

DISH Network CORP
Form 4
December 02, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ERGEN CHARLES W

(Last) (First) (Middle)

9601 S. MERIDIAN BLVD.

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DISH Network CORP [DISH]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2015

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)
Chairman

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 | (A) or (D) | Price |
| Class A Common Stock | 11/30/2015 | | M | | 495,000 | A | \$ 6.32 |
| Class A Common Stock | 11/30/2015 | | G | V 1 | | D | \$ 0 |
| Class A Common Stock | | | | | | | 15,890 |
| Class A Common Stock | | | | | | | 235 |
| | | | | | | I | I (1) |
| | | | | | | I | I (2) |

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| | | | | |
|----------------------------|--|--------|---|--------------|
| Stock | | | | |
| Class A Common Stock | | 19,604 | I | I <u>(3)</u> |
| Class A Common Stock | | 2,043 | I | I <u>(4)</u> |
| Class A Common Stock | | 27,000 | I | I <u>(5)</u> |

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

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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 Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Class B Common Stock | <u>(6)</u> | 11/30/2015 | | G ⁽⁷⁾ | V 8,602,416 | <u>(6)</u> <u>(6)</u> | Class Comm Stoc |
| Class B Common Stock | <u>(6)</u> | 11/30/2015 | | G ⁽⁷⁾ | V 1,092,089 | <u>(6)</u> <u>(6)</u> | Class Comm Stoc |
| Class B Common Stock | <u>(6)</u> | 11/30/2015 | | G ⁽⁸⁾ | V 32,000,000 | <u>(6)</u> <u>(6)</u> | Class Comm Stoc |
| Class B Common Stock | <u>(6)</u> | 11/30/2015 | | G ⁽⁸⁾ | V 32,000,000 | <u>(6)</u> <u>(6)</u> | Class Comm Stoc |
| Employee Stock Option (Right to Buy) | \$ 6.32 | 11/30/2015 | | M | 495,000 | <u>(9)</u> 03/31/2017 | Class Comm Stoc |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| ERGEN CHARLES W 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | X | X | Chairman | |
| ERGEN CANTEY 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | X | X | | |

Signatures

Charles W. Ergen, by Brandon Ehrhart, his Attorney
in Fact 12/02/2015

__Signature of Reporting Person Date

Cantey M. Ergen, by Brandon Ehrhart, her Attorney in
Fact 12/02/2015

__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) The shares are held by a custodian for the reporting person's children. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (2) Held by Mrs. Cantey M. Ergen.
- (3) Held by Mr. Charles W. Ergen in a 401(k) account.
- (4) Held by Mrs. Cantey M. Ergen in a 401(k) account.
- (5) The shares are held by a charitable foundation. The reporting person is an officer of the charitable foundation and has both investment control and voting power for the foundation. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (6) The holder of the shares of Class B stock may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.
- (7) Pursuant to the terms of the Ergen Five-Year 2010 DISH GRAT, 1,092,089 shares were distributed as an annuity to Mr. Ergen on November 30, 2015, with the remaining 8,602,416 shares distributed to trusts for the reporting persons' family members. Following these distributions, the Ergen Five-Year 2010 DISH GRAT expired pursuant to its terms.
- (8) On November 30, 2015, the reporting person established a GRAT and contributed 32,000,000 Class B shares, resulting in the transfer of a total of 32,000,000 Class B shares.
- (9) The grant was subject to achievement of certain performance criteria prior to December 31, 2015 and vested based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.

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.