

^(d) Reclassifications of amounts related to benefit plan adjustments are included in Other, net in the Unaudited Consolidated Statements of Operations.

TWENTY-FIRST CENTURY FOX, INC.

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Accumulated other comprehensive loss

The following table summarizes the changes in the components of Accumulated other comprehensive loss, net of tax:

	For the six months ended December 31, 2018						Accumulated other comprehensive loss
	Foreign currency translation adjustments (in millions)	Cash flow hedges	Unrealized holding gains on securities	Benefit plan adjustments	Equity method investments		
Balance, beginning of period	\$(1,317)	\$ 4	\$ 132	\$ (307)	\$ (513)	\$ (2,001)	
Adoption of ASUs	-	1	(132) ^(a)	(66) ^(b)	-	(197)	
Other comprehensive (loss) income, net of tax	(109)	(6)	-	22	412	319	
Balance, end of period	\$(1,426)	\$ (1)	\$ -	\$ (351)	\$ (101)	\$ (1,879)	

^(a) Reflects the adoption of ASU 2018-02 (See Note 1 – Basis of Presentation under the heading “Recently Adopted and Recently Issued Accounting Guidance and U.S. Tax Reform” for additional information).

^(b) Reflects the adoption of ASU 2016-01 (See Note 1 – Basis of Presentation under the heading “Recently Adopted and Recently Issued Accounting Guidance and U.S. Tax Reform” for additional information).

Earnings Per Share Data

The following table sets forth the Company’s computation of Income from continuing operations attributable to Twenty-First Century Fox stockholders:

	For the three months ended		For the six months ended	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
Income from continuing operations	\$10,924	\$1,921	\$12,282	\$2,825
Less: Net income attributable to noncontrolling interests	(92)	(85)	(158)	(150)
Income from continuing operations attributable to Twenty-First Century Fox stockholders	\$10,832	\$1,836	\$12,124	\$2,675

Stock Repurchase Program

The Company’s Board of Directors (the “Board”) previously authorized a stock repurchase program, under which the Company is authorized to acquire Class A Common Stock. In August 2016 and 2015, the Board authorized the repurchase of an additional \$3 billion and \$5 billion, respectively, of Class A Common Stock, excluding commissions. As of December 31, 2018, the Company’s remaining buyback authorization was approximately \$3.1 billion representing \$3 billion under the fiscal 2017 authorization and approximately \$110 million under the fiscal 2016 authorization. Pursuant to the Amended and Restated Merger Agreement (See Note 2 – Acquisitions, Disposals and Other Transactions under the heading “Disney Transaction/Distribution of FOX”), the Company is prohibited from repurchasing any additional shares without Disney’s consent.

The Company did not repurchase any of its Class A Common Stock or Class B Common Stock during the six months ended December 31, 2018.

Dividends

The following table summarizes the dividends declared per share on both the Company’s Class A Common Stock and the Class B Common Stock:

	For the six months ended December 31, 2018 2017	
Cash dividend per share	\$0.18	\$0.18

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Subsequent to December 31, 2018, the Company declared a dividend of \$0.18 per share on both the Class A Common Stock and Class B Common Stock, which is payable on April 16, 2019. The record date for determining dividend entitlements is April 8, 2019 (the "Record Date"). The dividend is contingent on the Transaction not having occurred prior to the Record Date.

NOTE 8. EQUITY-BASED COMPENSATION

The following table summarizes the Company's equity-based compensation activity:

	For the three months ended			
	December 31, 2018		December 31, 2017	
	(in millions)			
Equity-based compensation	\$ 107	\$ 39	\$ 157	\$ 66
Intrinsic value of all settled equity-based awards	\$ 139	\$ -	\$ 368	\$ 74

The Company's stock based awards are granted in Class A Common Stock. As of December 31, 2018, the Company's total estimated compensation cost related to equity-based awards, not yet recognized, was approximately \$280 million, and is expected to be recognized over a weighted average period between one and two years. Compensation expense on all equity-based awards is generally recognized on a straight-line basis over the vesting period of the entire award.

Performance Stock Units

During the six months ended December 31, 2018, no performance stock units ("PSUs") were granted and approximately 6.5 million PSUs vested.

During the six months ended December 31, 2017, approximately 6.6 million PSUs were granted and approximately 2.6 million PSUs vested.

Restricted Stock Units

During the six months ended December 31, 2018, approximately 2.9 million restricted stock units ("RSUs") were granted and approximately 1.4 million RSUs vested.

NOTE 9. COMMITMENTS AND CONTINGENCIES

Commitments

The Company has commitments under certain firm contractual arrangements (“firm commitments”) to make future payments. These firm commitments secure the future rights to various assets and services to be used in the normal course of operations. The total firm commitments and future debt payments as of December 31, 2018 and June 30, 2018 were approximately \$85 billion and \$84 billion, respectively. The increase from June 30, 2018 was primarily due to the new multi-year, multi-platform rights agreement expanding the Company’s television, digital and Spanish-language rights and extending its arrangement with Major League Baseball (“MLB”) through the 2028 MLB season partially offset by sports programming rights payments.

Contingent Guarantees

The Company’s contingent guarantees as of December 31, 2018 have not changed significantly from disclosures included in the 2018 Form 10-K.

The commitments and contingent guarantees above do not include obligations and commitments related to the Transaction and Sky Acquisition (See Note 2 – Acquisitions, Disposals and Other Transactions under the heading “Disney Transaction/Distribution of FOX” and Note 4 – Investments under the heading “Sky”).

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Hulu

The Company has guaranteed \$113 million of Hulu's \$338 million five-year term loan due in August 2022 which is included in the contingent guarantees above. The fair value of this guarantee was calculated using Level 3 inputs and was included in the Consolidated Balance Sheets in Other liabilities.

In addition to the contingent guarantees mentioned above, the Company is party to capital funding agreements related to Hulu (See Note 4 – Investments under the heading "Hulu").

Contingencies

FOX News Channel

The Company and certain of its current and former employees have been subject to allegations of sexual harassment and discrimination and racial discrimination relating to alleged misconduct at the Company's FOX News business. The Company has resolved many of these claims and is contesting other claims in litigation. The Company has also received regulatory and investigative inquiries relating to these matters. To date, none of the amounts paid in settlements or reserved for pending or future claims, is individually or in the aggregate, material to the Company. The amount of liability, if any, that may result from these or related matters cannot be estimated at this time. However, the Company does not currently anticipate that the ultimate resolution of any such pending matters will have a material adverse effect on its consolidated financial condition, future results of operations or liquidity.

U.K. Newspaper Matters Indemnity

In connection with the News Corp Separation (as defined in Note 4 – Discontinued Operations in the 2018 Form 10-K under the heading "Separation of News Corp"), the Company and News Corporation ("News Corp") agreed in the News Corp Separation and Distribution Agreement that the Company will indemnify News Corp, on an after-tax basis, for payments made after the News Corp Separation arising out of civil claims and investigations relating to phone hacking, illegal data access and inappropriate payments to public officials that occurred at subsidiaries of News Corp, as well as legal and professional fees and expenses paid in connection with the related criminal matters, other than fees, expenses and costs relating to employees who are not (i) directors, officers or certain designated employees or (ii) with respect to civil matters, co-defendants with News Corp (the "Indemnity"). The liability related to the Indemnity, recorded in the Consolidated Balance Sheets, was approximately \$45 million and \$50 million as of December 31, 2018 and June 30, 2018, respectively.

Other

Equity purchase arrangements that are exercisable by the counterparty to the agreement, and that are outside the sole control of the Company, are accounted for in accordance with ASC 480-10-S99-3A and are classified as Redeemable noncontrolling interests in the Consolidated Balance Sheets. Other than the arrangements classified as Redeemable noncontrolling interests, the Company is also a party to several other purchase and sale arrangements which become exercisable at various points in time. However, these arrangements are currently either not exercisable in the next twelve months or are not material.

