

FOX ENTERTAINMENT GROUP INC  
Form 8-K/A  
March 05, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

March 5, 2004 (December 22, 2003)

**FOX ENTERTAINMENT GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-14595**  
(Commission File Number)

**95-4066193**  
(IRS 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) 852-7111**

**Not applicable**

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(Former name or former address, if changed since last report)

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**Item 2: Acquisition or Disposition of Assets.**

As previously reported by Fox Entertainment Group, Inc. (the Company) in a Current Report on Form 8-K filed on December 29, 2003 (the December 29, 2003 Form 8-K), on December 22, 2003, The News Corporation Limited completed its acquisition of a 34% interest in Hughes Electronics Corporation ( Hughes) and transferred to the Company its entire interest in Hughes.

This Current Report on Form 8-K/A is being filed to amend the December 29, 2003 Form 8-K to include the financial information required by Item 7 of Form 8-K.

**Item 7: Financial Statements, Pro Forma Financial Information and Exhibits.**

(a) Financial Statements of Business Acquired.

The required financial statements in connection with the Company's acquisition of a 34% interest in Hughes are attached as Exhibits 99.1 and 99.2.

(b) Pro Forma Financial Information.

The required pro forma financial information in connection with the Company's acquisition of a 34% interest in Hughes is attached as Exhibit 99.3.

(c) Exhibits.

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| 23.1 | Consent of Deloitte & Touche LLP regarding Hughes Electronics Corporation.   |
| 99.1 | Consolidated financial statements for Hughes Electronics Corporation as of September 30, 2003 and December 31, 2002 and for the three and nine months ended September 30, 2003 and 2002. |
| 99.2 | Consolidated financial statements for Hughes Electronics Corporation as of December 31, 2002 and 2001 and for the three years in the period ended December 31, 2002.                     |
| 99.3 | Pro forma financial information for Fox Entertainment Group, Inc.  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

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Dated: March 5, 2004

FOX ENTERTAINMENT GROUP, INC.

By: /s/ LAWRENCE A. JACOBS

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**Lawrence A. Jacobs**

**Senior Vice President**

INDEX TO EXHIBITS

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