

Edgar Filing: FOX ENTERTAINMENT GROUP INC - Form SC 13G/A

FOX ENTERTAINMENT GROUP INC  
Form SC 13G/A  
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G/A  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 2)

Fox Entertainment Group, Inc.  
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(Name of Issuer)

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

(Title of Class of Securities)

35138T 10 7  
-----

(CUSIP Number)

-----  
1 Name of Reporting Persons/S.S. or I.R.S. Identification Nos. of Above Persons

The News Corporation Limited  
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2 Check the Appropriate Box if a Member of a Group (a) {}  
(b) {

3 SEC Use Only  
-----

4 Citizenship or Place of Organization  
South Australia, Australia  
-----

Number of	5	Sole Voting Power
Shares		725,136,375/1/
Beneficially		
Owned by		
Each		
Reporting		
Person with		

-----  
6 Shared Voting Power  
0

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7 Sole Dispositive Power  
725,136,375/1/

8 Shared Dispositive Power  
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
725,136,375/1/

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares {  }

11 Percent of Class Represented by Amount in Row (9)  
85.32%/1/

12 Type of Reporting Person  
CO

/1/ Includes 547,500,000 shares of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock") of the Issuer. The Class B Common Stock is convertible into Class A Common Stock, par value \$.01 per share (the "Class A Common Stock" and, together with the Class B Common Stock, the "Common Stock"), on a share-for-share basis. Holders of Class B Common Stock are entitled to 10 votes per share on all matters submitted to a vote of stockholders. As of December 31, 2001, the Reporting Persons beneficially owned Common Stock of the Issuer representing approximately 97.8% of the voting power of the Issuer and approximately 85.32% of the outstanding Common Stock of the Issuer. See Item 4.

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1 Name of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
News America Incorporated (13-3249610)

2 Check the Appropriate Box if a Member of a Group (a) {  }  
(b) {  }

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person with  
5 Sole Voting Power  
725,136,375/2/

6 Shared Voting Power  
0

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7 Sole Dispositive Power  
725,136,375/2/

8 Shared Dispositive Power  
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
725,136,375/2/

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares { }

11 Percent of Class Represented by Amount in Row (9)  
85.32%/2/

12 Type of Reporting Person  
CO

/2/ Includes 547,500,000 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible into Class A Common Stock on a share-for-share basis. Holders of Class B Common Stock are entitled to 10 votes per share on all matters submitted to a vote of stockholders. As of December 31, 2001, the Reporting Persons beneficially owned Common Stock of the Issuer representing approximately 97.8% of the voting power of the Issuer and approximately 85.32% of the outstanding Common Stock of the Issuer. See Item 4.

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1 Name of Reporting Persons/I.R.S. Identification Nos. of Above Persons

K. Rupert Murdoch

2 Check the Appropriate Box if a Member of a Group (a) { }  
(b) { }

3 SEC Use Only

4 Citizenship or Place of Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person with

5 Sole Voting Power  
725,136,375/3/

6 Shared Voting Power  
0

7 Sole Dispositive Power  
725,136,375/3/

8 Shared Dispositive Power  
0

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
725,136,375/3/

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

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11 Percent of Class Represented by Amount in Row (9)  
85.32%/3/

---

12 Type of Reporting Person  
IN

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/3/ Includes 547,500,000 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible into Class A Common Stock on a share-for-share basis. Holders of Class B Common Stock are entitled to 10 votes per share on all matters submitted to a vote of stockholders. As of December 31, 2001, the Reporting Persons beneficially owned Common Stock of the Issuer representing approximately 97.8% of the voting power of the Issuer and approximately 85.32% of the outstanding Common Stock of the Issuer. See Item 4.

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1 Name of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
FEG Holdings, Inc. (51-0385056)

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2 Check the Appropriate Box if a Member of a Group (a)   
(b)

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3 SEC Use Only

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4 Citizenship or Place of Organization  
Delaware

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Number of Shares Beneficially Owned by Each Reporting Person with	5	Sole Voting Power 725,136,375/4/
	6	Shared Voting Power 0
	7	Sole Dispositive Power 725,136,375/4/
	8	Shared Dispositive Power 0

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
725,136,375/4/

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

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11 Percent of Class Represented by Amount in Row (9)

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85.32%/4/

-----  
12 Type of Reporting Person  
CO  
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-----  
/4/ Includes 547,500,000 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible into Class A Common Stock on a share-for-share basis. Holders of Class B Common Stock are entitled to 10 votes per share on all matters submitted to a vote of stockholders. As of December 31, 2001, the Reporting Persons beneficially owned Common Stock of the Issuer representing approximately 97.8% of the voting power of the Issuer and approximately 85.32% of the outstanding Common Stock of the Issuer. See Item 4.

