

ERGEN CHARLES W
Form 4
December 04, 2018

FORM 4

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

OMB APPROVAL

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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)
11/30/2018

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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | | | | V | 696,470 | D | |
| Class A Common Stock | | | | | 19,827 | I | I (1) |
| Class A Common Stock | | | | | 235 | I | I (2) |
| Class A Common | | | | | 2,266 | I | I (3) |

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| | | | | |
|----------------------------|--|-----------|---|------------------|
| Stock | | | | |
| Class A Common Stock | | 8,955 | I | I ⁽⁴⁾ |
| Class A Common Stock | | 6,465 | I | I ⁽⁵⁾ |
| Class A Common Stock | | 2,167,705 | I | I ⁽⁶⁾ |
| Class A Common Stock | | 67,000 | I | I ⁽⁷⁾ |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|------------|--|-----------------|--|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Class B Common Stock | <u>(8)</u> | 11/30/2018 | | G ⁽⁹⁾ | V | 8,536,625 | | <u>(8)</u> | <u>(8)</u> | Class A Common Stock |
| Class B Common Stock | <u>(8)</u> | 11/30/2018 | | G ⁽⁹⁾ | V | 8,536,625 | | <u>(8)</u> | <u>(8)</u> | Class A Common Stock |
| Class B Common Stock | <u>(8)</u> | 11/30/2018 | | G ⁽¹⁰⁾ | V | 29,196,663 | | <u>(8)</u> | <u>(8)</u> | Class A Common Stock |
| Class B Common Stock | <u>(8)</u> | 11/30/2018 | | G ⁽¹⁰⁾ | V | 29,196,663 | | <u>(8)</u> | <u>(8)</u> | Class A Common Stock |
| Class B Common Stock | <u>(8)</u> | 11/30/2018 | | G ⁽¹¹⁾ | V | 50,000,000 | | <u>(8)</u> | <u>(8)</u> | Class A Common Stock |

| | | | | | | | |
|----------------------------|-----|------------|---------------------|------------|-----|-----|----------------------------|
| Class B Common Stock | (8) | 11/30/2018 | G ⁽¹¹⁾ V | 50,000,000 | (8) | (8) | Class A Common Stock |
| Class B Common Stock | (8) | | | | (8) | (8) | Class A Common Stock |
| Class B Common Stock | (8) | | | | (8) | (8) | Class A Common Stock |
| Class B Common Stock | (8) | | | | (8) | (8) | Class A Common Stock |
| Class B Common Stock | (8) | | | | (8) | (8) | Class A Common Stock |

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

/s/ Charles W. Ergen, by Brandon Ehrhart, his Attorney in Fact 12/04/2018

__Signature of Reporting Person Date

/s/ Cantey M. Ergen, by Brandon Ehrhart, her Attorney in Fact 12/04/2018

__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) Held by Mr. Charles W. Ergen in a 401(k) account.
- (2) Held by Mrs. Cantey M. Ergen, Mr. Ergen's spouse.
- (3) Held by Mrs. Cantey M. Ergen in a 401(k) account.
- (4) The shares are owned beneficially by the reporting persons' child. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (5)

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The shares are owned beneficially by a trust for which Mrs. Cantey M. Ergen holds a durable power of attorney for the beneficiary. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

The shares are held by a charitable foundation. The reporting persons are officers of the charitable foundation and share voting and dispositive power for the foundation. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

- (6) The shares are held by Telluray Holdings, LLC ("Telluray Holdings"). Mr. Ergen and Mrs. Ergen are the managers of Telluray Holdings. Mrs. Ergen, as a manager of Telluray Holdings, has sole voting power over the Class A Common Stock and Class B Common Stock held by Telluray Holdings and Mr. Ergen and Mrs. Ergen, as the managers of Telluray Holdings, share dispositive power over the Class A Common Stock and Class B Common Stock held by Telluray Holdings. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (7) The holders of Class B shares may elect to convert any or all of their Class B shares into an equal number of Class A shares at any time for no additional consideration.
- (8) Pursuant to the terms of the Ergen Three-Year 2015 DISH GRAT (the "2015 GRAT"), 8,536,625 Class B shares were distributed as an annuity to Mr. Ergen on November 30, 2018. Following this distribution, the 2015 GRAT expired in accordance with its terms.
- (9) Pursuant to the terms of the Ergen Two-Year 2017 DISH GRAT (the "Two-Year 2017 GRAT"), 29,196,663 Class B shares were distributed as an annuity to Mr. Ergen on November 30, 2018. Following this distribution, the Two-Year 2017 GRAT retained 10,803,337 Class B shares. The Two-Year 2017 GRAT is scheduled to expire in accordance with its terms on November 30, 2019. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.
- (10) On November 30, 2018, Charles W. Ergen established the Ergen Two-Year November 2018 DISH GRAT and contributed 50,000,000 Class B shares, resulting in the transfer of a total of 50,000,000 Class B shares. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.
- (11) The Ergen Two-Year March 2018 DISH GRAT holds 36,000,000 Class B shares and is scheduled to expire in accordance with its terms on March 9, 2020. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.
- (12) The Ergen Two-Year May 2018 DISH GRAT holds 32,000,000 Class B shares and is scheduled to expire in accordance with its terms on May 9, 2020. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.
- (13) The Ergen Three-Year 2017 DISH GRAT holds 15,603,739 Class B shares and is scheduled to expire in accordance with its terms on May 30, 2020. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.
- (14)

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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