

DISH Network CORP
Form SC 13D/A
December 03, 2018

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 28)***

DISH NETWORK CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

25470M 109

(CUSIP Number)

Timothy A. Messner

Executive Vice President and General Counsel

DISH Network Corporation

9601 S. Meridian Blvd.

Englewood, Colorado 80112

(303) 723-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 30, 2018

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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CUSIP No. 25470M 109

1. Name of Reporting Person
Charles W. Ergen
2. Check the Appropriate Box if a Member of a Group:
(a)
(b)
3. SEC Use Only
4. Source of Funds
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
U.S.A.
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
30,953,809 SHARES (1) (2)

672,000 SIXTY DAY SHARES (3) |
| | 8. | Shared Voting Power
210,450,322 SHARES (1) (4) |
| | 9. | Sole Dispositive Power
30,953,809 SHARES (1) (2)

672,000 SIXTY DAY SHARES (3) |
| | 10. | Shared Dispositive Power
210,450,322 SHARES (1) (4) |
| | 11. | Aggregate Amount Beneficially Owned by The Reporting Person
242,076,131 |
| | 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> |
| | 13. | Percent of Class Represented by Amount in Row (11)
Approximately 51.7% (5) |
| | 14. | Type of Reporting Person
IN |

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(1) Includes shares of Class A Common Stock (Class A Common Stock) and Class B Common Stock (Class B Common Stock) of DISH Network Corporation (DISH Network). The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time.

(2) Consists of: (i) 696,470 shares of Class A Common Stock owned beneficially directly by Mr. Ergen; (ii) 19,827 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen through DISH Network's 401(k) Employee Savings Plan; and (iii) 30,237,512 shares of Class B Common Stock owned beneficially directly by Mr. Ergen.

(3) Sixty Day Shares are shares of Class A Common Stock deemed to be owned beneficially under Rule 13d-3(d)(1) because Mr. Ergen has the right to acquire beneficial ownership of such shares within 60 days of the date hereof.

(4) Consists of: (i) 235 shares of Class A Common Stock owned beneficially directly by Mr. Ergen's spouse, Cantey M. Ergen; (ii) 2,266 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen through DISH Network's 401(k) Employee Savings Plan; (iii) 8,955 shares of Class A Common Stock owned beneficially by one of Mr. and Mrs. Ergen's children; (iv) 2,167,705 shares of Class A Common Stock held by a charitable foundation for which Mr. Ergen is an officer and for which he shares voting and dispositive power with Mrs. Ergen; (v) 6,465 shares of Class A Common Stock held by a trust for which Mrs. Ergen has a durable power of attorney on behalf of the beneficiary of the trust; (vi) 63,790,620 shares of Class B Common Stock and 67,000 shares of Class A Common Stock held by Telluray Holdings, LLC (Telluray Holdings), for which Mrs. Ergen has sole voting power as a manager of Telluray Holdings and for which Mr. Ergen and Mrs. Ergen share dispositive power as the managers of Telluray Holdings; (vii) 15,603,739 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Three-Year 2017 DISH GRAT (the Three-Year 2017 GRAT); (viii) 10,803,337 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year 2017 DISH GRAT (the Two-Year 2017 GRAT); (ix) 36,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year March 2018 DISH GRAT (the Two-Year March 2018 GRAT); (x) 32,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year May 2018 DISH GRAT (the Two-Year May 2018 GRAT); and (xi) 50,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year November 2018 DISH GRAT (the Two-Year November 2018 GRAT).

(5) Based on 229,242,297 shares of Class A Common Stock outstanding on November 29, 2018 and assuming conversion of the shares of Class B Common Stock held by Mr. Ergen into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that Mr. Ergen may be deemed to own beneficially would be approximately 51.7%. Because each share of Class B Common Stock is entitled to 10 votes per share, Mr. Ergen owns beneficially equity securities of DISH Network representing approximately 91.3% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

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CUSIP No. 25470M 109

1. Name of Reporting Person
Cantey M. Ergen
2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x
3. SEC Use Only
4. Source of Funds
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
U.S.A.
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
208,267,197 SHARES (1) (2) |
| | 8. | Shared Voting Power
33,136,934 SHARES (1) (3) |
| | 9. | Sole Dispositive Power
144,409,577 SHARES (1) (4) |
| | 10. | Shared Dispositive Power
96,994,554 SHARES (1) (5) |
11. Aggregate Amount Beneficially Owned by The Reporting Person
241,404,131
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o
13. Percent of Class Represented by Amount in Row (11)
Approximately 51.6% (6)
14. Type of Reporting Person
IN

(1) Includes shares of Class A Common Stock and Class B Common Stock. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time.

(2) Consists of: (i) 235 shares of Class A Common Stock owned beneficially directly by Mrs. Ergen; (ii) 2,266 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen through DISH Network's 401(k) Employee Savings Plan; (iii) 63,790,620 shares of Class B Common Stock and 67,000 shares of Class A Common Stock held by Telluray Holdings, for which Mrs. Ergen has sole voting power as a manager of Telluray Holdings; (iv) 15,603,739 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Three-Year 2017 GRAT; (v) 10,803,337 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year 2017 GRAT; (vi) 36,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year March 2018 GRAT; (vii) 32,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year May 2018 GRAT; and (viii) 50,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year November 2018 GRAT. There is no arrangement or agreement between Telluray Holdings and any of the trusts identified in clauses (iv) - (viii) above to vote any shares of DISH Network. Mrs. Ergen exercises voting power with respect to Telluray Holdings and each such trust independently, and with respect to the trusts identified in clauses (iv) through (viii), in accordance with her fiduciary responsibilities to the beneficiaries of such trusts.

