

FONAR CORP
Form SC 13G/A
February 09, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 1)*

Fonar
Corporation
(Name of
Issuer)

Common Stock,
par value
\$0.0001 per
share
(Title of Class
of Securities)

344437405
(CUSIP
Number)

December 31,
2016
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 7
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 344437405 SCHEDULE 13G/A Page 2 of 7 Pages

1 NAME OF REPORTING PERSON
Numeric Investors LLC (a) "

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) "

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

5 SOLE VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7 289,392 shares of Common Stock
8 SOLE DISPOSITIVE POWER

9 0 SHARED DISPOSITIVE POWER
289,392 shares of Common Stock

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
289,392 shares of Common Stock
The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 22, 2003

PROSPECTUS

**28,574,776 American Depositary Shares,
each representing four
Preferred Limited Voting Ordinary Shares**

The News Corporation Limited

This prospectus relates to resales of American Depositary Shares (the Preferred ADSs), each representing four Preferred Limited Voting Ordinary Shares (the Preferred Ordinary Shares), previously issued by The News Corporation Limited to General Motors Corporation (GM or the selling security holder) or its permitted transferees in connection with our acquisition of a 34% interest in Hughes Electronics Corporation, which was previously a wholly-owned subsidiary of GM.

An investment in these securities involves risks. See Risk Factors beginning on page 2.

The Preferred ADSs currently trade on the New York Stock Exchange under the symbol NWS.A. On December 19, 2003, the last reported sale price of our Preferred ADSs on the NYSE was \$28.85 per Preferred ADS.

The selling security holder directly, or through agents designated from time to time, or through dealers or underwriters to be designated, may sell the offered securities from time to time on terms to be determined at the time of sale. See Plan of Distribution. To the extent required, the specific offered securities to be sold, the names of the selling security holder, the respective purchase price and public offering price, the names of such agents, dealers or underwriters, and any applicable commission or discount with respect to a particular offer will be set forth in an accompanying prospectus supplement.

We will not receive any of the proceeds from the sale of any of the offered securities. The offered securities may be offered by the selling security holder in negotiated transactions or otherwise, at fixed prices, at market prices prevailing at the time of sale or at negotiated prices. See the information under Plan of Distribution. The selling security holder reserves the sole right to accept and, together with its agents from time to time, to reject, in whole or in part, any proposed purchase of the offered securities to be made directly or through its agents.

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The selling security holder and any broker-dealers, agents or underwriters that participate with the selling security holder in the sale of the offered securities may be deemed to be underwriters within the meaning of the Securities Act. Any profits realized by the selling security holder may be deemed to be underwriting commissions. Any commissions paid to broker-dealers and, if broker-dealers purchase the offered securities as principals, any profits received by such broker-dealers on the resale of the offered securities, may be deemed to be underwriting discounts or commissions under the Securities Act.

By agreement with the selling security holder, we will pay substantially all of the expenses incident to the registration of the Preferred ADSs, consisting of printing, legal, accounting, SEC registration and other fees estimated to be approximately \$400,000. See the information below under Plan of Distribution relating to indemnification arrangements between News Corporation and the selling security holder.

Neither the Securities and Exchange Commission, nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2003.

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NO DEALER, SALESPERSON OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS IN CONNECTION WITH THE OFFER CONTAINED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE NEWS CORPORATION LIMITED. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE NEWS CORPORATION LIMITED AND ITS SUBSIDIARIES SINCE THE DATE HEREOF. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SECURITIES OTHER THAN THOSE SPECIFICALLY OFFERED HEREBY OR OF ANY SECURITIES OFFERED HEREBY IN ANY JURISDICTION WHERE, OR TO ANY PERSON WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. THE INFORMATION CONTAINED IN THIS PROSPECTUS SPEAKS ONLY AS OF THE DATE OF THIS PROSPECTUS UNLESS THE INFORMATION SPECIFICALLY INDICATES THAT ANOTHER DATE APPLIES.

