

WOODFORD BRENT

Form 4

March 21, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOODFORD BRENT

(Last) (First) (Middle)

**500 SOUTH BUENA VISTA
STREET**

(Street)

BURBANK, CA 91521

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TWDC Enterprises 18 Corp. [---]

3. Date of Earliest Transaction
(Month/Day/Year)

03/20/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, Control, Fin Plan & Tax

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Disney Common Stock | 03/20/2019 | | D | Amount (1) 28,879 | (D) (2) (3) 0 | D | |
| Disney Common Stock | 03/20/2019 | | D | 100 | (D) (2) (3) 0 | I | By Spouse in IRA |
| Disney Common Stock | 03/20/2019 | | D | 281.21 (4) | (D) (2) (3) 0 | I | By 401(k) |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|---------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 39.6475 | 03/20/2019 | | D | | 30,000 (5) | | (6) | 01/26/2021 | Disney Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 38.75 | 03/20/2019 | | D | | 30,077 (5) | | (6) | 01/18/2022 | Disney Common Stock | 30,077 |
| Stock Option (Right to Buy) | \$ 51.29 | 03/20/2019 | | D | | 29,110 (5) | | (6) | 01/16/2023 | Disney Common Stock | 29,110 |
| Disney Common Stock | \$ 72.59 | 03/20/2019 | | D | | 18,788 (5) | | (6) | 12/19/2023 | Disney Common Stock | 18,788 |
| Stock Option (Right to Buy) | \$ 92.235 | 03/20/2019 | | D | | 16,792 (5) | | (6) | 12/18/2024 | Disney Common Stock | 16,792 |
| Stock Option (Right to Buy) | \$ 113.23 | 03/20/2019 | | D | | 16,689 (5) | | (7) | 12/17/2025 | Disney Common Stock | 16,689 |
| Restricted Stock Unit | (8) | 03/20/2019 | | D | | 1,825 (9) (10) | | (11) | 12/17/2019 | Disney Common Stock | 1,825 |
| Stock Option | \$ 105.21 | 03/20/2019 | | D | | 21,710 (5) | | (12) | 12/21/2026 | Disney Common | 21,710 |

| | | | | | | | | | |
|-----------------------------|-------------|------------|---|--------------------|------|------------|---------------------|--------|--|
| (Right to Buy) | | | | | | | | Stock | |
| Restricted Stock Unit | (8) | 03/20/2019 | D | 4,140 (9) (10) | (13) | 12/21/2020 | Disney Common Stock | 4,140 | |
| Stock Option (Right to Buy) | \$ 111.58 | 03/20/2019 | D | 22,846 (5) | (14) | 12/19/2027 | Disney Common Stock | 22,846 | |
| Restricted Stock Unit | (8) | 03/20/2019 | D | 6,569 (9) (10) | (15) | 12/19/2021 | Disney Common Stock | 6,569 | |
| Stock Option (Right to Buy) | \$ 110.5381 | 03/20/2019 | D | 23,683 (5) | (16) | 12/19/2028 | Disney Common Stock | 23,683 | |
| Restricted Stock Unit | (8) | 03/20/2019 | D | 11,603 (9) (10) | (17) | 12/19/2022 | Disney Common Stock | 11,603 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOODFORD BRENT 500 SOUTH BUENA VISTA STREET BURBANK, CA 91521 | | | EVP, Control, Fin Plan & Tax | |

Signatures

/s/ Jolene E. Negre as attorney-in-fact 03/21/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

(1) Total reflects an increase of 4,362 shares from previously filed Forms 4 to correct an administrative error.

(2) On March 20, 2019 (the "Merger Effective Date"), pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of June 20, 2018, among Twenty-First Century Fox, Inc. ("21CF"), TWDC Enterprises 18 Corp. (formerly known as The Walt Disney Company) ("Old Disney"), The Walt Disney Company (formerly known as TWDC Holdco 613 Corp.) ("Disney") and certain subsidiaries of Disney, Disney acquired all of the outstanding shares of 21CF and Old Disney (the "Transaction"). Effective as of the effective time of the Disney Merger, which occurred at 12:01 a.m. Eastern Time on the Merger Effective Date (the "Disney Effective Time"), Disney changed its name to "The Walt Disney Company" and Old Disney changed its name to "TWDC Enterprises 18 Corp."

(3) In connection with the Transaction, each share of Old Disney common stock issued and outstanding immediately prior to the consummation of the Transaction, converted into one share of Disney common stock, in the case of restricted shares, subject to the same terms and conditions as were applicable to such shares.

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- (4) Shares held in The Walt Disney Stock Fund as of March 19, 2019. The Fund is one investment option in the 401(k) Plan and contained Old Disney matching contributions.
- (5) In connection with the Transaction, stock options with respect to Old Disney common stock that were outstanding immediately prior to the consummation of the Transaction were converted into stock options in respect of Disney's common stock, subject to the same terms and conditions (including the exercise price and applicable vesting requirements, if any) as were applicable to such stock options immediately prior to the consummation of the Transaction.
- (6) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option is fully vested.
- (7) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 12,516 shares. The remaining unvested portion of the option vests in a single installment of 4,173 shares on December 17, 2019.
- (8) Converts at 1-for-1.
- (9) In connection with the Transaction, restricted stock units with respect to Old Disney common stock that were outstanding immediately prior to the consummation of the Transaction were converted into restricted stock units in respect of Disney's common stock, subject to the same terms and conditions (including applicable vesting requirements) as were applicable to such restricted stock units immediately prior to the consummation of the Transaction.
- (10) Includes dividend equivalents accrued since the date of the award.
- (11) This stock unit award was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to its remaining 1,825 stock units plus dividend equivalent units on these units on December 17, 2019.
- (12) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 10,855 shares. The remaining unvested portion of the option vests as to 5,427 shares on December 21, 2019, and as to 5,428 shares on December 21, 2020.
- (13) This stock unit award was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest in two installments of 2,070 stock units plus dividend equivalent units on these units on each December 21 of 2019 and 2020.
- (14) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option has vested as to 5,711 shares. The remaining unvested portion of the option vests as to 5,712 shares on December 19, 2019, as to 5,711 shares on December 19, 2020, and as to 5,712 shares on December 19, 2021.
- (15) This stock unit award was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 2,190 stock units plus dividend equivalent units on those units on December 19, 2019, as to 2,189 stock units plus dividend equivalent units on those units on December 19, 2020, and as to 2,190 stock units plus dividend equivalent units on those units on December 19, 2021.
- (16) Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option vests as to 5,920 shares on December 19, 2019, and in three installments of 5,921 shares on each December 19 of 2020 through 2022.
- (17) This stock unit award was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The award is scheduled to vest as to 3,494 stock units plus dividend equivalent units on these units on December 19, 2019, as to 3,495 stock units plus dividend equivalent units on these units on December 19, 2020, as to 2,307 stock units plus dividend equivalent units on these units on December 19, 2021, and as to 2,307 stock units plus dividend equivalent units on these units on December 19, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.