The Company establishes an accrued liability for legal claims when the Company determines that a loss is both probable and the amount of the loss can be reasonably estimated. Once established, accruals are adjusted from time to time, as appropriate, in light of additional information. The amount of any loss ultimately incurred in relation to

matters for which an accrual has been established may be higher or lower than the amounts accrued for such matters. Any fees, expenses, fines, penalties, judgments or settlements which might be incurred by the Company in connection with the various proceedings could affect the Company's results of operations and financial condition. For the contingencies disclosed above for which there is at least a reasonable possibility that a loss may be incurred, other than the accrual provided, the Company was unable to estimate the amount of loss or range of loss.

The Company's operations are subject to tax in various domestic and international jurisdictions and as a matter of course, the Company is regularly audited by federal, state and foreign tax authorities. The Company believes it has appropriately accrued for the expected outcome of all pending tax matters and does not currently anticipate that the ultimate resolution of pending tax matters will have a material adverse effect on its consolidated financial condition, future results of operations or liquidity.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10. SEGMENT INFORMATION

The Company is a diversified global media and entertainment company, which manages and reports its businesses in the following four segments:

• **Cable Network Programming**, which principally consists of the production and licensing of programming distributed primarily through cable television systems, direct broadcast satellite operators, telecommunication companies and online video distributors (collectively, multi-channel video programming distributors) (“MVPDs”) primarily in the U.S. and internationally.

• **Television**, which principally consists of the acquisition, marketing and distribution of network programming in the U.S. and the operation of 28 full power broadcast television stations, including 11 duopolies, in the U.S. (of these stations, 17 are affiliated with the FOX Network, nine are affiliated with MyNetworkTV, one is affiliated with both The CW Television Network and MyNetworkTV and one is an independent station).

• **Filmed Entertainment**, which principally consists of the production and acquisition of live-action and animated motion pictures for distribution and licensing in all formats in all entertainment media worldwide, and the production and licensing of television programming worldwide.

• **Other, Corporate and Eliminations**, which principally consists of corporate overhead costs and intercompany eliminations.

The Company’s operating segments have been determined in accordance with the Company’s internal management structure, which is organized based on operating activities. The Company evaluates performance based upon several factors, of which the primary financial measure is Segment OIBDA. Due to the integrated nature of these operating segments, estimates and judgments are made in allocating certain assets, revenues and expenses.

Segment OIBDA is defined as Revenues less Operating expenses and Selling, general and administrative expenses. Segment OIBDA does not include: Amortization of cable distribution investments, Depreciation and amortization, Impairment and restructuring charges, Equity (losses) earnings of affiliates, Interest expense, net, Interest income, Other, net, Income tax (expense) benefit, (Loss) income from discontinued operations, net of tax and Net income attributable to noncontrolling interests. Management believes that Segment OIBDA is an appropriate measure for evaluating the operating performance of the Company’s business segments because it is the primary measure used by the Company’s chief operating decision maker to evaluate the performance of and allocate resources to the Company’s businesses.

Management believes that information about Total Segment OIBDA assists all users of the Company’s Unaudited Consolidated Financial Statements by allowing them to evaluate changes in the operating results of the Company’s portfolio of businesses separate from non-operational factors that affect net income, thus providing insight into both operations and the other factors that affect reported results. Total Segment OIBDA provides management, investors and equity analysts a measure to analyze the operating performance of the Company’s business and its enterprise value against historical data and competitors’ data, although historical results, including Segment OIBDA and Total Segment OIBDA, may not be indicative of future results (as operating performance is highly contingent on many factors, including customer tastes and preferences).

Total Segment OIBDA may be considered a non-GAAP measure and should be considered in addition to, not as a substitute for, net income, cash flow and other measures of financial performance reported in accordance with GAAP. In addition, this measure does not reflect cash available to fund requirements and excludes items, such as depreciation and amortization and impairment charges, which are significant components in assessing the Company’s financial

performance.

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TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The following table reconciles Income from continuing operations before income tax (expense) benefit to Total Segment OIBDA for the three and six months ended December 31, 2018 and 2017:

	For the three months ended		For the six months ended	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
	(in millions)			
Income from continuing operations before income tax (expense) benefit	\$11,554	\$703	\$13,038	\$1,998
Add				
Amortization of cable distribution investments	10	25	20	43
Depreciation and amortization	159	142	317	284
Impairment and restructuring charges	-	3	16	24
Equity losses (earnings) of affiliates	109	33	74	(27)
Interest expense, net	294	312	594	625
Interest income	(86)	(9)	(94)	(19)
Other, net	(10,475)	229	(10,527)	301
Total Segment OIBDA	\$1,565	\$1,438	\$3,438	\$3,229

The following tables set forth the Company's Revenues and Segment OIBDA for the three and six months ended December 31, 2018 and 2017:

	For the three months ended		For the six months ended	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
	(in millions)			
Revenues				
Cable Network Programming	\$4,562	\$4,405	\$8,909	\$8,601
Television	2,148	1,806	3,424	2,871
Filmed Entertainment	2,159	2,246	3,975	4,209
Other, Corporate and Eliminations	(370)	(420)	(632)	(642)
Total revenues	\$8,499	\$8,037	\$15,676	\$15,039
Segment OIBDA				
Cable Network Programming	\$1,454	\$1,365	\$2,991	\$2,876
Television	(22)	56	146	178
Filmed Entertainment	193	131	470	387
Other, Corporate and Eliminations	(60)	(114)	(169)	(212)
Total Segment OIBDA	\$1,565	\$1,438	\$3,438	\$3,229

Intersegment revenues, generated by the Filmed Entertainment segment, of \$360 million and \$418 million for the three months ended December 31, 2018 and 2017, respectively, and of \$605 million and \$613 million for the six

months ended December 31, 2018 and 2017, respectively, have been eliminated within the Other, Corporate and Eliminations segment. The balance of intersegment revenues is primarily related to the Cable Network Programming segment. Segment OIBDA, generated by the Filmed Entertainment segment, of approximately \$(50) million and \$20 million for the three months ended December 31, 2018 and 2017, respectively, and of approximately \$(20) million and \$45 million for the six months ended December 31, 2018 and 2017, respectively, have been eliminated within the Other, Corporate and Eliminations segment.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

	For the three months ended December 31, 2018		For the three months ended December 31, 2017	
	2018	2017	2018	2017
	(in millions)			
Depreciation and amortization				
Cable Network Programming	\$98	\$86	\$195	\$171
Television	25	27	51	54
Filmed Entertainment	25	23	50	46
Other, Corporate and Eliminations	11	6	21	13
Total depreciation and amortization	\$159	\$142	\$317	\$284

Depreciation and amortization includes the amortization of definite lived intangible assets of \$65 million for the three months ended December 31, 2018 and 2017 and \$129 million and \$130 million for the six months ended December 31, 2018 and 2017, respectively.

	As of December 31, 2018	As of June 30, 2018
	(in millions)	
Assets		
Cable Network Programming	\$25,515	\$25,756
Television	7,612	6,779
Filmed Entertainment	11,866	10,646
Other, Corporate and Eliminations	20,060	6,538
Investments	833	4,112
Total assets	\$65,886	\$53,831

Revenues by Component

	For the six months ended December 31, 2018		For the six months ended December 31, 2017	
	2018	2017	2018	2017
	(in millions)			
Revenues				

Affiliate fee	\$3,482	\$3,252	\$6,977	\$6,488
Advertising	2,698	2,496	4,470	4,119
Content	2,118	2,140	3,889	4,159
Other	201	149	340	273
Total revenues	\$8,499	\$8,037	\$15,676	\$15,039

NOTE 11. REVENUES

Revenue is recognized when control of the promised goods or services is transferred to the Company's customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company considers the terms of each arrangement to determine the appropriate accounting treatment.

Cable Network Programming and Television

The Company generates affiliate fee revenue from affiliate agreements with MVPDs for cable network programming and for the broadcast of the Company's owned and operated television stations. In addition, the Company generates affiliate fee revenue from affiliate agreements with independently-owned television stations that are affiliated with the FOX Network and receive retransmission consent fees from MVPDs for their signals. Affiliate fee revenue is recognized at a point in time when the network programming, a functional license of intellectual property, is made available to the customer which is done on a continuous basis. For contracts with affiliate fees based on the number of the affiliate's subscribers, revenues are recognized based on the contractual rate multiplied by the estimated number of subscribers

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

each period. For contracts with fixed affiliate fees, revenues are recognized based on the relative standalone selling price of the network programming provided over the contract term, which generally reflects the invoiced amount. Affiliate contracts are generally multi-year contracts with payments due monthly.