THIS DOCUMENT DOES NOT CONSTITUTE A PROSPECTUS WITHIN THE MEANING OF THE AUSTRALIAN CORPORATIONS ACT 2001 AND HAS NOT BEEN LODGED WITH THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION (ASIC). NONE OF GM, NEWS CORPORATION OR THE UNDERWRITER (IF ANY) HAS AUTHORIZED, OR TAKEN ANY ACTION TO LODGE, AN AUSTRALIAN LAW COMPLIANT PROSPECTUS WITH ASIC IN RELATION TO THE PREFERRED ADSs OR THE PREFERRED ORDINARY SHARES. THIS DOCUMENT HAS BEEN PREPARED TO COMPLY WITH RELEVANT U.S. LAWS AND THE INFORMATION DISCLOSED IS NOT THE SAME AS THAT WHICH MUST BE DISCLOSED IN AN AUSTRALIAN PROSPECTUS. NEITHER THE PREFERRED ADSs NOR THE PREFERRED ORDINARY SHARES WHICH ARE REPRESENTED BY THEM MAY BE DISTRIBUTED OR SOLD IN AUSTRALIA TO ANY PERSON OTHER THAN BY WAY OF, OR PURSUANT TO, AN OFFER THAT DOES NOT NEED DISCLOSURE UNDER THE AUSTRALIAN CORPORATIONS ACT 2001.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, and file reports and other information with the Securities and Exchange Commission, which we refer to as the SEC.

You may read and copy this information at the Public Reference Room of the SEC, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549. You may also obtain copies of all or any part of such material by mail from the Public Reference Section of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. For more information about the operation of the Public Reference Room, call the SEC at 1-800-SEC-0330. The SEC also maintains a web site that contains reports and other information about issuers who file electronically with the SEC, including News Corporation. The Internet address of the site is <http://www.sec.gov>.

Reports and other information concerning us may also be inspected at the offices of the New York Stock Exchange, Inc. at 20 Broad Street, New York, New York 10005. You may also obtain certain of these documents at News Corporation's website at www.newscorp.com. Except as otherwise specifically provided herein, we are not incorporating the contents of the websites of the SEC, News Corporation or any other person into this document. We are only providing information about how you may obtain certain documents that are incorporated into this document by reference at these websites.

This prospectus forms part of the registration statement filed by News Corporation with the SEC under the Securities Act. This prospectus omits certain of the information contained in the registration statement in accordance with the rules and regulations of the SEC.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

We have filed with the SEC, pursuant to the Exchange Act, an Annual Report on Form 20-F for the fiscal year ended June 30, 2003 filed on October 29, 2003, an amendment to such report on Form 20-F/A filed on December 8, 2003 and a report on Form 6-K filed on November 5, 2003, which are hereby incorporated by reference in and made a part of this prospectus. We also incorporate by reference the descriptions of our ADSs, Preferred ADSs, Ordinary Shares and Preferred Ordinary Shares contained in our registration statement on Form 8-A (SEC File No. 1-9141) filed with the SEC on November 2, 1994 and any amendment or report filed for the purpose of updating such descriptions.

Statements contained in any such documents as to the contents of any contract or other document referred to therein are not necessarily complete and, in each instance, reference is made to the copy of such contract or other document filed with the SEC, each such statement being qualified in all respects by such reference.

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Reports and other information filed by us with the SEC following the date hereof and prior to the termination of this offering, including annual reports on Form 20-F and, to the extent that the cover pages thereof state that they are to be incorporated into one or more registration statements, reports on Form 6-K, shall be deemed to be incorporated by reference herein. Statements contained in this document as to the contents of any contract or other document referred to in such document are not necessarily complete and, in each instance, reference is made to the copy of such contract or other document filed with the SEC, each such statement being qualified in all respects by such reference. Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein or contained in this Prospectus shall be deemed to be modified or superseded for purposes of this Prospectus to the extent any statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

We will provide to each person to whom a prospectus is delivered, upon written or oral request, without charge, a copy of any and all of the information incorporated by reference in this prospectus (excluding exhibits to such information unless such exhibits are specifically incorporated by reference therein). Requests for copies

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of such information relating to News Corporation should be directed to: News America Incorporated, 1211 Avenue of the Americas, New York, NY 10036, Attention: Investor Relations (telephone number (212) 852-7059).

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains statements that constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this prospectus that address activities, events or developments that we expect or anticipate will or may occur in the future, or that include the words may, will, would, could, should, believes, estimates, project, plans, intends, anticipates, continues, forecasts, designed, goal, or the negative of those words or other comparable words are intended to identify forward-looking statements.

These statements appear in a number of places in this prospectus and documents incorporated by reference in this prospectus and are based on certain assumptions and analyses made in light of our experience and perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate in the circumstances. These forward-looking statements are subject to risks, uncertainties and assumptions about us, and our subsidiaries and businesses, including the risks and uncertainties discussed in this prospectus under the caption Risk Factors and elsewhere, and are not guarantees of performance. Other important factors that could affect our future results and cause those results or other outcomes to differ materially from those expressed in the forward-looking statements include:

deterioration in worldwide economic and business conditions;

rapidly changing technology challenging our businesses' ability to adapt successfully;

exposure to fluctuations in currency exchange rates;

significant changes in our assumptions about customer acceptance, overall market penetration and competition from providers of alternative products and services;

unexpected challenges created by legislative and regulatory developments;

changes in our business strategy and development plans;

the September 11, 2001 terrorist attacks, the military activity in Iraq, the outbreak or escalation of hostilities between the United States and any foreign power or territory and changes in international political conditions as a result of these events may continue to affect the United States and the global economy and may increase other risks; and

other risks described from time to time in periodic reports that we file with the SEC.

