#### **DARINO-GORSKI DAWN**

Form 4

September 18, 2018

Check this box

if no longer

subject to

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

OMB 3235-0287

**OMB APPROVAL** 

n, D.C. 20549 Number: Expires:

January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

09/14/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * DARINO-GORSKI DAWN			2. Issuer Name and Ticker or Trading Symbol MSG NETWORKS INC. [MSGN]						5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction			(Check all applicable)						
, ,	YLVANIA PLAZ	ŕ	(Month/Day/Year) 09/14/2018			Director 10% Owner Softicer (give title Other (specify below) below)  SVP, Controller & PAO						
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10001								Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-	Do	erivative :	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transact Code (Instr. 8)	)	4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	09/14/2018			M		3,090	A	\$ 0 (1)	20,371	D		
Class A								Φ				

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

 $F^{(2)}$ 

1.049

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SEC 1474

(9-02)

19,322

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### Edgar Filing: DARINO-GORSKI DAWN - Form 4

## 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)	Code	Transaction Derivative		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	(1)	09/14/2018		M	3,090	<u>(1)</u>	09/15/2019	Class A Common Stock	3,090	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

DAPINO COPSKI DAWN

DARINO-GORSKI DAWN 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001

SVP, Controller & PAO

## **Signatures**

/s/ Mark C. Cresitello, Attorney-in-Fact for Dawn Darino-Gorski

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).
- 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 remaining one-third of the RSUs will vest on September 15, 2019.
- (2) Represents RSUs of Networks withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above, exempt under Rule 16b-3.

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.

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