

MSG NETWORKS INC.
Form 4
September 13, 2016

FORM 4

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

OMB APPROVAL

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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 KATHLEEN MARGARET

(Last) (First) (Middle)

C/O RICHARD BACCARI, MLC
VENTURES LLC, PO BOX 1014

(Street)

YORKTOWN HEIGHTS, NY 10598

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MSG NETWORKS INC. [MSGN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2016

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)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/12/2016		S ⁽¹⁾		47,864	D	\$ 16.8	271,228	I ⁽²⁾	By Trusts
Class A Common Stock	09/12/2016		P ⁽¹⁾		47,864	A	\$ 16.8	271,228	I ⁽²⁾	By Trusts
Class A Common Stock								4,705	D	
Class A Common								1,850	I ⁽³⁾	By Children

Stock

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class B Common Stock	(4)	09/12/2016		S(5)	886,015	(4)	(4)	Class A Common Stock	886,015
Class B Common Stock	(4)	09/12/2016		P(5)	886,015	(4)	(4)	Class A Common Stock	886,015

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN KATHLEEN MARGARET C/O RICHARD BACCARI MLC VENTURES LLC, PO BOX 1014 YORKTOWN HEIGHTS, NY 10598				Member of 13D Group

Signatures

By: /s/ Richard Baccari, Attorney-in-fact for Kathleen M. Dolan

09/13/2016

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).

- On September 12, 2016, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, sold, and the Charles F. Dolan Children Trust FBO James L. Dolan purchased, the number of shares of the Issuer's Class A Common Stock at a purchase price of \$16.80 per share.
- Reflects securities held by trusts for which the Reporting Person serves as co-trustee. The Reporting Person disclaims beneficial ownership of all shares of MSG Networks Inc. beneficially owned or deemed to be beneficially owned by the trusts and this report shall

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not be deemed to be an admission that she is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

The Reporting Person disclaims beneficial ownership of all shares of MSG beneficially owned or deemed to be beneficially owned by the

- (3) Reporting Person as custodian for her children and this filing shall not be deemed an admission that she is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (4) MSG Networks Inc. Class B Common Stock (the "Class B Common Stock") is convertible at the option of the holder on a share for share basis into MSG Networks Inc. Class A Common Stock (the "Class A Common Stock").
- (5) On September 12, 2016, the Charles F. Dolan Children Trust FBO Patrick F. Dolan sold, and the Charles F. Dolan Children Trust FBO James L. Dolan purchased, the number of shares of the Issuer's Class B Common Stock at a purchase price of \$16.80 per share.

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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