

BRITISH SKY BROADCASTING GROUP PLC

Form 424B3

March 16, 2004

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-106837

333-106837-01

333-106837-02

333-106837-03

333-106837-04

333-106837-05

333-106837-06

333-106837-07

**Prospectus Supplement No. 2**

**(to Prospectus dated August 19, 2003)**

**US\$1,655,000,000**

**News Corporation Finance Trust II**

**0.75% Senior Exchangeable BUCS<sup>SM</sup>**

**(original liquidation preference US\$1,000 per BUCS)**

**exchangeable into the ordinary shares of British Sky Broadcasting Group plc or**

**the cash value thereof and guaranteed on a senior basis by**

**The News Corporation Limited**

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This prospectus supplement amends and supplements the prospectus dated August 19, 2003 relating to the resale by the holders of 0.75% Senior Exchangeable BUCS<sup>SM</sup>, or BUCS, of News Corporation Finance Trust II and the ordinary shares of British Sky Broadcasting Group plc, or BSKyB ordinary shares, issuable upon exchange of the BUCS.

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This prospectus supplement should be read in conjunction with the prospectus dated August 19, 2003, which is to be delivered with this prospectus supplement. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

The table below sets forth information as of the date of this prospectus supplement about the original liquidation preference of BUCS beneficially owned and the number of BSKyB ordinary shares issuable upon exchange of the BUCS that may be offered under the prospectus by the selling security holders named in the table. All of the information set forth in the table has been provided by or on behalf of the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. The selling security holders listed in the table below may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their BUCS since the date on which the information was supplied to us as presented in the table. Information about selling security holders may change over time. Any changed information supplied to us will be set forth in future prospectus supplements.

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<sup>SM</sup> Service mark of Salomon Smith Barney Inc.

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The table of selling security holders beginning on page 110 of the prospectus under the caption "Selling Security Holders" is hereby amended by this prospectus supplement no. 2 to read as follows.

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB  Ordinary Shares Registered Hereby (1)
AAM/Zazove International Convertible Fund L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	\$ 400,000	*	0	30,836
ACIG Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	300,000	*	0	23,127
AIG DKR SoundShore Oasis Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902	9,600,000	*	0	740,064
AIG DKR SoundShore Strategic Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902	3,400,000	*	0	262,106
AIG DKR SoundShore Overseas Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902	6,825,000	*	0	526,139
Alcon 401(k) Retirement Plan 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	1,100,000	*	0	84,799
Amaranth Fund L.P.	85,000,000	5%	0	6,552,650

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Amaranth Group				
1 American Lane				
Greenwich, CT 06831				
Attn: General Counsel				
American Fidelity Assurance Company	260,000	*	0	20,043
2000 Classen Center				
Oklahoma City, OK 73106				
American Founders Life Ins. Co.	400,000	*	0	30,836
8395 Keystone Crossing				
Indianapolis, IN 46240				
American Pioneer Life Ins. Co. of New York	90,000	*	0	6,938
6 International Drive				
Rye Brook, NY 10573-1068				
American Progressive Life & Health	90,000	*	0	6,938
6 International Drive				
Rye Brook, NY 10573-1068				
American Public Entity Excess Pool	90,000	*	0	6,938
29621 Northwestern Highway				
Southfield, MI 48034				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Auspicias Ltd. c/o Jefferies Asset Management Ltd. Uraniastrasse 12 CH-8023 Zurich, Switzerland	\$ 200,000	*	0	15,418
Bank Austria Cayman Islands, Ltd c/o Remius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	3,000,000	*	0	231,270
Bank Austria C29 BA 510-452448 Obere Donacsterasse 19 1090 Vienna, Austria	150,000	*	0	11,564
Barclays Global Investors c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	350,000	*	0	26,982
Barep Convertible Arbitrage c/o Barep Asset Management 3 Rue Lafayette 750009 Paris, France	34,000,000	2%	0	2,621,060
Barep Convertible Arbitrage Enhanced c/o Barep Asset Management 3 Rue Lafayette 750009 Paris, France	12,000,000	*	0	925,080
Beamtenversicherungskasse des Kantons Zurich c/o State Street Switzerland	3,900,000	*	0	300,651