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Because the above factors could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement that we make, you should not place undue reliance on any forward-looking statement. Further, any forward-looking statement speaks only as of the date on which it is made. We do not ordinarily make projections of our future operating results and undertake no obligation to publicly update or revise any forward-looking statement, except as required by law. You should carefully review the other documents we file with the SEC.

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PROSPECTUS SUMMARY

The following summary is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference in this prospectus. Because this is a summary, it may not contain all the information that may be important to you. You should read the entire prospectus, as well as the information incorporated by reference, before making an investment decision. When used in this prospectus, the terms News Corporation, the Company, we, our and us refer to The News Corporation Limited and its consolidated subsidiaries, unless otherwise specified.

News Corporation

News Corporation is a diversified international media and entertainment company with operations in eight industry segments, including filmed entertainment, television, cable network programming, direct broadcast satellite television, magazines, inserts, newspapers, book publishing and other. The activities of News Corporation are conducted principally in the United States, the United Kingdom, Italy, Asia, Australia and the Pacific Basin.

Our principal executive offices are located at 2 Holt Street, Surry Hills, New South Wales, 2010, Australia, and News Corporation's telephone number is 61-2-9-288-3000. The executive offices of our principal U.S. subsidiary, News America Incorporated, are located at 1211 Avenue of the Americas, New York, New York 10036, and News America's telephone number is (212) 852-7000.

Use of Proceeds	We will not receive any of the proceeds from the sale of the Preferred ADSs by the selling security holder. See Use of Proceeds and Plan of Distribution.
Risk Factors	An investment in the Preferred ADSs involves risks. See Risk Factors described in this prospectus or in any other documents subsequently filed with the Commission for a discussion of factors you should carefully consider before deciding to purchase any Preferred ADSs.
Trading	News Corporation's Preferred ADSs currently trade on the New York Stock Exchange under the symbol NWS.A.

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RISK FACTORS

In addition to the other information set forth in this prospectus and in the documents incorporated by reference herein, prospective investors should consider carefully the risk factors set forth below before making an investment in the securities offered pursuant to this prospectus.

Risk Factors

A Decline in Advertising Expenditures Could Cause Our Revenues and Operating Results to Decline Significantly in any Given Period or in Specific Markets. We derive substantial revenues from the sale of advertising on our television stations, broadcast and cable networks and direct-to-home television services and in our newspapers and inserts. Expenditures by advertisers tend to be cyclical, reflecting overall economic conditions as well as budgeting and buying patterns. A decline in the economic prospects of advertisers or the economy in general could alter current or prospective advertisers' spending priorities. This could cause our revenues and operating results to decline significantly in any given period or in specific markets.

Acceptance of Our Film and Television Programming by the Public is Difficult to Predict, Which Could Lead to Fluctuations in Revenues. Feature film and television production and distribution are speculative businesses since the revenues derived from the production and distribution of a feature film or television series depend primarily upon its acceptance by the public, which is difficult to predict. The commercial success of a feature film or television series also depends upon the quality and acceptance of other competing films and television series released into the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions and other tangible and intangible factors, all of which can change and cannot be predicted with certainty. Further, the theatrical success of a feature film and the audience ratings for a television series are generally key factors in generating revenues from other distribution channels, such as home video and premium pay television with respect to feature films and syndication with respect to television series.

The Loss of Carriage Agreements Could Cause Our Revenue and Operating Results to Decline Significantly in any Given Period or in Specific Markets. We are dependent upon the maintenance of affiliation agreements with third-party owned television stations, and there can be no assurance that these affiliation agreements will be renewed in the future on terms acceptable to us. The loss of a significant number of these affiliation arrangements could reduce the distribution of the Fox Broadcasting Company (FOX) thereby adversely affecting our ability to sell national advertising time. Similarly, our cable networks maintain affiliation and carriage arrangements that enable them to reach a large percentage of cable and direct broadcast satellite (DBS) households across the United States. The loss of a significant number of these arrangements or the loss of carriage on basic programming tiers could reduce the distribution of our cable networks, thereby adversely affecting such networks' revenues from subscriber fees and ability to sell advertising time.