The Company classifies the amortization of cable distribution investments (capitalized fees paid to MVPDs to facilitate carriage of a cable network) against affiliate fee revenue in accordance with ASC 606-10-32-25 through 27, "Revenue Recognition—Consideration Payable to a Customer." The Company defers the cable distribution investments and amortizes the amounts on a straight-line basis over the contract period.

The Company generates advertising revenue from sales of commercial time within the Company's network programming to be aired by television networks and cable channels, and from sales of broadcast advertising time on the Company's owned television stations and various digital properties. Advertising revenue from customers, primarily advertising agencies, is recognized as the commercials are aired. Certain of the Company's advertising contracts have guarantees of a certain number of targeted audience views, referred to as impressions. Revenues for any audience deficiencies are deferred until the guaranteed number of impressions is met, by providing additional advertisements. Advertising contracts, which are generally short-term, are billed monthly for the spots aired during the month, with payments due shortly after the invoice date.

Filmed Entertainment

The Company's Filmed Entertainment segment generates revenue from the licensing of motion pictures and television content produced or acquired for distribution by the Company. In general, motion pictures are exhibited in U.S. and foreign theaters, followed by home entertainment, including sales and rentals of DVDs and Blu-rays, licensing through digital distribution platforms, premium subscription television, network television and basic cable and syndicated television exploitation. Television series initially produced for the networks and first-run syndication are generally licensed to domestic and international markets, concurrently and subsequently made available via digital distribution platforms and released in seasonal DVDs and Blu-ray box sets.

Content revenues from the licensing of motion pictures and television series are recognized when the content is made available to the licensee for exhibition at the beginning of the license period. If an existing licensing agreement is renewed or extended, the Company recognizes revenue at the later of when the content is available or when the renewal or extension period commences. For contracts that include variable fees in the form of sales-based or usage-based royalties, revenue is recognized when the underlying sales or usage occurs. Payment terms and duration of content licensing contracts vary by contract, typically with payments due over the license term. Revenues from the theatrical distribution of motion pictures are recognized as the licensee exhibits or exploits them. Revenues from home entertainment sales, net of a reserve for estimated returns, are recognized on the date that DVD and Blu-ray units are made widely available for sale by retailers or when made available for viewing via digital distribution platforms and all Company-imposed restrictions on the sale or availability have expired. Revenues from digital distribution platforms are generally recognized when the underlying sales occur.

License agreements for the broadcast of motion pictures and television series in the broadcast network, syndicated television and cable television markets are routinely entered in advance of their availability date for broadcast. Cash received and amounts billed in connection with such contractual rights, for which revenue is not yet recognizable, are classified as deferred revenue. Because deferred revenue generally relates to contracts for the licensing of motion pictures and television series which have already been produced, the recognition of revenue for such completed product is principally dependent upon the commencement of the availability period for broadcast under the terms of the related licensing agreement.

The Company earns and recognizes revenues as a distributor on behalf of third parties. In such cases, determining whether revenue should be reported on a gross or net basis is based on management's assessment of whether the Company obtains control of the content before licensing it to the customer. To the extent the Company obtains control and thereby acts as the principal in a transaction, revenues are reported on a gross basis. Determining whether the Company acts as principal or agent in a transaction involves judgment and is based on an evaluation of whether the Company has the ability to direct the use of and obtain substantially all of the remaining benefits from the third-party content.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The following table sets forth the Company's Revenues by Segment by Component for the three and six months ended December 31, 2018 and 2017:

	For the three months ended		For the six months ended	
	December 31,	December 31,	December 31,	December 31,
	2018	2017	2018	2017
	(in millions)			
Cable Network Programming				
Affiliate fee	\$3,075	\$2,915	\$6,172	\$5,817
Advertising, content and other	1,487	1,490	2,737	2,784
Total Cable Network Programming revenues	4,562	4,405	8,909	8,601
Television				
Advertising	1,634	1,416	2,433	2,071
Affiliate fee, content and other	514	390	991	800
Total Television revenues	2,148	1,806	3,424	2,871
Filmed Entertainment				
Content	2,059	2,168	3,784	4,059
Advertising and other	100	78	191	150
Total Filmed Entertainment revenues	2,159	2,246	3,975	4,209
Other, Corporate and Eliminations	(370)	(420)	(632)	(642)
Total revenues	\$8,499	\$8,037	\$15,676	\$15,039

Future Performance Obligations

As of December 31, 2018, approximately \$7 billion of revenues are expected to be recognized primarily over the next three years. The Company's most significant remaining performance obligations relate to affiliate contracts and sports rights sublicensing contracts with fixed fees. The amount disclosed does not include (i) revenues related to performance obligations that are part of a contract that have an original expected duration of one year or less, (ii) revenues related to performance obligations for which the Company recognizes revenues in the amount it has a right to invoice, (iii) revenues that are in the form of sales-based or usage-based royalties promised in exchange for licenses of intellectual property and (iv) revenues that have variable consideration which is allocated entirely to an unsatisfied performance obligation or an unsatisfied promise to transfer a distinct good or service that forms part of a single performance obligation.

Receivables

Receivables, net as of December 31, 2018 and July 1, 2018 consist of:

As of As of

	December 31, 2018	July 1, 2018
	(in millions)	
Total receivables	\$9,118	\$8,553
Allowances for doubtful accounts	(176)	(169)
Total receivables, net	8,942	8,384
Less: current receivables, net	(8,083)	(7,625)
Non-current receivables, net	\$859	\$759

Deferred Revenue

Deferred revenue consists of cash payments received or due in advance of the Company's performance primarily under license agreements for the broadcast of motion pictures and television series as well as advertising agreements where revenues have been deferred due to audience deficiency.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The following table sets forth the Deferred revenue balances as of December 31, 2018 and July 1, 2018:

	As of	As of
	December 31, 2018	July 1, 2018
	(in millions)	
Current deferred revenue	\$855	\$791
Noncurrent deferred revenue	\$277	\$291

NOTE 12. ADDITIONAL FINANCIAL INFORMATION

Other, net

The following table sets forth the components of Other, net included in the Unaudited Consolidated Statements of Operations:

	For the three months ended		For the six months ended	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
	(in millions)			
Gain on sale of investment in Sky and other transaction costs ^(a)	\$10,870	\$(85)	\$10,824	\$(139)
Disney transaction costs ^(b)	(119)	(32)	(187)	(32)
Unrealized losses on investments ^(c)	(255)	-	(72)	-
Settlement loss on pension liabilities ^(d)	-	(86)	-	(86)
Other	(21)	(26)	(38)	(44)
Total other, net	\$10,475	\$(229)	\$10,527	\$(301)

^(a) Primarily represents the gain on the sale of investment in Sky for the three and six months ended December 31, 2018 and the change in fair value of a foreign currency option contract to limit the foreign currency exchange rate risk in connection with the Sky Acquisition for the three and six months ended December 31, 2017 (See Note 4 – Investments under the heading “Sky” for further discussion).

^(b) See Note 2 – Acquisitions, Disposals and Other Transactions.

^(c) Represents the unrealized losses on investments (See Note 1 – Basis of Presentation under the heading “Recently Adopted and Recently Issued Accounting Guidance and U.S. Tax Reform”).

^(d) During the three and six months ended December 31, 2017, the Company settled a portion of its pension obligations by irrevocably transferring pension liabilities to an insurance company through the purchase of a group

annuity contract and through lump sum distributions. These payments, funded with pension plan assets, resulted in pre-tax settlement losses related to the recognition of accumulated deferred actuarial losses.

Supplemental Cash Flows Information

	For the six months ended December 31, 2018 2017 (in millions)	
Supplemental cash flows information		
Cash paid for income taxes	\$ (390)	\$ (663)
Cash paid for interest	\$ (623)	\$ (596)

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13. SUPPLEMENTAL GUARANTOR INFORMATION

The Parent Guarantor presently guarantees the senior public indebtedness of 21CFA and the guarantee is full and unconditional. The supplemental condensed consolidating financial information of the Parent Guarantor should be read in conjunction with these Unaudited Consolidated Financial Statements.