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Kassernen Str. 1				
CH-8004 Zurich, Switzerland				
Bernische Lehrerversicherungskasse	450,000	*	0	34,691
c/o CSAM				
P.O. Box 800				
CH-8070 Zurich, Switzerland				
Buckeye State Mutual Ins. Co	30,000	*	0	2,313
1 Heritage Place				
Piqua, OH 45356				
CALAMOS Convertible Fund CALAMOS Investment Trust	11,500,000	*	0	886,535
c/o CALAMOS Investments				
1111 E. Warrenville Road				
Naperville, IL 60563				
CALAMOS Global Convertible Fund CALAMOS Investment Trust	700,000	*	0	53,963
c/o CALAMOS Investments				
1111 E. Warrenville Road				
Naperville, IL 60563				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
CALAMOS Group Trust International Fund c/o CALAMOS Investments 1111 E. Warrenville Road Naperville, IL 60563	\$ 1,700,000	*	0	131,053
Catholic Family Life Ins. 1572 E. Capital Drive Milwaukee, WI 53211-0563	340,000	*	0	26,211
Catholic Relief Insurance Company of America 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	600,000	*	0	46,254
Celina Mutual Ins. Co. 1 Insurance Square Celina, OH 45822-1690	40,000	*	0	3,084
Century National Insurance Co. 12200 Sylvan St. North Hollywood, CA 91606	1,000,000	*	0	77,090
Cheyne Fund LP 13 Park Place London, England SW1A1LP	1,980,000	*	0	152,638
Cheyne Leveraged Fund LP 13 Park Place London, England SW1A1LP	1,225,000	*	0	94,435
CI Global Convertible Capital Invest Obere Donacsterasse 19 1090 Vienna, Austria	350,000	*	0	26,982

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CIP Limited Duration Company	238,000	*	0	18,347
1 Cabot Square				
London, England E144QJ				
Citigroup Global Markets U.K. Equity Limited	30,000,000	2%	0	2,312,700
Citigroup Centre, Canada Square				
Canary Wharf				
London, England E145LB				
Citigroup Global Markets Limited	37,515,000	2%	0	2,892,031
Citigroup Centre, Canada Square				
Canary Wharf				
London, England E145LB				
Colonial Lloyds Insurance Co	20,000	*	0	1,542
2600 W. Freeway				
Fort Worth, TX 76102				



Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Commerzbank AG Frankfurt  Shearbourne House  119-121 Cannon Street  London, England EC3V0HR	\$ 5,750,000	*	0	443,268
Commerzbank AG Frankfurt  119-121 Cannon Street  London, England EC3V0HR	250,000	*	0	19,273
Commonwealth Dealers  8001 W. Broad Street  Richmond, VA 23294	200,000	*	0	15,418
Concord Life Ins. Co.  307 N. Michigan Ave.  Chicago, IL 60601	200,000	*	0	15,418
CQS Convertible & Quantitative Strategies Masterfund Ltd.  P.O. Box 309  Ugland House  South Church Street  Georgetown, Grand Cayman	45,000,000	3%	20,404	3,469,050
Credit Suisse First Boston Europe Limited  1 Cabot Square  London, England E144QJ	30,500,000	2%	0	2,351,245
CSA Fraternal Life Ins. Co.  122 W. 22nd St.  Oakbrook, IL 60521	140,000	*	0	10,793
CS Alternative Strategy Limited	68,000	*	0	5,242

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13 Park Place

London, England SW1A1LP

Cumberland Ins. Co.	180,000	*	0	13,876
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633 Shiloh Pike

Bridgeton, NJ 08302

Cumberland Mutual Fire Ins. Co.	750,000	*	0	57,818
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633 Shiloh Pike

Bridgeton, NJ 08302

DBAG London	10,000,000	*	0	770,900
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31 West 52nd Street, 4th Floor

New York, NY 10019

Educators Mutual Life Ins.	180,000	*	0	13,876
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202 N. Price Street