The Inability to Renew Sports Programming Rights Could Cause Our Advertising Revenue to Decline Significantly in any Given Period or in Specific Markets. The sports rights contracts between us, on the one hand, and various professional sports leagues and teams, on the other, have varying duration and renewal terms. As these contracts expire, renewals on favorable terms may be sought; however, third parties may outbid the current rights holders for such rights contracts, the professional sports leagues or teams may create

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their own network, or the renewal costs could substantially exceed the original contract cost. The loss of rights could impact the extent of the sports coverage offered by us and our affiliates, as it relates to FOX, and could adversely affect our advertising revenues. In addition, if escalations in sports programming rights costs are unmatched by increases in advertising rates and, in the case of cable networks, subscriber fees, our businesses that acquire or own such rights could be adversely affected.

Changes in U.S. or Foreign Communications Laws and Other Regulations May Have an Adverse Effect on Our Business. In general, the television broadcasting and cable industries in the United States are highly

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regulated by federal laws and regulations issued and administered by various federal agencies, including the FCC. The FCC generally regulates, among other things, the ownership of media, including ownership by non-U.S. citizens, broadcast programming and technical operations. Further, the United States Congress and the FCC currently have under consideration, and may in the future adopt, new laws, regulations and policies regarding a wide variety of matters, including technological changes, which could, directly or indirectly, affect the operations and ownership of our U.S. broadcast properties. Similarly, changes in regulations imposed by governments in other jurisdictions in which we, or entities in which we have an interest, operate could adversely affect our business and results of operations.

We Are Controlled by One Principal Shareholder. Approximately 30% of the Ordinary Shares of News Corporation are owned by (1) K. Rupert Murdoch, (2) Cruden Investments Pty. Limited, 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 (3) corporations controlled by 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, Mr. Murdoch may be deemed to control the operations of News Corporation.

USE OF PROCEEDS

The net proceeds from the sale of the offered securities will be paid to the selling security holder. We will not receive any proceeds from the sale of the offered securities.

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NEWS CORPORATION

News Corporation is a diversified international media and entertainment company with operations in eight segments, including filmed entertainment, television, cable network programming, direct broadcast satellite television, magazines and inserts, newspapers, book publishing and other. Our activities are conducted principally in the United States, the United Kingdom, Italy, Asia, Australia and the Pacific Basin.

As of the date of this document, News Corporation owns approximately 82% of the equity of Fox Entertainment Group, Inc. (Fox Entertainment), and approximately 97.0% of its voting power. Fox Entertainment is principally engaged in the following businesses:

Filmed Entertainment. Fox Entertainment engages in feature film and television production and distribution principally through the following businesses: Fox Filmed Entertainment, a producer and distributor of feature films; Twentieth Century Fox Television, a producer of network television programming; Twentieth Television, a producer and distributor of television programming; and Fox Television Studios, a producer of broadcast and cable programming.

Television. Fox Television Stations currently owns and operates 35 full power stations, of which 25 are affiliates of the FOX television network (FOX), including stations located in nine of the top ten designated market areas (DMAs) and nine are affiliates of the United Paramount Network, including stations located in four of the top ten DMAs. Fox Broadcasting Company operates FOX that has 183 affiliated stations across the United States, including the 25 full power television stations that are owned and operated by Fox Entertainment.

Cable Network Programming. Fox Entertainment's primary cable network programming businesses include: Fox News Channel, a 24-hour all news cable channel; and Fox Sports Networks, comprised of a group of 24-hour regional cable sports programming services and a 50% interest in a complementary national sports programming service, Fox Sports Net; and FX Networks, a general entertainment network.

News Corporation also has operations in the following business segments through its other subsidiaries and investments:

Television. In Asia, STAR Group Limited, an indirect wholly-owned subsidiary of News Corporation, is engaged in the development, production and distribution of television programming to 53 countries throughout Asia and the Middle East. STAR currently broadcasts in seven languages and across 39 channels.

Direct Broadcast Satellite Television. In Italy, SKY Italia, owned 80.1% by News Corporation, distributes over 100 channels of basic and premium programming services via satellite directly to subscribers. News Corporation also holds an approximate 35% interest in BSKyB, which is the leading pay television broadcaster in the United Kingdom and Ireland, and is one of the leading suppliers of content, including movies, news, sports and general entertainment programming to pay television operators in the U.K. News Corporation also owns a 25% interest in the FOXTEL pay television service in Australia. News Corporation also has a 45.1% interest in Independent Newspapers Limited

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that owns a 66.25% interest in SKY Network Television Limited, a land-linked UHF network and digital DBS service in New Zealand. In Latin America, News Corporation has a 36% equity interest and an approximate 49.7% economic interest in the entity that operates Sky Brasil, the leading direct-to-home pay television service in Brazil, a 30% interest in the entity that operates Sky Mexico, the leading direct-to-home pay television service in Mexico, and a 30% interest in Sky Multi-Country Partners, which has interests in direct-to-home television services in Chile (Sky Chile) and Colombia (Sky Colombia).

