

WALT DISNEY CO/
Form 3
December 22, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
WALT DISNEY CO/		(Month/Day/Year)	TWENTY-FIRST CENTURY FOX, INC. [FOX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/13/2017		
500 SOUTH BUENA VISTA ST			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
BURBANK, CA 91521			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock ⁽¹⁾ ₍₂₎	0	I	See notes 1 and 2 in "Explanation of Responses" below

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Edgar Filing: WALT DISNEY CO/ - Form 3

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
---------------------	--------------------	----------------------------------	----------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALT DISNEY CO/ 500 SOUTH BUENA VISTA ST BURBANK, CA 91521	Â	Â	Â	Â

Signatures

/s/ Roger J. Patterson, Associate General Counsel, Assistant Secretary, Registered In-House Counsel

12/22/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On December 13, 2017, The Walt Disney Company ("Disney"), TWC Merger Enterprises 2 Corp., a Delaware corporation and wholly owned subsidiary of Disney, TWC Merger Enterprises 1, LLC, a Delaware limited liability company and wholly owned subsidiary of Disney, and Twenty-First Century Fox, Inc. ("21CF") entered into an Agreement and Plan of Merger (the "Merger Agreement"). As an inducement for Disney to enter into the Merger Agreement, the Murdoch Family Trust and Cruden Financial Services LLC, on behalf of itself and as trustee of the Murdoch Family Trust (collectively, the "Stockholders"), entered into a voting agreement, dated as of December 13, 2017 (the "Voting Agreement") with Disney with respect to shares of 21CF common stock beneficially owned by the Stockholders.

Pursuant to the Voting Agreement, Disney may be deemed to have beneficial ownership of 306,623,480 shares of 21CF Class B common stock, constituting approximately 38.40% of the total issued and outstanding shares of 21CF Class B common stock as of December 11, 2017, and 57,000 shares of 21CF Class A common stock, constituting less than 1% of the total and outstanding shares of 21CF Class A common stock as of December 11, 2017, on the record date of any vote at a stockholder meeting or through written consent for certain events as set forth in the Voting Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.