In accordance with rules and regulations of the SEC, the Company uses the equity method to account for the results of all of the non-guarantor subsidiaries, representing substantially all of the Company's consolidated results of operations, excluding certain intercompany eliminations.

The following condensed consolidating financial statements present the results of operations, financial position and cash flows of 21CFA, the Company and the subsidiaries of the Company and the eliminations and reclassifications necessary to arrive at the information for the Company on a consolidated basis.

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Supplemental Condensed Consolidating Statement of Operations

For the three months ended December 31, 2018

(in millions)

	21st Century Fox America, Inc.		Twenty-First Century Fox Non-Guarantor		Reclassification and Eliminations	Twenty-First Century Fox and Subsidiaries
Revenues	\$ -	\$ -	\$ 8,499	\$ -	\$ -	\$ 8,499
Expenses	(103)	-	(7,000)	-	(7,103)	(7,103)
Equity losses of affiliates	-	-	(109)	-	(109)	(109)
Interest expense, net	(483)	(209)	(22)	420	(294)	(294)
Interest income	82	2	422	(420)	86	86
Earnings from subsidiary entities	12,108	11,294	-	(23,402)	-	-
Other, net	(150)	(255)	10,880	-	10,475	10,475
Income from continuing operations before income tax expense	11,454	10,832	12,670	(23,402)	11,554	11,554
Income tax expense	(628)	-	(678)	676	(630)	(630)
Income from continuing operations	10,826	10,832	11,992	(22,726)	10,924	10,924
Loss from discontinued operations, net of tax	-	(17)	-	-	(17)	(17)
Net income	10,826	10,815	11,992	(22,726)	10,907	10,907
Less: Net income attributable to noncontrolling interests	-	-	(92)	-	(92)	(92)
Net income attributable to Twenty-First Century Fox stockholders	\$ 10,826	\$ 10,815	\$ 11,900	\$ (22,726)	\$ 10,815	\$ 10,815
Comprehensive income attributable to Twenty-First Century Fox stockholders	\$ 11,209	\$ 11,290	\$ 12,318	\$ (23,527)	\$ 11,290	\$ 11,290

See notes to supplemental guarantor information

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Supplemental Condensed Consolidating Statement of Operations

For the three months ended December 31, 2017

(in millions)

	21st Century Fox America, Inc.		Twenty-First Century Fox Non-Guaranto		Reclassification and Eliminations	Twenty-First Century Fox and Subsidiaries
Revenues	\$ -	\$ -	\$ 8,037	\$ -	\$ -	\$ 8,037
Expenses	(100)	-	(6,669)	-	-	(6,769)
Equity losses of affiliates	-	-	(33)	-	-	(33)
Interest expense, net	(436)	(205)	(20)	349	-	(312)
Interest income	-	5	353	(349)	-	9
Earnings from subsidiary entities	3,193	2,036	-	(5,229)	-	-
Other, net	(206)	-	(23)	-	-	(229)
Income from continuing operations before income tax benefit	2,451	1,836	1,645	(5,229)	-	703
Income tax benefit	1,783	-	2,123	(2,688)	-	1,218
Income from continuing operations	4,234	1,836	3,768	(7,917)	-	1,921
Loss from discontinued operations, net of tax	-	(5)	-	-	-	(5)
Net income	4,234	1,831	3,768	(7,917)	-	1,916
Less: Net income attributable to noncontrolling interests	-	-	(85)	-	-	(85)
Net income attributable to Twenty-First Century Fox stockholders	\$ 4,234	\$ 1,831	\$ 3,683	\$ (7,917)	-	\$ 1,831
Comprehensive income attributable to Twenty-First Century Fox stockholders	\$ 4,278	\$ 2,058	\$ 3,743	\$ (8,021)	-	\$ 2,058

See notes to supplemental guarantor information

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Supplemental Condensed Consolidating Statement of Operations

For the six months ended December 31, 2018

(in millions)

	21st Century Fox America, Inc.		Twenty-First Century Fox Non-Guarantor		Reclassifications and Eliminations	Century Fox and Subsidiaries
Revenues	\$ -	\$ -	\$ 15,676	\$ -	\$ -	\$ 15,676
Expenses	(194)	-	(12,397)	-	(12,591)	(12,591)
Equity losses of affiliates	-	-	(74)	-	(74)	(74)
Interest expense, net	(930)	(411)	(45)	792	(594)	(594)
Interest income	82	5	799	(792)	94	94
Earnings from subsidiary entities	14,097	12,602	-	(26,699)	-	-
Other, net	(232)	(72)	10,831	-	10,527	10,527
Income from continuing operations before income tax expense	12,823	12,124	14,790	(26,699)	13,038	13,038
Income tax expense	(744)	-	(858)	846	(756)	(756)
Income from continuing operations	12,079	12,124	13,932	(25,853)	12,282	12,282
Loss from discontinued operations, net of tax	-	(24)	-	-	(24)	(24)
Net income	12,079	12,100	13,932	(25,853)	12,258	12,258
Less: Net income attributable to noncontrolling interests	-	-	(158)	-	(158)	(158)
Net income attributable to Twenty-First Century Fox stockholders	\$ 12,079	\$ 12,100	\$ 13,774	\$ (25,853)	\$ 12,100	\$ 12,100
Comprehensive income attributable to Twenty-First Century Fox stockholders	\$ 12,251	\$ 12,419	\$ 14,008	\$ (26,259)	\$ 12,419	\$ 12,419

See notes to supplemental guarantor information

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Supplemental Condensed Consolidating Statement of Operations

For the six months ended December 31, 2017

(in millions)

	21st Century Fox America, Inc.		Twenty-First Century Fox	Reclassifications and Eliminations	Twenty-First Century Fox and Subsidiaries
Revenues	\$ -	\$ -	\$ 15,039	\$ -	\$ 15,039
Expenses	(176)	-	(11,985)	-	(12,161)
Equity earnings of affiliates	-	-	27	-	27
Interest expense, net	(866)	(410)	(42)	693	(625)
Interest income	-	10	702	(693)	19
Earnings from subsidiary entities	4,784	3,075	-	(7,859)	-
Other, net	(219)	-	(82)	-	(301)
					-
Income from continuing operations before income tax benefit	3,523	2,675	3,659	(7,859)	1,998
Income tax benefit	1,459	-	1,515	(2,147)	827
					-
Income from continuing operations	4,982	2,675	5,174	(10,006)	2,825
Income from discontinued operations, net of tax	-	11	-	-	11
					-
Net income	4,982	2,686	5,174	(10,006)	2,836
Less: Net income attributable to noncontrolling interests	-	-	(150)	-	(150)
					-
Net income attributable to Twenty-First Century Fox stockholders	\$ 4,982	\$ 2,686	\$ 5,024	\$ (10,006)	\$ 2,686
					\$ -
Comprehensive income attributable to Twenty-First Century Fox stockholders	\$ 5,000	\$ 3,055	\$ 5,161	\$ (10,161)	\$ 3,055

See notes to supplemental guarantor information

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Supplemental Condensed Consolidating Balance Sheet

As of December 31, 2018

(in millions)

	21st Century Fox America, Inc.	Twenty-First Century Fox	Non-Guarantor	Reclassifications and Eliminations	Twenty-First Century Fox and Subsidiaries
ASSETS					
Current assets					
Cash and cash equivalents	\$ 18,411	\$ 1,575	\$ 1,295	\$ -	\$ 21,281
Receivables, net	11	2	8,073	(3)	8,083
Inventories, net	-	-	3,934	-	3,934
Other	48	-	671	-	719
			-		
Total current assets	18,470	1,577	13,973	(3)	34,017
Non-current assets					
Receivables, net	13	-	846	-	859
Inventories, net	-	-	8,133	-	8,133
Property, plant and equipment, net	345	-	1,626	-	1,971
Intangible assets, net	-	-	5,970	-	5,970
Goodwill	-	-	12,758	-	12,758
Other non-current assets	262	-	1,083	-	1,345
Investments					
Investments in associated companies and other investments	263	186	384	-	833
Intragroup investments	127,850	78,002	-	(205,852)	-
				-	
Total investments	128,113	78,188	384	(205,852)	833
Total assets	\$ 147,203	\$ 79,765	\$ 44,773	\$ (205,855)	\$ 65,886
LIABILITIES AND EQUITY					
Current liabilities					
Borrowings	\$ 700	\$ -	\$ 187	\$ -	\$ 887
Other current liabilities	408	41	6,602	(3)	7,048
Total current liabilities	1,108	41	6,789	(3)	7,935

