

Dolan Kristin A
Form 4
August 30, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DOLAN JAMES LAWRENCE

(Last) (First) (Middle)

11 PENNSYLVANIA PLAZA

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MSG NETWORKS INC. [MSGN]

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2018

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)
Executive Chairman / Member of 13D Group

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)
Class A Common Stock	08/28/2018		A	V	13,777 A \$ 0 ⁽¹⁾	346,510 ⁽²⁾	D ⁽³⁾
Class A Common Stock	08/28/2018		F ⁽⁴⁾	D	4,680 \$ 25.05	341,830 ⁽²⁾	D ⁽³⁾
Class A Common Stock						22,813	I ⁽⁵⁾ By Spouse
Class A Common						3,157	I ⁽⁶⁾ By Members of

Edgar Filing: Dolan Kristin A - Form 4

Stock						Household
Class A						By Minor
Common				1,475	I <u>(7)</u>	Children
Stock						

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

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.

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 (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 and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Options (Right to Buy)	\$ 25.05 <u>(8)</u>	08/28/2018		A	315,790	08/28/2019 ⁽⁹⁾	02/28/2026	Class A Common Stock	315,790

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN JAMES LAWRENCE 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001	X		Executive Chairman	Member of 13D Group
Dolan Kristin A 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001	X			

Signatures

/s/ James L. Dolan 08/30/2018
**Signature of Reporting Person Date

/s/ Mark C. Cresitello as Attorney-in-Fact for Kristin A. Dolan 08/30/2018
**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).

Each performance restricted stock unit ("PSU") was granted on September 11, 2015 under the MSG Networks Inc. ("Networks") 2010

(1) Employee Stock Plan, as amended. The PSUs vested on August 28, 2018 upon the achievement of performance criteria established at the time of the grant.

(2) Includes shares held jointly with spouse.

Securities held directly by James L. Dolan, Kristin A. Dolan's spouse or jointly by James L. Dolan and Kristin A. Dolan. Ms. Dolan

(3) disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Mr. Dolan (other than securities held jointly with her spouse) and this report shall not be deemed to be an admission that she is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(4) Represents PSUs of Networks withheld to satisfy tax withholding obligations in connection with the vesting of PSUs described in footnote 1 above, exempt under Rule 16b-3.

Securities held directly by Kristin A. Dolan, James L. Dolan's spouse. Mr. Dolan disclaims beneficial ownership of these securities

(5) beneficially owned or deemed to be beneficially owned by Ms. Dolan (other than securities in which he has a direct pecuniary interest) and this report shall not be deemed to be an admission that Mr. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

Reporting Persons disclaim beneficial ownership of all securities of Networks beneficially owned and deemed to be beneficially owned

(6) by members of their household and this filing shall not be deemed an admission that Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial owners of such securities.

Reporting Persons disclaim beneficial ownership of all securities of Networks beneficially owned and deemed to be beneficially owned

(7) by their minor children and this filing shall not be deemed an admission that the Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial owners of such securities.

(8) Grant of options under the MSG Networks Inc. 2010 Employee Stock Plan, as amended, exempt under Rule 16b-3.

(9) The options are scheduled to vest in three equal installments on August 28, 2019, August 28, 2020 and August 28, 2021.

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.