Magazines and Inserts. Through its News America Marketing Group, News Corporation publishes free standing inserts, which are promotional booklets containing consumer offers distributed through insertion in local Sunday newspapers, and provides in-store marketing products and services, primarily

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to consumer packaged goods manufacturers. In addition, News Corporation owns approximately 43% of Gemstar-TV Guide International, Inc., which is a media and technology company that develops, licenses, markets and distributes technologies, products and services targeted at the television guidance and home entertainment needs of consumers worldwide.

Newspapers. News Corporation is the largest newspaper publisher in Australia, owning more than 100 newspapers. In the United Kingdom, News Corporation publishes four national newspapers (*The Times, The Sunday Times, The Sun* and the *News of the World*), which account for approximately one-third of all national newspapers sold in the United Kingdom. News Corporation also publishes in New York City *The New York Post*, a mass circulation, metropolitan morning newspaper.

Book publishing. Through HarperCollins Publishers, News Corporation is engaged in English language book publishing on a worldwide basis. Its most significant components are HarperCollins Publishers Inc., headquartered in New York, HarperCollins Publishers Limited, headquartered in London, and The Zondervan Corporation, headquartered in Grand Rapids, Michigan. HarperCollins primarily publishes fiction and non-fiction, including religious books, for the general consumer.

Other. News Corporation owns approximately 77.8% of the equity (and 97.23% of the voting power) of NDS Group plc, which is a leading supplier of open end-to-end digital pay-television solutions for the secure delivery of entertainment to television set-up boxes and personal computers.

Hughes Transactions.

On December 22, 2003, News Corporation acquired a 34% interest in Hughes Electronics Corporation (Hughes), for approximately US\$3.1 billion (A\$4.2 billion) in cash and approximately 130.7 million Preferred ADSs of News Corporation, of which approximately 28.6 million Preferred ADSs were issued to GM (the Hughes Transactions). News Corporation transferred its ownership interest in Hughes to Fox Entertainment in exchange for promissory notes representing US\$4.5 billion (A\$6.8 billion) and approximately 74.5 million shares of Fox Entertainment s Class A Common Stock. Prior to the completion of the Hughes Transactions, GM owned all of the outstanding common stock of Hughes and held an approximately 19.8% retained economic interest in Hughes.

Hughes had approximately US\$7.17 billion of revenues for the nine months ending September 30, 2003 and approximately US\$18.9 billion of assets as of that date. Hughes is a provider of digital television entertainment, broadband satellite networks and services, and global video and data broadcasting. Hughes businesses include DIRECTV, an all-digital multi-channel entertainment service; Hughes Network Systems, a provider of broadband satellite networks and services to both consumers and enterprises; and an 81% interest in PanAmSat, the owner and operator of one of the world s largest commercial satellite fleets. K. Rupert Murdoch, News Corporation s Chairman and Chief Executive, has become Chairman of Hughes, and News Corporation s former Co-Chief Operating Officer, Chase Carey, has become President and Chief Executive Officer of Hughes.

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News Corporation Preferred ADSs, each representing four Preferred Ordinary Shares, are listed on the New York Stock Exchange under the symbol NWS.A. The following table sets forth in U.S. dollars the reported high and low closing sales prices on the New York Stock Exchange of the News Corporation Preferred ADSs for the periods listed.

	US\$	US\$
	<u>High</u>	<u>Low</u>
Fiscal Year Ended June 30,		
1999	33.69	18.25
2000	56.44	24.56
2001	48.63	24.60
2002	33.33	18.62
2003	26.64	15.32
Fiscal Year Ended June 30,		
2002		
First Quarter	33.33	20.51
Second Quarter	27.60	21.65
Third Quarter	27.15	20.99
Fourth Quarter	25.91	18.62
2003		
First Quarter	20.26	15.32
Second Quarter	23.95	16.00
Third Quarter	24.60	18.95
Fourth Quarter	26.64	21.00
2004		
First Quarter	29.84	25.05
Second Quarter (through December 19, 2003)	31.02	27.29
Month Ended		
June 30, 2003	26.64	24.55
July 31, 2003	26.30	25.05
August 31, 2003	28.92	25.40
September 30, 2003	29.84	27.05
October 31, 2003	29.55	27.61
November 30, 2003	31.02	28.08

On December 19, 2003, the closing sales price on the New York Stock Exchange of News Corporation's Preferred ADSs was US\$28.85.