Non-current liabilities					
Borrowings	17,286	-	1,035	-	18,321
Other non-current liabilities	482	-	5,337	-	5,819
Intercompany	63,100	47,719	(110,819)	-	-
Redeemable noncontrolling interests	-	-	576	-	576
Total equity	65,227	32,005	141,855	(205,852)	33,235
Total liabilities and equity	\$ 147,203	\$ 79,765	\$ 44,773	\$ (205,855)	\$ 65,886

See notes to supplemental guarantor information

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Supplemental Condensed Consolidating Balance Sheet

As of June 30, 2018

(in millions)

	21st Century Fox America, Inc.		Twenty-First Century Fox	Non-Guarantor Eliminations	Reclassifications and	Century Fox and Subsidiaries
ASSETS						
Current assets						
Cash and cash equivalents	\$ 2,882	\$ 3,323	\$ 1,417	\$ -		\$ 7,622
Receivables, net	11	-	7,110	(1)	7,120
Inventories, net	-	-	3,669	-		3,669
Other	45	-	877	-		922
Total current assets	2,938	3,323	13,073	(1)	19,333
Non-current assets						
Receivables, net	13	-	711	-		724
Inventories, net	-	-	7,518	-		7,518
Property, plant and equipment, net	343	-	1,613	-		1,956
Intangible assets, net	-	-	6,101	-		6,101
Goodwill	-	-	12,768	-		12,768
Other non-current assets	271	-	1,048	-		1,319
Investments						
Investments in associated companies and other investments	178	257	3,677	-		4,112
Intragroup investments	113,781	65,022	-	(178,803)	-
Total investments	113,959	65,279	3,677	(178,803)	4,112
Total assets	\$ 117,524	\$ 68,602	\$ 46,509	\$ (178,804)	\$ 53,831
LIABILITIES AND EQUITY						
Current liabilities						
Borrowings	\$ 950	\$ -	\$ 104	\$ -		\$ 1,054
Other current liabilities	528	31	6,632	(1)	7,190
Total current liabilities	1,478	31	6,736	(1)	8,244

Non-current liabilities					
Borrowings	17,280	-	1,189	-	18,469
Other non-current liabilities	502	89	4,965	-	5,556
Intercompany	45,817	48,918	(94,735)	-	-
Redeemable noncontrolling interests	-	-	764	-	764
Total equity	52,447	19,564	127,590	(178,803)	20,798
Total liabilities and equity	\$ 117,524	\$ 68,602	\$ 46,509	\$ (178,804)	\$ 53,831

See notes to supplemental guarantor information

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Supplemental Condensed Consolidating Statement of Cash Flows

For the six months ended December 31, 2018

(in millions)

	21st Century Fox America, Inc.		Twenty-First Century Fox	Non-Guarantor Eliminations	Reclassification and	Century Fox and Subsidiaries
OPERATING ACTIVITIES						
Net cash provided by (used in) operating activities from continuing operations	\$ 16,139	\$ (1,414)	\$ (14,168)	\$ -	\$ 557	
INVESTING ACTIVITIES						
Property, plant and equipment	(25)	-	(194)	-	(219)	
Proceeds from dispositions, net	(130)	-	15,150	-	15,020	
Other investing activities, net	(129)	-	(343)	-	(472)	
Net cash (used in) provided by investing activities from continuing operations	(284)	-	14,613	-	14,329	
FINANCING ACTIVITIES						
Borrowings	-	-	90	-	90	
Repayment of borrowings	(250)	-	(162)	-	(412)	
Dividends paid and distributions	-	(334)	(183)	-	(517)	
Employee taxes paid for share-based payment arrangements	(44)	-	(118)	-	(162)	
Other financing activities, net	-	-	(89)	-	(89)	
Net cash used in financing activities from continuing operations	(294)	(334)	(462)	-	(1,090)	
Discontinued operations						
Net decrease in cash and cash equivalents from discontinued operations	(32)	-	-	-	(32)	
Net increase (decrease) in cash and cash equivalents	15,529	(1,748)	(17)	-	13,764	
Cash and cash equivalents, beginning of year	2,882	3,323	1,417	-	7,622	
Exchange movement on cash balances	-	-	(105)	-	(105)	

Cash and cash equivalents, end of period	\$ 18,411	\$ 1,575	\$ 1,295	\$ -	\$ 21,281
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See notes to supplemental guarantor information

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Supplemental Condensed Consolidating Statement of Cash Flows

For the six months ended December 31, 2017

(in millions)

	21st Century Fox America, Inc.	Twenty-First Century Fox	Non-Guaranto	Reclassification and Eliminations	Twenty-First Century Fox and Subsidiaries
OPERATING ACTIVITIES					
Net cash provided by (used in) operating activities from continuing operations	\$ 177	\$ (455)	\$ 782	\$ -	\$ 504
INVESTING ACTIVITIES					
Property, plant and equipment	(90)	-	(148)	-	(238)
Proceeds from dispositions, net	-	-	362	-	362
Other investing activities, net	(59)	-	(234)	-	(293)
Net cash used in investing activities from continuing operations	(149)	-	(20)	-	(169)
FINANCING ACTIVITIES					
Borrowings	-	-	1,282	-	1,282
Repayment of borrowings	-	-	(1,411)	-	(1,411)
Dividends paid and distributions	-	(333)	(179)	-	(512)
Employee taxes paid for share-based payment arrangements	(11)	-	(21)	-	(32)
Other financing activities, net	(18)	-	-	-	(18)
Net cash used in financing activities from continuing operations	(29)	(333)	(329)	-	(691)
Discontinued operations					
Net decrease in cash and cash equivalents from discontinued operations	(26)	-	-	-	(26)
Net (decrease) increase in cash and cash equivalents	(27)	(788)	433	-	(382)
Cash and cash equivalents, beginning of year	40	4,882	1,241	-	6,163
Exchange movement on cash balances	-	-	28	-	28

Cash and cash equivalents, end of period	\$ 13	\$ 4,094	\$ 1,702	\$ -	\$ 5,809
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See notes to supplemental guarantor information

TWENTY-FIRST CENTURY FOX, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Notes to Supplemental Guarantor Information

- (1) Investments in the Company's subsidiaries, for purposes of the supplemental consolidating presentation, are accounted for by their parent companies under the equity method of accounting whereby earnings of subsidiaries are reflected in the respective parent company's investment account and earnings.
- (2) The guarantees of 21CFA's senior public indebtedness constitute senior indebtedness of the Company, and rank pari passu with all present and future senior indebtedness of the Company. Because the factual basis underlying the obligations created pursuant to the various facilities and other obligations constituting senior indebtedness of the Company differ, it is not possible to predict how a court in bankruptcy would accord priorities among the obligations of the Company.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This document contains statements that constitute “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 27A of the Securities Act of 1933, as amended. The words “expect,” “estimate,” “anticipate,” “predict,” “believe” and similar expressions and variations thereof are intended to identify forward-looking statements. These statements appear in a number of places in this document and include statements regarding the intent, belief or current expectations of Twenty-First Century Fox, Inc., its directors or its officers with respect to, among other things, the Transaction and trends affecting Twenty-First Century Fox, Inc.’s financial condition or results of operations. The readers of this document are cautioned that any forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements, including, but not limited to, a failure to consummate the Transaction in a timely manner or at all. More information regarding these risks, uncertainties and other factors is set forth under the heading Part II “Other Information,” Item 1A “Risk Factors” in this report. Twenty-First Century Fox, Inc. does not ordinarily make projections of its future operating results and undertakes no obligation (and expressly disclaims any obligation) to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Readers should carefully review this document and the other documents filed by Twenty-First Century Fox, Inc. with the Securities and Exchange Commission (the “SEC”). This section should be read together with the Unaudited Consolidated Financial Statements of Twenty-First Century Fox, Inc. and related notes set forth elsewhere herein and Twenty-First Century Fox, Inc.’s Annual Report on Form 10-K for the fiscal year ended June 30, (“fiscal”) 2018 as filed with the SEC on August 13, 2018 (the “2018 Form 10-K”).

