

DISH Network CORP
Form 4
December 03, 2014

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ergen Four-Year 2010 DISH GRAT

(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)

12/01/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Joint Filing Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 of Underlying Securities (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 or Number of Shares	
Class B Common Stock	(1)	12/01/2014	G(2)	V	9,192,670		(1)	(1)	Class A Common Stock	9,192,670	
Class B Common Stock	(1)	12/01/2014	G(4)	V	728,362		(1)	(1)	Class A Common Stock	728,362	
Class B Common Stock	(5)						(5)	(5)	Class A Common Stock	50,000,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ergen Four-Year 2010 DISH GRAT 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen Five-Year 2010 DISH GRAT 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen Three Year 2014 DISH GRAT 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112		X		Joint Filing Group

Signatures

/s/ Cantey M. Ergen, Trustee of the Ergen Four-Year 2010 DISH GRAT, by Brandon E. Ehrhart her Attorney in Fact	12/03/2014
____Signature of Reporting Person	Date
/s/ Cantey M. Ergen, Trustee of the Ergen Five-Year 2010 DISH GRAT, by Brandon E. Ehrhart her Attorney in Fact	12/03/2014
____Signature of Reporting Person	Date
/s/ Cantey M. Ergen, Trustee of the Ergen Three-Year 2014 DISH GRAT, by Brandon E. Ehrhart her Attorney in Fact	12/03/2014
____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)

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On November 30, 2010, Charles W. Ergen established four Grantor Retained Annuity Trusts ("GRAT(s)"), contributing 12,500,000 Class B shares to each, resulting in the transfer of a total of 50,000,000 Class B shares. Each GRAT 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.

- (2) Pursuant to the terms of the Ergen Four-Year 2010 DISH GRAT, 997,279 shares were distributed as an annuity to Mr. Ergen on December 1, 2014, with the remaining 8,195,391 shares distributed to trusts for the reporting persons' family members. Following these distributions, the Ergen Four-Year 2010 DISH GRAT expired pursuant to its terms.

- (3) There is no formal agreement to vote or dispose of the shares owned by each GRAT in a particular manner, except that the trust agreement for the GRAT contains an irrevocable provision that provides that the trustee will not dispose of any shares of the Issuer held by the GRAT unless a Change of Control Event (as defined in Item 6 of the GRAT's Schedule 13D/A filed on December 2, 2014) occurs. The dispositive and voting power of the shares held by each of the GRATs is made independent of each other, except to the extent that Mrs. Cantey M. Ergen is the trustee of each of the GRATs and in that respect is able to control the disposition and voting of the shares of Class B Common Stock owned by each such GRAT.

- (4) Pursuant to the terms of the Ergen Five-Year 2010 DISH GRAT, 728,362 shares were distributed as an annuity to Mr. Ergen on December 1, 2014, with the Ergen Five-Year 2010 DISH GRAT retaining 9,694,505 shares. The Ergen Five-Year 2010 DISH GRAT expires on November 30, 2015.

- (5) On May 30, 2014, Charles W. Ergen established a GRAT and contributed 50,000,000 Class B shares, resulting in the transfer of a total of 50,000,000 Class B shares. The GRAT 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.

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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