

MSG NETWORKS INC.  
Form S-8  
December 11, 2015

As filed with the Securities and Exchange Commission on December 11, 2015

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**MSG NETWORKS INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**Eleven Pennsylvania Plaza**

**27-0624498**  
**(I.R.S. employer**  
**identification no.)**

Edgar Filing: MSG NETWORKS INC. - Form S-8

**New York, New York 10001**

**(Address of principal executive offices, including zip code)**

**2010 Stock Plan for Non-Employee Directors, as amended**

**(Full title of each plan)**

**Lawrence J. Burian**

**Executive Vice President, General Counsel and Secretary**

**Eleven Pennsylvania Plaza**

**New York, New York 10001**

**(Name and address of agent for service)**

**(212) 465-6400**

**(Telephone number, including area code, of agent for service)**

With a copy to:

John Mead, Esq.

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

(212) 558-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b>                         | <b>Amount to be<br/>Registered</b> | <b>Proposed Maximum<br/>Offering Price Per<br/>Share</b> | <b>Proposed Maximum<br/>Aggregate Offering<br/>Price</b> | <b>Amount of<br/>Registration Fee</b> |
|---|------------------------------------|--|--|---------------------------------------|
| MSG Networks Inc. Class A<br>Common Stock, par value \$.01 per<br>share | 278,991(2)                         | \$20.00(1)   | \$5,579,820(1)   | \$561.89(1)                           |

- (1) Estimated on the basis of \$20.00 per share, the average of the high and low sales prices of MSG Networks Inc. Class A Common Stock as reported on the New York Stock Exchange on December 7, 2015 pursuant to Rule 457(c) and (h) of the Securities Act of 1933.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by MSG Networks Inc. (the Registrant), to register an additional 278,991 shares of the Registrant's Class A Common Stock, issuable under the MSG Networks Inc. 2010 Stock Plan for Non-Employee Directors, as amended (the Plan). The Board of Directors of the Registrant approved the Plan on October 14, 2015, subject to the approval of the stockholders of the Registrant at the annual meeting of stockholders held on December 11, 2015. On December 11, 2015, the Plan was approved by the Registrant's stockholders at the annual meeting.

In accordance with General Instruction E to Form S-8, the contents of the Registrant's Registration Statement on Form S-8 registering 300,000 shares of Common Stock issuable under the Plan and previously filed with the Securities and Exchange Commission (the SEC) on January 29, 2010 (File No. 333-164597) are hereby incorporated by reference herein, except to the extent supplemented, amended or superseded by the information set forth therein or herein.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act).

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant are incorporated herein by reference (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- (a) The Registrant's Annual Report on Form 10-K for the year ended June 30, 2015 filed with the SEC on August 20, 2015;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the SEC on November 5, 2015;
- (c) The Registrant's Current Reports on Form 8-K filed with SEC on September 10, 2015, September 14, 2015, September 28, 2015, October 6, 2015 and November 5, 2015;
- (d) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 10-12B (File No. 001-34434) filed on January 14, 2010, as amended, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein to be a part hereof from the date of filing of such documents.

ITEM 8. EXHIBITS.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 11th day of December, 2015.

MSG NETWORKS INC.

By: /s/ Lawrence J. Burian  
 Name: Lawrence J. Burian  
 Title: Executive Vice President, General  
 Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated. Each person whose signature appears below hereby authorizes Andrea Greenberg and Lawrence J. Burian to file one or more amendments, including Post-Effective Amendments, to this Registration Statement, which Amendments may make such changes as any of them deems appropriate, and each person whose signature appears below, individually and in each capacity stated below, hereby appoints Andrea Greenberg and Lawrence J. Burian as Attorney-in-Fact to execute his or her name and on his or her behalf to file any such Amendments to this Registration Statement.

| <b>Signature</b>       | <b>Title</b>  | <b>Date</b>       |
|------------------------|---|-------------------|
| /s/ James L. Dolan     |   |                   |
| James L. Dolan         | Executive Chairman and Director                                       | December 11, 2015 |
| /s/ Andrea Greenberg   |   |                   |
| Andrea Greenberg       | President and Chief Executive Officer                                 | December 11, 2015 |
| /s/ Bret Richter       |   |                   |
| Bret Richter           | Executive Vice President and<br>Chief Financial Officer               | December 11, 2015 |
| /s/ Dawn Darino-Gorski |   |                   |
| Dawn Darino-Gorski     | Senior Vice President, Controller and<br>Principal Accounting Officer | December 11, 2015 |
| /s/ Charles F. Dolan   |   |                   |
| Charles F. Dolan       | Director  | December 11, 2015 |
| /s/ William J. Bell    |   |                   |
| William J. Bell        | Director  | December 11, 2015 |

/s/ Eugene F. DeMark

Eugene F. DeMark

Director

December 11, 2015



/s/ Paul J. Dolan

|               |          |                   |
|---------------|----------|-------------------|
| Paul J. Dolan | Director | December 11, 2015 |
|---------------|----------|-------------------|

/s/ Quentin F. Dolan

|                  |          |                   |
|------------------|----------|-------------------|
| Quentin F. Dolan | Director | December 11, 2015 |
|------------------|----------|-------------------|

/s/ Thomas C. Dolan

|                 |          |                   |
|-----------------|----------|-------------------|
| Thomas C. Dolan | Director | December 11, 2015 |
|-----------------|----------|-------------------|

/s/ Wilt Hildenbrand

|                  |          |                   |
|------------------|----------|-------------------|
| Wilt Hildenbrand | Director | December 11, 2015 |
|------------------|----------|-------------------|

/s/ Joel M. Litvin

|                |          |                   |
|----------------|----------|-------------------|
| Joel M. Litvin | Director | December 11, 2015 |
|----------------|----------|-------------------|

/s/ Hank J. Ratner

|                |          |                   |
|----------------|----------|-------------------|
| Hank J. Ratner | Director | December 11, 2015 |
|----------------|----------|-------------------|

/s/ Brian G. Sweeney

|                  |          |                   |
|------------------|----------|-------------------|
| Brian G. Sweeney | Director | December 11, 2015 |
|------------------|----------|-------------------|

/s/ John L. Sykes

|               |          |                   |
|---------------|----------|-------------------|
| John L. Sykes | Director | December 11, 2015 |
|---------------|----------|-------------------|

**INDEX TO EXHIBITS**

| <b>Exhibit Number</b> | <b>Exhibit</b>  |
|-----------------------|---|
| 4.1                   | Registrant's Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed on February 10, 2010)                         |
| 4.2                   | Amendment to Registrant's Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on October 6, 2015)               |
| 4.3                   | Registrant's Amended By-Laws (incorporated herein by reference to Exhibit 3.2 to Registrant's Current Report on Form 8-K filed on October 6, 2015)  |
| 4.4                   | MSG Networks Inc. 2010 Stock Plan for Non-Employee Directors, as amended (incorporated herein by reference to Annex C to the Registrant's Definitive Proxy Statement on Schedule 14A filed on October 28, 2015) |
| 5                     | Opinion of Lawrence J. Burian   |
| 23.1                  | Consent of KPMG LLP   |
| 23.2                  | Consent of Lawrence J. Burian (contained in the Opinion filed as Exhibit 5)   |
| 24                    | Power of Attorney (set forth on the signature page)   |