

CABLEVISION SYSTEMS CORP /NY
Form DEF 14A
April 11, 2014
Table of Contents

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

SCHEDULE 14A INFORMATION

(Rule 14a-101)

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CABLEVISION SYSTEMS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

Notice of Annual Meeting and

Proxy Statement

Dear Stockholder:

You are cordially invited to attend our annual meeting of stockholders at 10:00 a.m. on May 22, 2014 at our corporate headquarters building at 1111 Stewart Avenue, Bethpage, New York.

You will have an opportunity to ask questions and to meet your directors and executives.

We are continuing to take advantage of the Securities and Exchange Commission rules allowing companies to furnish proxy materials to their stockholders on the Internet. We believe the e-proxy process expedites stockholders' receipt of proxy materials, and lowers the costs and reduces the environmental impact of our annual meeting.

I look forward to seeing you at the meeting. Your vote is important to us. Stockholders may vote by using a toll-free telephone number or over the Internet. Also, if you receive a paper copy of the proxy card by mail, you may sign and return the proxy card in the envelope provided.

Sincerely yours,

Charles F. Dolan

Chairman

April 11, 2014

Cablevision Systems Corporation, 1111 Stewart Avenue, Bethpage, NY 11714-3581

Table of Contents

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF CABLEVISION
SYSTEMS CORPORATION**

Time: 10:00 a.m., Eastern Time

Date: May 22, 2014

Place: Cablevision Systems Corporation

Corporate Headquarters

1111 Stewart Avenue

Bethpage, New York 11714

Purpose:

Elect directors

Ratify appointment of independent registered public accounting firm

Approve the Amended and Restated 2006 Employee Stock Plan

Hold an advisory vote to approve executive compensation

Consideration of two stockholder proposals, if properly presented at the meeting

Conduct other business if properly raised

Only stockholders of record on March 28, 2014 may vote at the meeting.

Your vote is important. We urge you to vote as soon as possible by telephone or over the Internet. If you receive a copy of the proxy card by mail, you may sign and return the proxy card in the envelope provided.

Important Notice: Our 2013 Annual Report on Form 10-K and the 2014 Proxy Statement are available at www.cablevision.com/investor/proxy.jsp

ADMISSION TICKET REQUIRED FOR ADMISSION TO THE ANNUAL MEETING

An admission ticket is required if you wish to attend the annual meeting in person. You can obtain and print your admission ticket at www.proxyvote.com. You will need the 12-digit control number, which can be found on your Notice of Internet Availability of Proxy Materials, voter instruction form and proxy card. For more details, read **How do I attend the 2014 Annual Meeting in person? What do I need to bring? on page 3 of the Proxy Statement.**

By order of the Board of Directors

Jamal H. Haughton

Senior Vice President,

Associate General Counsel

and Assistant Secretary

April 11, 2014

Table of Contents

Table of Contents

<u>General Information</u>	1
<u>PROPOSAL 1 Election of Directors</u>	4
<u>Board of Directors and Committees</u>	10
<u>Director Independence</u>	11
<u>Committees</u>	12
<u>Director Compensation</u>	18
<u>Director Compensation Table</u>	19
<u>PROPOSAL 2 Ratification of Appointment of Independent Registered Public Accounting Firm</u>	20
<u>Report of Audit Committee</u>	21
<u>Executive Compensation</u>	22
<u>Compensation Discussion and Analysis</u>	22
<u>Executive Summary</u>	22
<u>Compensation Practices and Policies</u>	25
<u>Elements of In-Service Compensation</u>	28
<u>Post-Termination Compensation</u>	37
<u>Tax Deductibility of Compensation</u>	38
<u>Report Of Compensation Committee</u>	39
<u>EXECUTIVE COMPENSATION TABLES</u>	40
<u>Summary Compensation Table</u>	40
<u>Grants of Plan-Based Awards</u>	44
<u>Outstanding Equity Awards at Fiscal Year-End</u>	46
<u>Option Exercises and Stock Vested</u>	48
<u>Pension Benefits</u>	49
<u>Nonqualified Deferred Compensation</u>	52
<u>Employment Agreements</u>	53
<u>Termination and Severance</u>	64
<u>Equity Compensation Plan Information</u>	73
<u>PROPOSAL 3 Approval of Cablevision Systems Corporation Amended and Restated 2006 Employee Stock Plan</u>	73
<u>PROPOSAL 4 Non-Binding Advisory Vote to Approve Executive Compensation</u>	81
<u>PROPOSAL 5 Stockholder Proposal for a Political Contributions Report</u>	82
<u>PROPOSAL 6 Stockholder Proposal to Adopt a Recapitalization Plan</u>	84
<u>OUR EXECUTIVE OFFICERS</u>	87
<u>RELATED PARTY POLICY AND CERTAIN TRANSACTIONS</u>	88
<u>Conflicts of Interest</u>	99
<u>STOCK OWNERSHIP TABLE</u>	100
<u>OTHER MATTERS</u>	113