Lancaster, PA 17603

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB Ordinary Shares Registered Hereby (1)
Employee s Retirement of N.O. Sewer/Water Board 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	\$ 650,000	*	0	50,109
Fidelity Financial Trust: Fidelity Convertible Securities Fund c/o Dasha Tcherniakovskaia, Legal Product Manager FMR Corp. 82 Devonshire Street, E31C Boston, MA 02109-3614	15,000,000	*	0	1,156,350
Field Holdings, Inc. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	70,000	*	0	5,396
First Dakota Indemnity Co. 3900 W. 53rd St. Sioux Falls, SD 57109-1008	20,000	*	0	1,542
Forest Fulcrom Fund LLP 53 Forest Avenue Old Greenwich, CT 06870	1,370,000	*	0	105,613
Forest Global Convertible Fund 53 Forest Avenue Old Greenwich, CT 06870	5,585,000	*	0	430,548
Forest Multi-Strategy Master Fund on behalf of its Multi-Strategy Segregated Portfolio Series F 53 Forest Avenue Old Greenwich, CT 06870	2,070,000	*	0	159,576
Founders Insurance Company	50,000	*	0	3,855

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1645 E. Birchwood

Desplaines, IL 60018

Gaia Offshore Master Fund Ltd.	8,000,000	*	0	616,720
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750 Lexington Avenue

New York, NY 10022

Gemini Sammel Stiftung Zur Foderung der Personalvorsorge	400,000	*	0	30,836
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c/o Pictet & Cie

29 Boulevard Georges-Favon

CH-1204 Geneva, Switzerland

GLG Global Convertible UCITS Fund	5,650,000	*	0	435,559
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c/o GLG Partners

One Curzon St.

London, England W1JSHB

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
GLG Global Convertible Fund c/o GLG Partners One Curzon St. London, England W1JSHB	\$ 24,700,000	1%	0	1,904,123
GLG Mangousta Fund c/o GLG Partners One Curzon St. London, England W1JSHB	800,000	*	0	61,672
GLG Market Neutral Fund c/o GLG Partners One Curzon St. London, England W1JSHB	43,950,000	3%	0	3,388,106
Goodville Mutual Casualty 625 W. Main New Holland, PA 17557	150,000	*	0	11,564
Grange Mutual Casualty Ins. Co. 650 S. Front Street Columbus, OH 43216-1218	320,000	*	0	24,669
Guarantee Trust Life Ins. 1275 Milwaukee Glenview, IL 60025	1,100,000	*	0	84,799
Hamilton Multi Strategy Master Fund, LP 415 Madison Avenue, 19th Floor New York, NY 10017	20,000,000	1%	0	1,541,800
Hannover Life Reassurance Company of America	650,000	*	0	50,109

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800 N. Magnolia

Orlando, FL 32803

HBK Master Fund L.P.	368,000,000	22%	0	28,369,120
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c/o HBK Investment L.P.

300 Crescent Ct., #700

Dallas, TX 75201

HFR Ed Global Master Trust Co.	481,000	*	0	37,080
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c/o P. Schoenfeld Asset Mgt LLC

1330 Avenue of the Americas

New York, NY 10019

Indiana Lumbermens Mutual Insurance Company	500,000	*	0	38,545
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P.O. Box 68600

Indianapolis, IN 46268

Integrity Mutual Ins. Co.	250,000	*	0	19,273
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P.O. Box 539

Appleton, WI 54912-0539

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ISBA Mutual Ins. Co. 223 W. Ohio Street Chicago, IL 60610-9003	\$ 130,000	*	0	10,022
Jefferies Umbrella Fund Global Convertible Bond  c/o Jefferies Asset Management Ltd.  Uraniastrasse 12  CH-8023 Zurich, Switzerland	940,000	*	0	72,465
JMG Capital Partners LP 199 Avenue of the Stars, Suite 2530 Los Angeles, CA 90067	7,500,000	*	0	578,175
JMG Convertible Investments, LP 199 Avenue of the Stars, Suite 2530 Los Angeles, CA 90067	17,000,000	1%	0	1,310,530
JMG Triton Offshore Fund, Ltd. 199 Avenue of the Stars, Suite 2530 Los Angeles, CA 90067	34,500,000	2%	0	2,659,605
Koch Industries Inc. Master Pension Trust 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	400,000	*	0	30,836
Laurel Ridge Capital LP 685 Third Avenue Suite 2802 New York, NY 10017	4,000,000	*	0	308,360
Lincoln Memorial Life Ins Co 805 Las Cinas Parkway	200,000	*	0	15,418

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Austin, TX 78746

LLT Limited	500,000	*	0	38,545
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Washington Mall Phase 1,

Church Street, 3rd Floor

Hamilton, HM 11, Bermuda

Lyxor Master Fund	1,950,000	*	0	150,326
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c/o Forest Investment Management LLC