The following table contains, for the periods indicated, the annual dividends paid per Preferred Ordinary Share of News Corporation and per News Corporation Preferred ADS. Four Preferred Ordinary Shares underlie each News Corporation Preferred ADS.

Dividend paid per **Dividend paid per**

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	News Corporation		News Corporation
	Preferred Ordinary		Preferred ADS
	Share		
	A\$	US\$(1)	US\$(1)
Fiscal year ended June 30,			
1999	0.075	0.0483	0.1932
2000	0.075	0.0389	0.1556
2001	0.075	0.0385	0.1540
2002	0.075	0.0389	0.1556
2003	0.075	0.0504	0.2014

- (1) Dividend amounts have been translated into U.S. dollars at the Noon Buying Rate prevailing on the dates the final dividends were paid.

Declaration and payment of dividends is within the sole discretion of News Corporation's Board of Directors, subject to limitations imposed by Australian law. The dividend levels of past years may not be indicative of future dividends.

Table of Contents**CAPITALIZATION OF NEWS CORPORATION**

The following table sets forth the unaudited consolidated capitalization of News Corporation as of September 30, 2003 (A-GAAP) as reported. The Australian dollar amounts as of September 30, 2003 set forth herein have been derived from, should be read in conjunction with, and are qualified in their entirety by reference to, News Corporation's unaudited consolidated condensed financial statements for the three months ended September 30, 2003 presented in accordance with A-GAAP contained in News Corporation's Report on Form 6-K filed November 5, 2003. A-GAAP differs significantly in certain respects from US-GAAP. A discussion of these significant differences is found in Note 34 of News Corporation's consolidated financial statements contained in the News Corporation 2003 Annual Report on Form 20-F for the fiscal year ended June 30, 2003. Amounts set forth herein which are stated in Australian dollars have been translated into U.S. dollars, solely for the convenience of the reader, at an exchange rate of A\$1.00 = US\$0.7398, the noon buying rate on December 10, 2003. Such translations should not be construed as representations that the Australian dollar amounts represent, or have been or could be converted into, U.S. dollars at that or any other rate.

The following is in accordance with A-GAAP (all dollar amounts in millions):

	September 30, 2003	
	A\$	US\$
Current maturities of borrowings	415	307
Long-term borrowings		
8 ¹ / ₂ % Notes due February 15, 2005	A\$ 194	US\$ 144
6.625% Notes due January 9, 2008	517	382
7 ³ / ₈ % Notes due October 17, 2008	296	219
4.75% Notes due March 15, 2010	222	164
9 ¹ / ₄ % Notes due February 1, 2013	739	547
8 ⁵ / ₈ % Notes due February 7, 2014	150	111
7.6% Notes due October 11, 2015	296	219
8% Notes due October 17, 2016	591	437
7.25% Notes due May 18, 2018	517	382
8 ¹ / ₄ % Notes due August 10, 2018	369	273
Liquid Yield Option Notes (LYONs) due February 28, 2021	1,223	905
8 ⁷ / ₈ % Notes due April 26, 2023	369	273
7 ³ / ₄ % Notes due January 20, 2024	296	219
7 ³ / ₄ % Notes due February 1, 2024	133	98
9 ¹ / ₂ % Notes due July 15, 2024	296	219
8 ¹ / ₂ % Notes due February 23, 2025	296	219
7.7% Notes due October 30, 2025	369	273
7.43% Notes due October 1, 2026	355	263
7 ¹ / ₈ % Notes due April 8, 2028	296	219
7.3% Notes due April 30, 2028	296	219
7.28% Notes due June 30, 2028	296	219
7.625% Notes due November 30, 2028	296	219
6.55% Notes due March 15, 2033	517	382
6.703% MOPPrS due May 21, 2034	222	164
8.45% Notes due August 1, 2034	296	219
8.15% Notes due October 17, 2036	443	328
6.75% Notes due January 9, 2038	369	273
7.75% Notes due December 1, 2045	887	656

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7.9% Notes due December 1, 2095	222	164
8 ¹ / ₄ % Notes due October 17, 2096	148	109
Film production financing	1,059	783
Other	65	48
Total long-term borrowings	12,640	9,349
Total borrowings	13,055	9,656
Exchangeable securities	2,063	1,526
Total shareholders' equity(1)(2)	37,532	27,766
Total capitalization(3)	A\$ 52,235	US\$ 38,641

Trademark of Merrill Lynch & Co., Inc.

- (1) On October 15, 2003 Liberty Media Corporation acquired US\$500 million (A\$835 million) of our Preferred ADSs, which represented 23,255,814 of our Preferred ADSs.
- (2) On December 22, 2003 News Corporation issued approximately 130.7 million Preferred ADSs in connection with the acquisition of a 34% interest in Hughes Electronics Corporation, of which approximately 28.6 million Preferred ADSs were issued to General Motors.
- (3) Excludes current maturities of long-term borrowings.

