

MSG NETWORKS INC.
Form 4
September 19, 2016

FORM 4

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

OMB APPROVAL

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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 *
GREENBERG ANDREA

(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)
09/15/2016

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)
President and CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	09/16/2016		M	2,890	A \$ 0 ⁽¹⁾	16,923	D
Class A Common Stock	09/16/2016		F ⁽²⁾	1,068	D \$ 18.13	15,855	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	09/15/2016		A	50,570	(4)	09/15/2019	Class A Common Stock	50,570
Restricted Stock Units	(3)	09/16/2016 ⁽¹⁾		M	2,890	09/17/2016	09/17/2016	Class A Common Stock	2,890

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG ANDREA 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001			President and CEO	

Signatures

/s/ Mark C. Cresitello, Attorney-in-Fact for Andrea Greenberg 09/19/2016

__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 17, 2013 under the MSG Networks Inc. ("MSGN") 2010 Employee Stock Plan, as amended. The RSU vested on September 16, 2016.
- (2) Represents RSUs of MSGN withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above, exempt under Rule 16b-3.
- (3) Each restricted stock unit is granted under the MSG Networks Inc. 2010 Employee Stock Plan, as amended, and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.
- (4) The RSUs are scheduled to vest in three equal installments on September 15, 2017, September 15, 2018 and September 15, 2019.

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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