

Zaslav David
Form 4
July 18, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zaslav David

(Last) (First) (Middle)

ONE DISCOVERY PLACE

(Street)

SILVER SPRING, MD 20910

(City) (State) (Zip)

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

Discovery, Inc. [DISCA]

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

07/16/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer & Pres

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Owned	Amount Owned Before	Amount Owned After
Employee Stock Option (right to acquire)	\$ 27.35	07/16/2018	A		2,435,655		01/02/2020 ⁽¹⁾	07/16/2025	Series A common stock	2,435,655		
Employee Stock Option (right to acquire)	\$ 28.72	07/16/2018	A		2,211,344		01/02/2021 ⁽²⁾	07/16/2025	Series A common stock	2,211,344		
Employee Stock Option (right to acquire)	\$ 30.15	07/16/2018	A		2,155,404		01/02/2022 ⁽³⁾	07/16/2025	Series A common stock	2,155,404		
Employee Stock Option (right to acquire)	\$ 31.66	07/16/2018	A		2,393,454		01/02/2023 ⁽⁴⁾	07/16/2025	Series A common stock	2,393,454		
Employee Stock Option (right to acquire)	\$ 33.24	07/16/2018	A		1,571,489		12/31/2023 ⁽⁵⁾	07/16/2025	Series A common stock	1,571,489		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zaslav David ONE DISCOVERY PLACE SILVER SPRING, MD 20910	X		Chief Executive Officer & Pres	

Signatures

/s/ Stephanie D. Marks, by power of attorney

07/18/2018

____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) This option vests in four equal annual installments beginning on January 2, 2020.
- (2) This option vests in four equal annual installments on January 2 of 2021, 2022 and 2023 and December 31, 2023.
- (3) This option vests in three equal annual installments on January 2, 2022 and 2023 and December 31, 2023.
- (4) This option vests in two equal annual installments on January 2, 2023 and December 31, 2023.
- (5) This option vests on December 31, 2023.

Remarks:

The trading symbols for the Issuer's Series A, Series B and Series C common stock are, respectively, DISCA, DISCB and DIS

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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