INTRODUCTION

Management’s discussion and analysis of financial condition and results of operations is intended to help provide an understanding of Twenty-First Century Fox, Inc. and its subsidiaries’ (together, “Twenty-First Century Fox” or the “Company”) financial condition, changes in financial condition and results of operations. This discussion is organized as follows:

Results of Operations - This section provides an analysis of the Company’s results of operations for the three and six months ended December 31, 2018 and 2017. This analysis is presented on both a consolidated and a segment basis. In addition, a brief description is provided of significant transactions and events that impact the comparability of the results being analyzed.

Liquidity and Capital Resources - This section provides an analysis of the Company’s cash flows for the six months ended December 31, 2018 and 2017, as well as a discussion of the Company’s outstanding debt and commitments, both firm and contingent, that existed as of December 31, 2018. Included in the discussion of outstanding debt is a discussion of the amount of financial capacity available to fund the Company’s future commitments and obligations, as well as a discussion of other financing arrangements.

Recent Developments

In June 2018, the Company entered into an Amended and Restated Merger Agreement and Plan of Merger (the “Amended and Restated Merger Agreement”) with The Walt Disney Company (“Disney”), which amends and restates in its entirety the Agreement and Plan of Merger that the Company entered into with Disney in December 2017. Prior to the mergers contemplated by the Amended and Restated Merger Agreement, the Company will transfer a portfolio of the Company’s news, sports and broadcast businesses and certain other assets and liabilities into a newly formed subsidiary Fox Corporation (“FOX”) and the holders of the outstanding shares of the Company’s Class A Common Stock and Class B Common Stock (other than holders that are subsidiaries of the Company) will receive, on a pro rata basis,

all of the issued and outstanding common stock of FOX (See Note 2 – Acquisitions, Disposals and Other Transactions to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “Disney Transaction/Distribution of FOX”, for further details).

In October 2018, the Company sold its 39% interest in Sky, plc (“Sky”) (See Note 4 – Investments to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “Sky”, for further details).

RESULTS OF OPERATIONS

Results of Operations—For the three and six months ended December 31, 2018 versus the three and six months ended December 31, 2017

The following table sets forth the Company's operating results for the three and six months ended December 31, 2018, as compared to the three and six months ended December 31, 2017:

	For the three months ended December 31,				For the six months ended December 31,			
	2018	2017	Change	% Change	2018	2017	Change	% Change
	(in millions, except %)							
Revenues								
Affiliate fee	\$3,482	\$3,252	\$230	7 %	\$6,977	\$6,488	\$489	8 %
Advertising	2,698	2,496	202	8 %	4,470	4,119	351	9 %
Content	2,118	2,140	(22)	(1)%	3,889	4,159	(270)	(6)%
Other	201	149	52	35 %	340	273	67	25 %
Total revenues	8,499	8,037	462	6 %	15,676	15,039	637	4 %
Operating expenses	(6,005)	(5,760)	(245)	4 %	(10,429)	(10,141)	(288)	3 %
Selling, general and administrative	(939)	(864)	(75)	9 %	(1,829)	(1,712)	(117)	7 %
Depreciation and amortization	(159)	(142)	(17)	12 %	(317)	(284)	(33)	12 %
Impairment and restructuring charges	-	(3)	3	(100)%	(16)	(24)	8	(33)%
Equity (losses) earnings of affiliates	(109)	(33)	(76)	**	(74)	27	(101)	**
Interest expense, net	(294)	(312)	18	(6)%	(594)	(625)	31	(5)%
Interest income	86	9	77	**	94	19	75	**
Other, net	10,475	(229)	10,704	**	10,527	(301)	10,828	**
Income from continuing operations before income tax (expense) benefit	11,554	703	10,851	**	13,038	1,998	11,040	**
Income tax (expense) benefit	(630)	1,218	(1,848)	**	(756)	827	(1,583)	**
Income from continuing operations	10,924	1,921	9,003	**	12,282	2,825	9,457	**
(Loss) income from discontinued operations, net of tax	(17)	(5)	(12)	**	(24)	11	(35)	**
Net income	10,907	1,916	8,991	**	12,258	2,836	9,422	**
Less: Net income attributable to noncontrolling interests	(92)	(85)	(7)	8 %	(158)	(150)	(8)	5 %
	\$10,815	\$1,831	\$8,984	**	\$12,100	\$2,686	\$9,414	**

Net income attributable to
Twenty-First Century Fox
stockholders

**not meaningful

Overview – The Company’s revenues increased 6% and 4% for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to higher affiliate fee and advertising revenues partially offset by lower content revenue. The increase in affiliate fee revenue was primarily due to contractual rate increases at the domestic channels. The increase in advertising revenue was primarily due to the broadcast of National Football League (“NFL”) Thursday Night Football (“TNF”) on the FOX Broadcasting Company (the “FOX Network”) and higher political advertising revenue due to the U.S. midterm elections at the FOX television stations. The decrease in content revenue was primarily due to lower network and syndication revenue from television productions and lower worldwide home entertainment revenue from motion picture productions partially offset by higher subscription video-on-demand (“SVOD”) revenue. Also contributing to the decrease in content revenue for the six months ended December 31, 2018 was lower worldwide theatrical revenue. The 6% and 4% revenue increases are net of decreases of approximately \$195 million and \$305 million due to the strengthening of the U.S. dollar against local currencies for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018.

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Operating expenses increased 4% and 3% for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to higher sports programming rights amortization and production costs at the Television and Cable Network Programming segments partially offset by lower production amortization and participation costs from television and motion picture productions and lower theatrical marketing costs at the Filmed Entertainment segment.

Selling, general and administrative expenses increased 9% and 7% for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to higher compensation expenses, including approximately \$15 million of additional compensation expenses related to the Disney Transaction/Distribution of FOX (See Note 2 – Acquisitions, Disposals and Other Transactions to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “Disney Transaction/Distribution of FOX”).

Equity (losses) earnings of affiliates – Equity (losses) earnings of affiliates decreased \$76 million and \$101 million for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018. The decrease was primarily due to the absence of Sky’s results for the three months ended December 31, 2018 as a result of the sale of Sky in October 2018 (See Note 4 – Investments to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “Sky”) and higher losses at Hulu, LLC (“Hulu”) resulting from higher programming costs partially offset by higher subscription and advertising revenues.

	For the three months ended December 31,				For the six months ended December 31,			
	2018	2017	Change	% Change	2018	2017	Change	% Change
	(in millions, except %)							
Sky	\$-	\$120	\$ (120)	(100)%	\$147	\$230	\$ (83)	(36)%
Hulu	(115)	(108)	(7)	(6)%	(229)	(170)	(59)	(35)%
Other equity affiliates	6	(45)	51	**	8	(33)	41	**
					0			
Equity (losses) earnings of affiliates	\$(109)	\$(33)	\$(76)	**	\$(74)	\$27	\$(101)	**

**not meaningful

Interest income – Interest income increased \$77 million and \$75 million for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to higher cash and cash equivalents in the current year as compared to the prior year periods as a result of the cash proceeds from the sale of Sky in October 2018 (See Note 4 – Investments to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “Sky”).

Other, net – See Note 12 – Additional Financial Information to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “Other, net”.

Income tax (expense) benefit – The Company’s effective income tax rate for the three and six months ended December 31, 2018 was 5% and 6%, respectively, which was lower than the statutory rate of 21% primarily due to a non-cash benefit of 16% from a deferred tax asset that was determined to be realizable as a result of the decision reached to sell

Sky in the first quarter of fiscal 2019 (See Note 1 – Basis of Presentation to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “Adopted”).