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FOREIGN EXCHANGE RATES

The following table sets forth, for the periods indicated, the average, high, low and period-end noon buying rates in New York City for Australian dollars as certified for customs purposes by the Federal Reserve Bank of New York, expressed in US\$ per A\$1.00.

Fiscal Year Ended June 30,	Period			
	Average(1)	High	Low	End
1999	0.6246	0.6712	0.5550	0.6618
2000	0.6256	0.6703	0.5685	0.5971
2001	0.5320	0.5996	0.4828	0.5100
2002	0.5240	0.5748	0.4841	0.5628
2003	0.5809	0.6729	0.5280	0.6655

- (1) The average of the noon buying rates from the last business day of each fiscal month during each period presented.

The following table sets out, for the periods indicated, information concerning the high and low rates of exchange for the A\$ for each month during the previous six months based on the noon buying rate:

Period	High	Low
June 2003	0.6729	0.6564
July 2003	0.6823	0.6454
August 2003	0.6653	0.6390
September 2003	0.6810	0.6395
October 2003	0.7077	0.6814
November 2003	0.7238	0.6986

On December 10, 2003, the latest practicable date for which exchange rate information was available before the filing of this document, the noon buying rate was US\$0.7398 per A\$1.00.

Table of Contents**SELECTED HISTORICAL FINANCIAL INFORMATION OF NEWS CORPORATION**

The following selected historical financial data of News Corporation has been derived from the historical audited consolidated financial statements and related notes of News Corporation for each of the years in the five-year period ended June 30, 2003 for both A-GAAP and US-GAAP and from the unaudited consolidated financial statements of News Corporation for the three months ended September 30, 2003 and 2002 for A-GAAP. The selected historical data is only a summary, and should be read in conjunction with the historical consolidated financial statements and related notes contained in News Corporation's Annual Report on Form 20-F for the fiscal year ended June 30, 2003, which is incorporated into this document by reference. The selected historical unaudited financial information for the three months ended September 30, 2002 and 2003 have been derived from, should be read in conjunction with and are qualified in their entirety by reference to, News Corporation's unaudited consolidated condensed financial statements for the three months ended September 30, 2002 and 2003 presented in accordance with A-GAAP contained in News Corporation's Report on Form 6-K filed November 5, 2003. The selected historical financial data is set forth in Australian dollars with a translation of amounts for the three months ended September 30, 2003 (A-GAAP) and the fiscal year ended June 30, 2003 (US-GAAP) into U.S. dollars at A\$1.00 = US\$0.7398, the noon buying rate on December 10, 2003, solely for your convenience.

The consolidated financial statements of News Corporation contained in its Annual Report on Form 20-F for the fiscal year ended June 30, 2003 have been prepared in accordance with A-GAAP. A-GAAP differs significantly in certain respects from US-GAAP. A discussion of these significant differences is found in Note 34 of News Corporation's consolidated financial statements.

	(unaudited)									
	Fiscal Year Ended June 30,(1)					Three Months Ended September 30,				
	1999	2000	2001	2002	2003	2002	2003	2003		
	(in millions, except per share data)									(in US\$)
Amounts in accordance with A-GAAP										
Statement of Financial Performance data:										
Sales revenue	A\$ 21,774	A\$ 22,433	A\$ 25,578	A\$ 29,014	A\$ 29,913	A\$ 6,931	A\$ 7,081	US\$ 5,239		
Depreciation and amortization	510	562	706	749	776	185	219	162		
Operating income	2,752	2,742	3,093	3,542	4,352	996	1,095	810		
Net profit (loss) from associated entities	(545)	(298)	(249)	(1,434)	(89)	(174)	87	64		
Net borrowing costs	(773)	(814)	(935)	(1,000)	(791)	(225)	(173)	(128)		
Dividends on exchangeable securities	(80)	(79)	(90)	(93)	(94)	(23)	(28)	(21)		
Net profit (loss) attributable to members of the parent entity	1,088	1,921	(746)	(11,962)	1,808	295	644	476		
Basic/Diluted earnings per share on net profit (loss) attributable to members of the										