53 Forest Avenue

Old Greenwich, CT 06870

Main Street America Assurance Co.	600,000	*	0	46,254
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55 West Street

P.O. Box 2400

Keene, NH 03431-7000

Main Street America Financial	80,000	*	0	6,167
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55 West Street

P.O. Box 2400

Keene, NH 03431-7000



Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB  Ordinary Shares Registered Hereby (1)
Main Street America Holdings 55 West Street P.O. Box 2400 Keene, NH 03431-7000	\$ 530,000	*	0	40,858
Marquette Indemnity and Life Ins Co. 1000 Des Pares Road Des Pares, MO 63131-2041	60,000	*	0	4,625
Medico Life Ins. Company 1515 S. 75th Street Omaha, NE 68124	900,000	*	0	69,381
Medmarc Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	650,000	*	0	50,109
Michigan Mutual Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	1,300,000	*	0	100,217
Michigan Professional Insurance Exchange 21 Michigan Avenue, NE Suite 375 Grand Rapids, MI 49503	90,000	*	0	6,938
Mid America Life Insurance Co. 11808 Grant Omaha, NE 68164	70,000	*	0	5,396
Mid-State Surety Co. 3400 E. La Fayette	40,000	*	0	3,084

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Detroit, MI 48207

Morgan Stanley and Co International Ltd.	41,950,000	3%	0	3,233,926
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25 Cabot Square

Canary Wharf

London, England E144QA

National Grange Mutual Insurance Co.	700,000	*	0	53,963
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55 West Street

P.O. Box 2400

Keene, NH 03431-7000

National Mutual Insurance Co.	40,000	*	0	3,084
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1 Insurance Square

Celina, OH 45822-1690

National Union Fire Insurance Company of Pittsburgh, PA	2,900,000	*	0	223,561
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c/o AIG Global Investment Corp.

175 Water Street, 24th Floor

New York, NY 10041

NCMIC	1,050,000	*	0	80,945
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1452 29th Street, Suite 200

West Des Moines, IA 50266-1307

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
New Era Life Insurance Co. 200 Westlake Park Boulevard Houston, TX 77079	\$ 290,000	*	0	22,356
Nomura International plc 1 St. Martins De Grand London, England EC1AXNP	149,000,000	9%	0	11,486,410
Oklahoma Attorney Mutual Insurance 401 N. Hudson Oklahoma City, OK 73102	40,000	*	0	3,084
Partners Group Alternative Strategies PCC LTD 3100 Tower Boulevard, Suite 1104 Durham, NC 27707	400,000	*	0	30,836
Pensionskasse der Antalis AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland	60,000	*	0	4,625
Pensionskasse der EMS-Dottikon AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland	110,000	*	0	8,480
Pensionskasse der EMS-Chemie AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland	70,000	*	0	5,396
Pensionskasse der Lonza AG	140,000	*	0	10,793

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c/o Bank Julius Baer & Co. Ltd.

P.O. Box

CH-8010 Zurich, Switzerland

Pensionskasse der Pluss-Stauffer AG	60,000	*	0	4,625
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c/o ZKB

P.O. Box

CH-8010 Zurich, Switzerland

Pensionskasse der Rockwell Automation AG	80,000	*	0	6,167
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c/o Bank Julius Baer & Co. Ltd.

P.O. Box

CH-8010 Zurich, Switzerland

Pensionskasse Vantico	100,000	*	0	7,709
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c/o Bank Julius Baer & Co. Ltd.

P.O. Box

CH-8010 Zurich, Switzerland

Personal Fursorgestiftung Der Gebaudeversicherung	230,000	*	0	17,731
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c/o Berner Kantonalbank

Bundesplatz 8

CH-3001 Bern, Switzerland

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB Ordinary Shares Registered Hereby (1)
Personalvorsorge Der PV-Promea c/o Bank Leu Ltd. P.O. Box CH-8022 Zurich, Switzerland	\$ 140,000	*	0	10,793
Philanthropic Mutual Life Insurance Co. 401 Plymouth Road, Suite 100 Plymouth Meeting, PA 19462	80,000	*	0	6,167
The Philanthropic Mutual Life Ins. Co. Pension 401 Plymouth Road, Suite 100 Plymouth Meeting, PA 19462	160,000	*	0	12,334
PIMCO European Convertible Bond Fund 1400 Newport Center Drive Newport Beach, CA 92660	660,000	*	0	50,879
Premera Blue Cross 7001 220th Street, SW P.O. Box 327 Mount Lake Terrace, WA 98043	2,300,000	*	0	177,307
PSAM Allegro Partners LP c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	608,000	*	0	46,871
PSAM GPS Fund Ltd c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas	300,000	*	0	23,127

