

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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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)

09/09/2016

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)
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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	09/09/2016		M	4,546	A \$ 0 ⁽¹⁾	303,212 ⁽²⁾	D
Class A Common Stock	09/09/2016		F ⁽³⁾	1,639	D \$ 17.59	301,573 ⁽²⁾	D
Class A Common Stock	09/12/2016		P	14,767	A \$ 16.8	316,340 ⁽²⁾	D
Class A Common						22,813	I ⁽⁴⁾ By Spouse

Stock				
Class A Common Stock		388	I <u>(4)</u>	401(k)
Class A Common Stock		3,157	I <u>(5)</u>	By Members of Household
Class A Common Stock		1,475	I <u>(6)</u>	By Minor Children

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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Restricted Stock Units	<u>(1)</u>	09/09/2016 ⁽¹⁾		M		4,546	<u>(1)</u>	09/11/2018	Class A Common Stock
Class B Common Stock	<u>(7)</u>	09/12/2016		P		1,209,206	<u>(7)</u>	<u>(7)</u>	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

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).

(1) Each restricted stock unit ("RSU") was granted on September 11, 2015 under the MSG Networks Inc. ("MSGN") 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 9, 2016. The remaining two-thirds of the RSUs vest on September 11, 2017 and September 11, 2018.

(2) Includes shares held jointly with spouse.

(3) Represents RSUs of MSGN withheld to satisfy tax withholding obligations in connection with the settlement of RSUs described in footnote 1 above, exempt under Rule 16b-3.

(4) 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 Mr. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(5) Reporting Person disclaims beneficial ownership of the securities of MSG Networks Inc. beneficially owned and deemed to be beneficially owned by members of his household and this filing shall not be deemed an admission that the Reporting Person is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(6) Reporting Person disclaim beneficial ownership of all securities of MSG Networks Inc. beneficially owned and deemed to be beneficially owned by his minor children and this filing shall not be deemed an admission that Reporting Person is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(7) 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").

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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