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Item 1(a). Name of Issuer:

Fox Entertainment Group, Inc. (the "Issuer")

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

1211 Avenue of the Americas  
New York, NY 10036

Item 2(a). Name of Person Filing:  
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Item 2(b). Address of Principal Office, or,  
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If None, Residence:  
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The News Corporation Limited

2 Holt Street, Sydney  
New South Wales, 2010 Australia

News America Incorporated

1211 Avenue of the Americas  
New York, New York 10036

FEG Holdings, Inc.

1211 Avenue of the Americas  
New York, New York 10036

Mr. K. Rupert Murdoch

1211 Avenue of the Americas  
New York, New York 10036

The News Corporation Limited ("News Corporation"), News America Incorporated ("NAI"), FEG Holdings, Inc. ("FEG Holdings") and Mr. K. Rupert Murdoch are referred to herein collectively as the "Reporting Persons."

Reference is made to the Joint Filing Agreement of the Reporting Persons, attached to the original filing of this statement on

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Schedule 13G, filed pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Item 2(c). Citizenship or Place of Incorporation for each Reporting Person:  
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News Corporation is incorporated under the laws of South Australia, Australia.

NAI is incorporated under the laws of the State of Delaware.

FEG Holdings is incorporated under the laws of the State of Delaware.

Mr. Murdoch is a United States citizen.

Item 2(d). Title of Class of Securities:  
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Class A Common Stock, par value \$.01 per share

Item 2(e). CUSIP Number:  
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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b)  
-----  
or (c), Check Whether the Person Filing is a:  
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- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:  
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- (a) Amount Beneficially Owned: 725,136,375
- (b) Percent of Class: 85.32%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 725,136,375
  - (ii) shared power to vote or to direct the vote: 0
  - (iii) sole power to dispose or to direct the disposition of:  
725,136,375
  - (iv) shared power to dispose or to direct the disposition of:  
0

FEG Holdings is the direct beneficial owner of 177,636,375 shares of the Issuer's Class A Common Stock and 547,500,000 shares of the Issuer's Class B Common Stock. The Class B Common Stock is convertible into Class A Common Stock on a share-for-share basis. Holders of Class B Common Stock are entitled to 10 votes per share on all matters submitted to a vote of stockholders. As a result, the shares of Common Stock of the Issuer reported herein represent approximately 97.8% of the voting power of the Issuer and approximately 85.32% of the outstanding Common Stock of the Issuer.

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

Approximately 29% of the voting stock of News Corporation is owned by (i) Mr. Murdoch, (ii) Cruden Investments Pty. Limited, which is a private Australian investment company owned by Mr. Murdoch, members of his family and various corporations and trusts, the beneficiaries of which include Mr. Murdoch, members of his family and certain charities, and (iii) corporations which are controlled by

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trustees of settlements and trusts set up for the benefit of the Murdoch family, certain charities and other persons. By virtue of the shares of News Corporation owned by such persons and entities, and Mr. Murdoch's positions as Chairman and Chief Executive of News Corporation and Chairman and Chief Executive Officer of the Issuer, Mr. Murdoch may be deemed to control the operations of News Corporation and the Issuer.

Item 5. Ownership of Five Percent or Less of a Class:  
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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following: {}

Item 6. Ownership of More than Five Percent on Behalf of Another Person:  
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Not Applicable.

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Item 7. Identification and Classification of the Subsidiary which Acquired  
the Security Being Reported on by the Parent Holding Company:  
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Not Applicable.

Item 8. Identification and Classification of Members of a Group:  
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Not Applicable.

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Item 9. Notice of Dissolution of Group:  
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Not Applicable.

Item 10(a) and (b). Certification:  
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Not Applicable.

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SIGNATURE

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

Dated: February 13, 2002

THE NEWS CORPORATION LIMITED

By:/s/ Arthur M. Siskind  
-----

Name: Arthur M. Siskind  
Title: Director

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SIGNATURE

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

Dated: February 13, 2002

NEWS AMERICA INCORPORATED

By:/s/ Arthur M. Siskind  
-----

Name: Arthur M. Siskind  
Title: Senior Executive Vice President



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and General Counsel

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SIGNATURE

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

Dated: February 13, 2002

FEG HOLDINGS, INC.

By:/s/ Paula Wardynski

-----  
Name: Paula Wardynski

Title: Vice President

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SIGNATURE

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

Dated: February 13, 2002

/s/ K. Rupert Murdoch

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K. Rupert Murdoch

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