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parent entity:														
Ordinary shares	0.25	0.42	(0.17)	(2.17)	0.31	0.05	0.11	0.08						
Preferred limited voting ordinary shares	0.30	0.51	(0.21)	(2.60)	0.37	0.06	0.13	0.10						
Dividends per ordinary share	0.030	0.030	0.030	0.015(2)	0.030	0.015	0.015	0.011						
Dividends per preferred ordinary share	0.075	0.075	0.075	0.0375(2)	0.075	0.0375	0.0375	0.028						
Dividends per ordinary share in U.S. dollars	US\$ 0.019	US\$ 0.018	US\$ 0.016	US\$ 0.008	US\$ 0.018	US\$ 0.008	US\$ 0.010	US\$ 0.011						
Dividends per preferred ordinary share in U.S. dollars	US\$ 0.047	US\$ 0.047	US\$ 0.041	US\$ 0.020	US\$ 0.044	US\$ 0.021	US\$ 0.025	US\$ 0.028						
Statement of Financial Position data at period end:														
Cash	A\$ 7,483	A\$ 4,638	A\$ 5,615	A\$ 6,337	A\$ 6,746		A\$ 7,267	US\$ 5,376						
Total assets	53,972	65,585	84,961	71,441	67,747		67,737	50,112						
Total interest bearing liabilities	13,167	15,431	18,805	15,441	12,429		13,055	9,658						
Total shareholders equity	27,109	32,660	47,595	39,468	38,721		37,533	27,767						

Table of Contents**SELECTED HISTORICAL FINANCIAL INFORMATION OF NEWS CORPORATION (continued)**

	Fiscal Year Ended June 30,(1)					
	1999	2000	2001	2002	2003	2003
	(in millions, except per share data)					(in US\$)
Amounts in Accordance with US-GAAP						
Income statement data:						
Revenue	A\$ 21,704	A\$ 22,337	A\$ 25,387	A\$ 28,776	A\$ 29,752	US\$ 22,011
Depreciation and amortization	1,033	1,108	1,321	1,373	717	530
Operating income	2,012	1,509	1,823	256	3,886	2,875
Equity in losses of associated companies	(509)	(936)	(1,711)	(14,840)	(584)	(432)
Interest expense, net	(783)	(829)	(935)	(1,000)	(793)	(587)
Other income (expense)	1,317	1,924	635	1,965	171	127
Income (loss) before cumulative effect of accounting change	963	(329)	740	(14,552)	1,421	1,051
Net income (loss)	963	(329)	(218)	(14,670)	1,421	1,051
Basic and Diluted income (loss) before cumulative effect of accounting change per share:						
Ordinary shares	0.22	(0.09)	0.15	(2.64)	0.24	0.18
Preferred limited voting ordinary shares	0.27	(0.10)	0.18	(3.16)	0.29	0.21
Basic and Diluted net income (loss) per share:						
Ordinary shares	0.22	(0.09)	(0.06)	(2.66)	0.24	0.18
Preferred limited voting ordinary shares	0.27	(0.10)	(0.07)	(3.19)	0.29	0.21
Balance sheet data at period end:						
Cash	A\$ 7,483	A\$ 4,638	A\$ 5,615	A\$ 6,337	A\$ 6,746	US\$ 4,991
Total assets	47,094	57,986	81,466	65,837	62,634	46,337
Total interest bearing liabilities	13,167	15,431	18,805	15,441	12,429	9,195
Total shareholders equity	14,195	18,554	36,427	24,953	22,729	16,815

- (1) See Note 32 to the consolidated financial statements of The News Corporation Limited and Subsidiaries for information with respect to significant acquisitions and dispositions during fiscal 2001, 2002 and 2003. In fiscal 1999, News Corporation acquired substantially all of Liberty Media Corporation's interest in Fox Sports Networks LLC for aggregate consideration of approximately US\$1.3 billion. Also, in fiscal 1999, News Corporation sold News America Publications and certain related assets to TV Guide, Inc. in

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exchange for common stock representing a 43.6% equity interest in TV Guide, Inc. and net cash of US\$671 million.

- (2) See Note 1 to the consolidated financial statements of The News Corporation Limited and Subsidiaries for information with respect to a change in dividend policy in fiscal 2002.

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NEWS CORPORATION CAPITAL STOCK

General

News Corporation currently has two types of shares outstanding: (1) preferred limited voting ordinary shares (Preferred Ordinary Shares), and (2) ordinary shares (Ordinary Shares). Holders of the Preferred Ordinary Shares have no voting rights except in limited circumstances while holders of the Ordinary Shares have full voting rights as described below at Preferred Ordinary Shares Voting.

News Corporation also has outstanding News Corporation Preferred ADSs, each of which represents four Preferred Ordinary Shares. The News Corporation Preferred ADSs are listed on the NYSE and traded under the symbol NWS.A. In accordance with the rules of the NYSE, the Preferred Ordinary Shares also are listed on the NYSE solely in connection with the listing of the News Corporation Preferred ADSs, but without the ability to trade.

News Corporation also has outstanding