(3) Consists of: (i) 696,470 shares of Class A Common Stock owned beneficially directly by Mr. Ergen, Mrs. Ergen's spouse; (ii) 19,827 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen through DISH Network's 401(k) Employee Savings Plan; (iii) 8,955 shares of Class A Common Stock owned beneficially by one of Mr. and Mrs. Ergen's children; (iv) 2,167,705 shares of Class A Common Stock held by a charitable foundation for which Mrs. Ergen is an officer and for which she shares voting and dispositive power with Mr. Ergen; (v) 6,465 shares of Class A Common Stock held by a trust for which Mrs. Ergen has a durable power of attorney on behalf of the beneficiary of the trust; and (vi) 30,237,512 shares of Class B Common Stock owned beneficially directly by Mr. Ergen.

(4) Consists of: (i) 235 shares of Class A Common Stock owned beneficially directly by Mrs. Ergen; (ii) 2,266 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen through DISH Network's 401(k) Employee Savings Plan; (iii) 15,603,739 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Three-Year 2017 GRAT; (iv) 10,803,337 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year 2017 GRAT; (v) 36,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year March 2018 GRAT; (vi) 32,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year May 2018 GRAT; and (vii) 50,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year November 2018 GRAT. There is no arrangement or agreement between any of the trusts identified in clauses (iii) - (vii) above to dispose of any shares of DISH Network. Mrs. Ergen exercises dispositive power with respect to each such trust independently and in accordance with her fiduciary responsibilities to the beneficiaries of such trusts.

(5) Consists of: (i) 696,470 shares of Class A Common Stock owned beneficially directly by Mr. Ergen, Mrs. Ergen's spouse; (ii) 19,827 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen through DISH Network's 401(k) Employee Savings Plan; (iii) 8,955 shares of Class A Common Stock owned beneficially by one of Mr. and Mrs. Ergen's children; (iv) 2,167,705 shares of Class A Common Stock held by a charitable foundation for which Mrs. Ergen is an officer and for which she shares voting and dispositive power with Mr. Ergen; (v) 6,465 shares of Class A Common Stock held by a trust for which Mrs. Ergen has a durable power of attorney on behalf of the beneficiary of the trust; (vi) 30,237,512 shares of Class B Common Stock owned beneficially directly by Mr. Ergen; and (vii) 63,790,620 shares of Class B Common Stock and 67,000 shares of Class A Common Stock held by Telluray Holdings, for which Mr. Ergen and Mrs. Ergen share dispositive power as the managers of Telluray Holdings.

(6) Based on 229,242,297 shares of Class A Common Stock outstanding on November 29, 2018 and assuming conversion of the shares of Class B Common Stock held by Mrs. Ergen into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that Mrs. Ergen may be deemed to own beneficially would be approximately 51.6%. Because each share of Class B Common Stock is entitled to 10 votes per share, Mrs. Ergen owns beneficially equity securities of DISH Network representing

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approximately 91.3% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

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CUSIP No. 25470M 109

1. Name of Reporting Person
Ergen Three-Year 2015 DISH GRAT
2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x
3. SEC Use Only
4. Source of Funds
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
Colorado
7. Sole Voting Power
0
8. Shared Voting Power
0
9. Sole Dispositive Power
0
10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned by The Reporting Person
0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o
13. Percent of Class Represented by Amount in Row (11)
Approximately 0.0%
14. Type of Reporting Person
OO
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 25470M 109

1. Name of Reporting Person
Ergen Three-Year 2017 DISH GRAT
 2. Check the Appropriate Box if a Member of a Group:

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Colorado
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
15,603,739 SHARES (1) |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
15,603,739 SHARES (1) |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by The Reporting Person
15,603,739
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
Approximately 6.4% (2)
 14. Type of Reporting Person
OO

(1) All of the shares beneficially held by the Three-Year 2017 GRAT are shares of Class B Common Stock. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time.

(2) Based on 229,242,297 shares of Class A Common Stock outstanding on November 29, 2018 and assuming conversion of the shares of Class B Common Stock held by the Three-Year 2017 GRAT into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Three-Year 2017 GRAT may be deemed to own beneficially would be approximately 3.3%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Three-Year 2017 GRAT owns beneficially equity securities of DISH Network representing approximately 6.0% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

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CUSIP No. 25470M 109

1. Name of Reporting Person
Ergen Two-Year 2017 DISH GRAT
 2. Check the Appropriate Box if a Member of a Group:

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Colorado
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
10,803,337 SHARES (1) |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
10,803,337 SHARES (1) |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by The Reporting Person
10,803,337
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
Approximately 4.5% (2)
 14. Type of Reporting Person
OO

(1) All of the shares beneficially held by the Two-Year 2017 GRAT are shares of Class B Common Stock. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time.

(2) Based on 229,242,297 shares of Class A Common Stock outstanding on November 29, 2018 and assuming conversion of the shares of Class B Common Stock held by the Two-Year 2017 GRAT into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Two-Year 2017 GRAT may be deemed to own beneficially would be approximately 2.3%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Two-Year 2017 GRAT owns beneficially equity securities of DISH Network representing approximately 4.1% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

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CUSIP No. 25470M 109

- | | |
|-----|--|
| 1. | Name of Reporting Person
Ergen Two-Year March 2018 DISH GRAT |
| 2. | Check the Appropriate Box if a Member of a Group:
(a) <input type="radio"/> o
(b) <input checked="" type="radio"/> x |
| 3. | SEC Use Only |
| 4. | Source of Funds
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> o |
| 6. | Citizenship or Place of Organization
Colorado |
| 7. | Sole Voting Power
36,000,000 SHARES (1) |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
36,000,000 SHARES (1) |
| 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by The Reporting Person
36,000,000 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o |
| 13. | Percent of Class Represented by Amount in Row (11)
Approximately 13.6% (2) |
| 14. | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With