

RICHTER BRET
Form 4
September 18, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHTER BRET

(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)

09/14/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	09/14/2018		M	7,023 A	\$ 0 ⁽¹⁾ 55,703	D	
Class A Common Stock	09/14/2018		M	17,157 A	\$ 0 ⁽²⁾ 72,860	D	
Class A Common Stock	09/14/2018		F ⁽³⁾	12,867 D	\$ 24.35 59,993	D	
Class A Common					100	I ⁽⁴⁾	By Minor Child

Stock

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

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(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 or Number of Shares
Restricted Stock Units	<u>(1)</u>	09/14/2018		M		7,023		<u>(1)</u>	09/15/2019	Class A Common Stock	7,023
Restricted Stock Units	<u>(2)</u>	09/14/2018		M		17,157		<u>(2)</u>	09/15/2018	Class A Common Stock	17,157

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICHTER BRET 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001	EVP, CFO & Treasurer

Signatures

/s/ Mark C. Cresitello, Attorney-in-Fact for Bret Richter 09/18/2018

__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) Each restricted stock unit ("RSU") was granted on September 15, 2016 under the MSG Networks Inc. ("Networks") 2010 Employee Stock Plan, as amended, and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on September 15, 2017. One-third of the RSUs vested and were settled on September 14, 2018. The

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remaining one-third of the RSUs will vest on September 15, 2019.

Each RSU was granted on September 11, 2015 under Networks 2010 Employee Stock Plan, as amended, and represents the right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and settled on September 30, 2016. One-third of the RSUs vested and settled on September 30, 2017. The remaining one-third of the RSUs vested and settled on September 14, 2018.

- (2)
- (3) Represents RSUs of Networks withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnotes 1 and 2 above, exempt under Rule 16b-3.

Reporting Person disclaim beneficial ownership of all securities of Networks beneficially owned and deemed to be beneficially owned by his minor child and this filing shall not be deemed an admission that Reporting Person is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

- (4)
- 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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