The Company’s effective income tax rate for the three and six months ended December 31, 2017 included a provisional \$1.3 billion tax benefit as a result of the Tax Cuts and Jobs Act (the “Tax Act”) (as described in Note 1 – Basis of Presentation to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “U.S. Tax Reform”).

Net income – Net income increased for the three and six months ended December 31, 2018, as compared to the corresponding periods of fiscal 2018, primarily due to the gain on the sale of the Company’s interest in Sky in October 2018 (See Note 4 – Investments to the accompanying Unaudited Consolidated Financial Statements of Twenty-First Century Fox under the heading “Sky”) partially offset by the absence of an income tax benefit resulting from the Tax Act in the prior year.

Segment Analysis

The Company's operating segments have been determined in accordance with the Company's internal management structure, which is organized based on operating activities. The Company evaluates performance based upon several factors, of which the primary financial measure is Segment OIBDA. Due to the integrated nature of these operating segments, estimates and judgments are made in allocating certain assets, revenues and expenses.

Segment OIBDA is defined as Revenues less Operating expenses and Selling, general and administrative expenses. Segment OIBDA does not include: Amortization of cable distribution investments, Depreciation and amortization, Impairment and restructuring charges, Equity (losses) earnings of affiliates, Interest expense, net, Interest income, Other, net, Income tax (expense) benefit, (Loss) income from discontinued operations, net of tax and Net income attributable to noncontrolling interests. Management believes that Segment OIBDA is an appropriate measure for evaluating the operating performance of the Company's business segments because it is the primary measure used by the Company's chief operating decision maker to evaluate the performance of and allocate resources to the Company's businesses.

Management believes that information about Total Segment OIBDA assists all users of the Company's Unaudited Consolidated Financial Statements by allowing them to evaluate changes in the operating results of the Company's portfolio of businesses separate from non-operational factors that affect net income, thus providing insight into both operations and the other factors that affect reported results. Total Segment OIBDA provides management, investors and equity analysts a measure to analyze the operating performance of the Company's business and its enterprise value against historical data and competitors' data, although historical results, including Segment OIBDA and Total Segment OIBDA, may not be indicative of future results (as operating performance is highly contingent on many factors, including customer tastes and preferences).

Total Segment OIBDA may be considered a non-GAAP measure and should be considered in addition to, not as a substitute for, net income, cash flow and other measures of financial performance reported in accordance with U.S. generally accepted accounting principles ("GAAP"). In addition, this measure does not reflect cash available to fund requirements and excludes items, such as depreciation and amortization and impairment charges, which are significant components in assessing the Company's financial performance.

The following table reconciles Income from continuing operations before income tax (expense) benefit to Total Segment OIBDA for the three and six months ended December 31, 2018, as compared to the three and six months ended December 31, 2017:

	For the three months ended December 31,				For the six months ended December 31,			
	2018	2017	Change	% Change	2018	2017	Change	% Change
	(in millions, except %)							
Income from continuing operations before income tax (expense) benefit	\$ 11,554	\$ 703	\$ 10,851	**	\$ 13,038	\$ 1,998	\$ 11,040	**
Add								
Amortization of cable distribution investments	10	25	(15)	(60)%	20	43	(23)	(53)%
Depreciation and amortization	159	142	17	12 %	317	284	33	12 %
	-	3	(3)	(100)%	16	24	(8)	(33)%

Impairment and restructuring charges									
Equity losses (earnings) of affiliates	109	33	76	**	74	(27)	101	**	
Interest expense, net	294	312	(18)	(6)%	594	625	(31)	(5)%	
Interest income	(86)	(9)	(77)	**	(94)	(19)	(75)	**	
Other, net	(10,475)	229	(10,704)	**	(10,527)	301	(10,828)	**	
Total Segment OIBDA	\$1,565	\$1,438	\$127	9 %	\$3,438	\$3,229	\$209	6 %	

**not meaningful

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The following table sets forth the computation of Total Segment OIBDA for the three and six months ended December 31, 2018, as compared to the three and six months ended December 31, 2017:

	For the three months ended December 31,				For the six months ended December 31,			
	2018	2017	Change	% Change	2018	2017	Change	% Change
	(in millions, except %)							
Revenues	\$8,499	\$8,037	\$ 462	6 %	\$15,676	\$15,039	\$ 637	4 %
Operating expenses	(6,005)	(5,760)	(245)	4 %	(10,429)	(10,141)	(288)	3 %
Selling, general and administrative	(939)	(864)	(75)	9 %	(1,829)	(1,712)	(117)	7 %
Amortization of cable distribution investments	10	25	(15)	(60)%	20	43	(23)	(53)%
Total Segment OIBDA	\$1,565	\$1,438	\$ 127	9 %	\$3,438	\$3,229	\$ 209	6 %

The following tables set forth the Company's Revenues and Segment OIBDA for the three and six months ended December 31, 2018, as compared to the three and six months ended December 31, 2017:

	For the three months ended December 31,				For the six months ended December 31,			
	2018	2017	Change	% Change	2018	2017	Change	% Change
	(in millions, except %)							
Revenues								
Cable Network Programming	\$4,562	\$4,405	\$ 157	4 %	\$8,909	\$8,601	\$ 308	4 %
Television	2,148	1,806	342	19 %	3,424	2,871	553	19 %
Filmed Entertainment	2,159	2,246	(87)	(4)%	3,975	4,209	(234)	(6)%
Other, Corporate and Eliminations	(370)	(420)	50	12 %	(632)	(642)	10	2 %
Total revenues	\$8,499	\$8,037	\$ 462	6 %	\$15,676	\$15,039	\$ 637	4 %

	For the three months ended December 31,				For the six months ended December 31,			
	2018	2017	Change	% Change	2018	2017	Change	% Change
	(in millions, except %)							
Segment OIBDA								
Cable Network Programming	\$1,454	\$1,365	\$ 89	7 %	\$2,991	\$2,876	\$ 115	4 %
Television	(22)	56	(78)	**	146	178	(32)	(18)%
Filmed Entertainment	193	131	62	47 %	470	387	83	21 %
Other, Corporate and Eliminations	(60)	(114)	54	47 %	(169)	(212)	43	20 %

Total Segment OIBDA	\$1,565	\$1,438	\$ 127	9	%	\$3,438	\$3,229	\$ 209	6	%
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**not meaningful

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Cable Network Programming (57% of the Company's consolidated revenues in the first six months of fiscal 2019 and 2018)

	For the three months ended December 31,				For the six months ended December 31,			
	2018	2017	Change	% Change	2018	2017	Change	% Change
	(in millions, except %)							
Revenues								
Affiliate fee	\$3,075	\$2,915	\$ 160	5 %	\$6,172	\$5,817	\$ 355	6 %
Advertising, content and other	1,487	1,490	(3)	- %	2,737	2,784	(47)	(2)%
Total revenues	4,562	4,405	157	4 %	8,909	8,601	308	4 %
Operating expenses	(2,663)	(2,648)	(15)	1 %	(5,047)	(4,931)	(116)	2 %
Selling, general and administrative	(455)	(417)	(38)	9 %	(891)	(837)	(54)	6 %
Amortization of cable distribution investments	10	25	(15)	(60)%	20	43	(23)	(53)%
Segment OIBDA	\$1,454	\$1,365	\$ 89	7 %	\$2,991	\$2,876	\$ 115	4 %

For the three and six months ended December 31, 2018, revenues at the Cable Network Programming segment increased, as compared to the corresponding periods of fiscal 2018, primarily due to higher affiliate fee revenue. Partially offsetting the increase for the six months ended December 31, 2018 was lower content revenue. The 4% revenue increases are net of decreases of approximately \$160 million and \$270 million due to the strengthening of the U.S. dollar against local currencies, primarily in Latin America, for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018.

For the three and six months ended December 31, 2018, Cable Network Programming Segment OIBDA increased, as compared to the corresponding periods of fiscal 2018, primarily due to the revenue increases noted above partially offset by higher expenses. The 7% and 4% Segment OIBDA increases are net of decreases of approximately \$70 million and \$125 million due to the strengthening of the U.S. dollar against local currencies, for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018.

