

MSG NETWORKS INC.  
Form 4  
December 30, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

**TWO PENN PLAZA**

(Street)

**NEW YORK, NY 10121**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**MSG NETWORKS INC. [MSGN]**

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

**12/29/2015**

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 Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Class A Common Stock	12/29/2015		M		18,489	A	<u>1</u> 22,813	I <sup>(2)</sup> By spouse
Class A Common Stock					298,666	<sup>(3)</sup>	D	
Class A Common Stock					1,475		I <sup>(4)</sup> By minor children	
Class A Common Stock					3,157		I <sup>(5)</sup> By members of	

Stock								the household
Class A Common Stock				388		I (2)		By spouse's 401(k)

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 Security (Instr. 3 and 4)
Restricted Stock Units	Ⓟ	12/29/2015		M	18,489	12/29/2015 <sup>(6)</sup> 12/29/2015 <sup>(6)</sup>	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN JAMES LAWRENCE TWO PENN PLAZA NEW YORK, NY 10121	X		Executive Chairman	Member of 13D Group

## Signatures

/s/ James L.  
Dolan

12/29/2015

\*\*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).

## Edgar Filing: MSG NETWORKS INC. - Form 4

- Each restricted stock unit was granted to Kristin A. Dolan, James L. Dolan's spouse, under the MSG Networks Inc. ("MSGN") 2010
- (1) Stock Plan for Non-Employee Directors, as amended, and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The restricted stock units have been settled in shares.

- (2) Securities held directly (or through 401(k) plan) by Kristin A. Dolan, James L. Dolan's spouse. Mr. Dolan disclaims beneficial ownership of these securities 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 he is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

- (3) Includes shares held jointly with spouse.

- (4) Mr. Dolan disclaims beneficial ownership of all securities of MSGN beneficially owned and deemed to be beneficially owned by his minor children and this filing shall not be deemed an admission that he is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

- (5) Mr. Dolan disclaims beneficial ownership of all securities of MSGN beneficially owned and deemed to be beneficially owned by members of his household and this filing shall not be deemed an admission that he is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

- (6) The restricted stock units were fully vested on the date of the grant and are settled in cash or in stock on the first business day 90 days after service on the Board of Directors ceases.

### Remarks:

Kristin A. Dolan ceased to be a reporting person on September 30, 2015, when she ceased to be a director of the Issuer.

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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