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New York, NY 10019				
PSAM Panorama Fund Ltd	2,819,000	*	0	217,317
c/o P. Schoenfeld Asset Mgt LLC				
1330 Avenue of the Americas				
New York, NY 10019				
PSAM Worldarb Fund Ltd	380,000	*	0	29,294
c/o P. Schoenfeld Asset Mgt LLC				
1330 Avenue of the Americas				
New York, NY 10019				
Quattro Fund Ltd	4,700,000	*	0	362,323
Quattro Global Capital, LLC				
546 Fifth Avenue, 19th Floor				
New York, NY 10036				
Quincy Mutual Fire Insurance Co.	900,000	*	0	69,381
57 Washington Street				
Quincy, MA 02169				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB  Ordinary Shares Registered Hereby (1)
Ramius Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	\$ 3,000,000	*	0	231,270
Ramius Partners II, LP c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	1,000,000	*	0	77,090
RCG Halifax Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	500,000	*	0	38,545
RCG Latitude Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	4,000,000	*	0	308,360
RCG MultiStrategy Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	1,500,000	*	0	115,635
Relay II Asset Holding c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	200,000	*	0	15,418
Republic Mutual Insurance Co.	20,000	*	0	1,542

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1 Insurance Square				
Celina, OH 45822-1690				
Salomon Brothers Asset Management Inc.	21,000,000	1%	0	1,618,890
100 First Stamford Place, 2nd Floor				
Stamford, CT 06902				
San Diego County Employee Retirement Association	2,000,000	*	0	154,180
940 Southwood Boulevard, Number 200				
Incline Village, NV 89451				
San Francisco Employee s Retirement System	2,500,000	*	0	192,725
940 Southwood Boulevard, Number 200				
Incline Village, NV 89451				
Scor Life Re Convertible Program	350,000	*	0	26,982
15305 Dallas Parkway, Suite 700				
Addison, TX 75001				



Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB Ordinary Shares Registered Hereby (1)
SGAM Convertible Arbitrage Fund	\$ 9,000,000	*	0	693,810
SGAM Alternative Investments 2, Place de la Coupole 92078 Paris La Défense Cedex France				
Siemens Convertibles European Markets	1,250,000	*	0	96,363
13 Park Place London, England SW1A1LP				
Siemens Convertibles Global Markets	1,250,000	*	0	96,363
13 Park Place London, England SW1A1LP				
South Dakota Retirement System	7,000,000	*	0	539,630
4009 W. 49th Street, Suite 300 Sioux Falls, SD 57106				
Spartan Partners LP	785,000	*	0	60,516
c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019				
Sphinx Convertible Arbitrage Fund	125,000	*	0	9,636
c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870				
St. Albans Partners Ltd.	11,000,000	*	0	847,990
2049 Century Park East, #330 Los Angeles, CA 90067				
Standard Mutual Insurance Co	190,000	*	0	14,147
1028 S. Grand Avenue West				

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Springfield, IL 62704

State National Insurance Co.	100,000	*	0	7,709
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8220 Anderson Boulevard

Fort Worth, TX 76120

Teachers Insurance and Annuity Association of America	20,000,000	1%	0	1,541,800
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730 Third Avenue

New York, NY 10017

TQA Master Fund, Ltd.	13,600,000	*	0	1,048,424
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405 Lexington Avenue

New York, NY 10174

TQA Master Plus Fund, Ltd.	6,900,000	*	0	531,921
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405 Lexington Avenue