Domestic Channels

For the three and six months ended December 31, 2018, domestic revenues increased 7%, as compared to the corresponding periods of fiscal 2018, primarily due to higher affiliate fee and advertising revenues. Partially offsetting higher domestic revenues for the six months ended December 31, 2018 was a 12% decrease in content revenue primarily due to lower third-party licensing of scripted content at FX Networks. For the three and six months ended December 31, 2018, domestic affiliate fee revenue increased 8% and 9%, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to contractual rate increases led by the Regional Sports Networks ("RSNs"), FOX News Channel ("FOX News"), FS1 and FX Networks. For the three and six months ended December 31, 2018, domestic advertising revenue increased 6% and 7%, respectively, as compared to the corresponding periods of fiscal 2018, led by higher pricing at FOX News.

For the three and six months ended December 31, 2018, domestic channels OIBDA increased 10% and 8%, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to the revenue increases noted

above partially offset by higher expenses. For the three and six months ended December 31, 2018, operating expenses increased \$85 million and \$196 million, respectively, principally due to higher sports programming rights amortization and production costs, including National Basketball Association costs due to contractual rate increases at the RSNs and Major League Baseball (“MLB”) costs at FS1, and higher entertainment programming rights amortization at FX Networks for the three months ended December 31, 2018. Also contributing to the increase for the six months ended December 31, 2018 was higher MLB costs at the RSNs and FIFA World Cup and Big Ten costs at FS1.

International Channels

For the three and six months ended December 31, 2018, international revenues decreased 5%, as compared to the corresponding periods of fiscal 2018. For the three and six months ended December 31, 2018, international affiliate fee revenue decreased 4% and 3%, respectively, as compared to the corresponding periods of fiscal 2018, as local currency growth of 11% and 10%, respectively, led by additional subscribers and higher rates at Fox Networks Group International (“FNGI”) in Latin America, was more than offset by the adverse impact of the strengthening of the U.S. dollar against local currencies. For the three and six months ended December 31, 2018, international advertising revenue decreased 9% and 8%, respectively, as compared to the corresponding periods of fiscal 2018, as a result of local currency growth at STAR India (“STAR”) being more than offset by the adverse impact of the strengthening of the U.S. dollar against local currencies and lower local currency advertising revenue at FNGI.

For the three and six months ended December 31, 2018, international channels OIBDA decreased 8% and 16%, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to the revenue decreases noted above partially offset by lower expenses. For the three and six months ended December 31, 2018, operating expenses decreased \$70 million and \$80 million, respectively, principally due to lower programming costs at STAR, including a fewer number of Board of Control for Cricket in India matches in the current year versus the prior year, and the impact of the strengthening of the U.S. dollar against local currencies. For the three and six months ended December 31, 2018, selling, general and administrative expenses increased \$22 million and \$36 million, respectively, principally due to higher compensation expenses.

Television (22% and 19% of the Company’s consolidated revenues in the first six months of fiscal 2019 and 2018, respectively)

	For the three months ended December 31,				For the six months ended December 31,				
	2018	2017	Change	% Change	2018	2017	Change	% Change	
	(in millions, except %)								
Revenues									
Advertising	\$1,634	\$1,416	\$ 218	15 %	\$2,433	\$2,071	\$ 362	17 %	
Affiliate fee, content and other	514	390	124	32 %	991	800	191	24 %	
		2							
Total revenues	2,148	1,806	342	19 %	3,424	2,871	553	19 %	
Operating expenses	(2,011)	(1,588)	(423)	27 %	(2,962)	(2,389)	(573)	24 %	
Selling, general and administrative	(159)	(162)	3	(2)%	(316)	(304)	(12)	4 %	
Segment OIBDA	\$(22)	\$56	\$(78)	**	\$146	\$178	\$(32)	(18)%	

**not meaningful

For the three and six months ended December 31, 2018, revenues at the Television segment increased, as compared to the corresponding periods of fiscal 2018, primarily due to higher advertising, affiliate fee and content revenues. The increases in advertising revenue were primarily due to revenues resulting from the broadcast of NFL TNF and higher political advertising revenue due to the U.S. midterm elections at FOX television stations, partially offset by two

fewer broadcasts of MLB World Series games in the current year. Also contributing to the increase in advertising revenue for the six months ended December 31, 2018 was the broadcast of a portion of the FIFA World Cup matches in the current year. Affiliate fee revenue increased 21% and 20% for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to contractual rate increases. Content revenue increased 84% and 57% for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018, primarily due to higher SVOD revenue at FOX Network.

For the three and six months ended December 31, 2018, Television Segment OIBDA decreased, as compared to the corresponding periods of fiscal 2018, as the revenue increases noted above were more than offset by higher expenses. Operating expenses increased primarily due to higher sports programming rights amortization and production costs, including NFL TNF, partially offset by lower entertainment programming rights amortization as a result of the mix of programming in the current year as compared to the prior year.

Filmed Entertainment (25% and 28% of the Company's consolidated revenues in the first six months of fiscal 2019 and 2018, respectively)

	For the three months ended December 31,				For the six months ended December 31,			
	2018	2017	Change	% Change	2018	2017	Change	% Change
(in millions, except %)								
Revenues								
Content	\$2,059	\$2,168	\$ (109)	(5) %	\$3,784	\$4,059	\$ (275)	(7) %
Advertising and other	100	78	22	28 %	191	150	41	27 %
Total revenues	2,159	2,246	(87)	(4) %	3,975	4,209	(234)	(6) %
Operating expenses	(1,751)	(1,926)	175	(9) %	(3,075)	(3,420)	345	(10) %
Selling, general and administrative	(215)	(189)	(26)	14 %	(430)	(402)	(28)	7 %
Segment OIBDA	\$193	\$131	\$ 62	47 %	\$470	\$387	\$ 83	21 %

For the three and six months ended December 31, 2018, revenues at the Filmed Entertainment segment decreased, as compared to the corresponding periods of fiscal 2018, primarily due to lower network and syndication revenue from television productions and lower worldwide home entertainment revenue from motion picture productions partially offset by higher SVOD revenue from television productions and higher television revenue from motion picture productions. Also contributing to the decrease in revenues for the six months ended December 31, 2018 was lower worldwide theatrical revenue from motion picture productions as a result of the number and mix of theatrical releases in the current year period as compared to the prior year. The revenue decreases of 4% and 6% include decreases of approximately \$35 million due to the strengthening of the U.S. dollar against local currencies for the three and six months ended December 31, 2018, respectively, as compared to the corresponding periods of fiscal 2018.

For the three and six months ended December 31, 2018, Filmed Entertainment Segment OIBDA increased, as compared to the corresponding periods of fiscal 2018, primarily due to lower expenses partially offset by the revenue decreases noted above. Operating expenses decreased for the three and six months ended December 31, 2018, as compared to the corresponding periods of fiscal 2018, primarily due to lower production amortization and participation costs from television and motion picture productions and lower theatrical marketing costs from motion picture productions as a result of fewer releases in the current year periods as compared to the corresponding prior year periods. The Segment OIBDA increases were net of decreases of approximately \$25 million due to the strengthening of the U.S. dollar against local currencies for the three and six months ended December 31, 2018, as compared to the corresponding periods of fiscal 2018.

The following feature film titles contributed significant revenues for the three months ended December 31, 2018 and 2017:

For the three months ended December 31,	
2018	2017

Worldwide theatrical performances	Bohemian Rhapsody	Murder on the Orient Express Ferdinand
		The Greatest Showman
Worldwide theatrical and home entertainment performances	The Predator	Kingsman: The Golden Circle
Worldwide home entertainment performances	Deadpool 2	War of the Planet of the Apes

The following feature film titles contributed significant revenues for the six months ended December 31, 2018 and 2017:

	For the six months ended December 31,	
	2018	2017
Worldwide theatrical performances	Bohemian Rhapsody	Murder on the Orient Express Ferdinand
		The Greatest Showman
Worldwide theatrical and home entertainment performances	Deadpool 2	War of the Planet of the Apes