New York, NY 10174

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Tuscarora Wayne Mutual Insurance Co.  P.O. Box 7  601 State Street  Wyalusing, PA 18853-0007	\$ 80,000	*	0	6,167
UBS AG London  100 Liverpool Street  London, England EC2M2RH	39,500,000	2%	0	3,045,055
UBS O Connor LLC  f/b/o O Connor Global Convertible Arbitrage Master Ltd  One North Wacker Drive, Floor 32  Chicago, IL 60606	5,000,000	*	0	385,450
UBS O Connor LLC f/b/o O Connor Global Convertible Portfolio  One North Wacker Drive, Floor 32  Chicago, IL 60606	350,000	*	0	26,982
United National Insurance Co.  3 Bala Plaza East  Suite 300  Bala Cynwyd, PA 19004	800,000	*	0	61,672
Westbay International Corp.  c/o P. Schoenfeld Asset Mgt LLC  1330 Avenue of the Americas  New York, NY 10019	451,000	*	0	34,768
Westward Life Insurance Co.  4040 Paramount Boulevard	110,000	*	0	8,480

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P.O. Box 6025				
Lakewood, CA 90714-6025				
Wisconsin Lawyers Mutual Insurance Co.	220,000	*	0	16,960
49 Kessle Court				
Madison, WI 53711				
Wisconsin Mutual Insurance Co.	130,000	*	0	10,022
8201 Excelsior Drive				
Madison, WI 53711				
World Insurance Co.	440,000	*	0	33,920
1108 Grant				
Omaha, NE 68164				
Xavex Convertible Arbitrage 2 Fund	400,000	*	0	30,836
3100 Tower Boulevard, Suite 1104				
Durham, NC 27707				
Xavex Convertible Arbitrage 4 Fund	160,000	*	0	12,334
c/o Forest Investment Management LLC				
53 Forest Avenue				
Old Greenwich, CT 06870				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB  Ordinary Shares Registered Hereby (1)
Xavex Convertible Arbitrage 10 Fund 3100 Tower Boulevard, Suite 1104 Durham, NC 27707	\$ 800,000	*	0	61,672
Xavex Risk Arbitrage 5 Fund c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	176,000	*	0	13,568
Zazove Convertible Securities Fund Inc. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	800,000	*	0	61,672
Zazove Income Fund L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	2,000,000	*	0	154,180
Zuger Kantonalbank Banrerstr St. CH-6301 Zug, Switzerland	70,000	*	0	5,396
Zuger Kulturstiftung Landis & Gyr Zuger UB Baarerster 37 CH-6301 Zug, Switzerland	70,000	*	0	5,396
Zurich Institutional Benchmark c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	625,000	*	0	48,181
Zurich Institutional Benchmark Management c/o Quattro Fund Quattro Global Capital, LLC	900,000	*	0	69,381

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546 Fifth Avenue, 19th Floor

New York, NY 10036

BUCS previously sold by selling security holders and not listed above	4,900,000	*	0	377,741
All other holders of BUCS or future transferees, pledgees, donees or successors and any such holders(2)	366,214,000	22%	0	28,231,437
<b>Total</b>	<b>\$ 1,655,000,000</b>	<b>100%</b>	<b>20,404</b>	<b>127,583,950</b>

\* Less than one percent (1%)

(1) Represents the number of BSkyB ordinary shares issuable upon exchange of the BUCS. In addition to the shares issuable upon exchange, News Corporation may elect to deliver BSkyB ordinary shares upon redemption of the BUCS and, in the case of redemption at the option of the holder, may elect to deliver News Corporation preferred ordinary shares. The number of BSkyB ordinary shares or News Corporation preferred ordinary shares issuable upon redemption cannot be determined at this time and will be based

upon the average daily volume weighted average price of the BSKyB ordinary shares or the News Corporation preferred ordinary shares during the relevant measurement period preceding the redemption date.

- (2) Assumes for this purpose that such other holders of BUCS, or any future transferees, pledgees, donees or successors of or from such other holders of BUCS, do not beneficially own any BSKyB ordinary shares other than the BSKyB ordinary shares constituting the initial reference shares issuable upon exchange of the BUCS.

To the knowledge of News America and News Corporation, and based on certain representations made by the selling security holders, none of the selling security holders has held any position or office or had any other material relationship within the past three years with News America, the trust, News Corporation, BSKyB or any subsidiary guarantor, or any of their respective predecessors or affiliates.

Investing in the BUCS or the BSKyB Ordinary Shares issuable upon exchange of the BUCS involves risks. See the Risk Factors section beginning on page 7 of the prospectus to read about factors you should consider before purchasing the BUCS.

**Neither the Securities and Exchange Commission, nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is March 16, 2004.