Table of Contents

Proxy Statement 2014 - Cablevision

GENERAL INFORMATION

Voting Rights

Holders of Cablevision NY Group Class A common stock (Class A common stock) and Cablevision NY Group Class B common stock (Class B common stock), as recorded in our stock register at the close of business on March 28, 2014, may vote at the meeting. On March 28, 2014, there were 216,363,821 shares of Class A common stock and 54,137,673 shares of Class B common stock outstanding. Each share of Class A common stock has one vote per share and holders will be voting for the election of five candidates to the Board of Directors. Each share of Class B common stock has ten votes per share and holders will be voting for the election of twelve candidates to the Board of Directors. As a result of their ownership of Class B common stock, our Chairman, Charles F. Dolan, certain members of his family and related family entities, have the power to elect all of the directors to be elected by the holders of Class B common stock and to approve Proposals 2, 3 and 4 and reject Proposals 5 and 6 regardless of how other shares are voted.

How to vote

As permitted by rules adopted by the Securities and Exchange Commission, we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the Notice) to our stockholders (other than those who previously requested electronic or paper delivery). All stockholders will have the ability to access the proxy materials on a website referred to in the Notice or request to receive a printed set of the proxy materials. There is no charge to you for requesting a copy of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed set of proxy materials may be found in the Notice. In addition, stockholders may request to receive future proxy materials in printed form by mail or electronically by email on an ongoing basis.

You may vote in person at the meeting or by proxy. You may vote by telephone or over the Internet. Also, if you receive a paper copy of the proxy card by mail, you may sign and return the proxy card in the envelope provided. We recommend you vote by proxy even if you plan to attend the meeting. You can always change your vote at the meeting.

How proxies work

Cablevision Systems Corporation s (the Company) Board of Directors (the Board) is asking for your proxy. If you submit a proxy, but do not specify how to vote, the Company representatives named in the proxy will vote your shares (a) in favor of the director nominees identified in this proxy statement and Proposals 2, 3 and 4, and (b) against Proposals 5 and 6. The Notice contains instructions for telephone and Internet voting. Also, if you receive a paper copy of the proxy card by mail, you may sign and return the proxy card in the envelope

Table of Contents

Proxy Statement 2014 - Cablevision

provided. Whichever method you use, giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. You may vote for all, some, or none of our director candidates. You may also vote for or against Proposals 2, 3, 4, 5 or 6 or abstain from voting.

You may receive more than one Notice or proxy or voting card depending on how you hold your shares. If you hold shares through another party, such as a bank or brokerage firm, you may receive material from them asking how you want to vote.

Revoking a proxy

You may revoke your proxy at any time before the final vote at the annual meeting by submitting a new proxy with a later date; by voting in person at the meeting; granting a subsequent proxy through the Internet or telephone or by notifying the Company's Investor Relations department in writing at Cablevision Systems Corporation, Investor Relations, 1111 Stewart Avenue, Bethpage, New York 11714, so that it is received prior to May 21, 2014.

Quorum

In order to carry on the business of the meeting, we must have a quorum. This means that at least a majority of the outstanding votes represented by outstanding shares eligible to vote must be represented at the meeting, either by proxy or in person. If voting on a particular action is by class, a majority of the votes represented by the outstanding shares of such class constitutes a quorum for that action.

Votes needed

Election of directors by the holders of Class A common stock (Class A directors) requires the affirmative vote of a plurality of votes cast by holders of Class A common stock. Election of directors by the holders of Class B common stock (Class B directors) requires the affirmative vote of a plurality of votes cast by holders of Class B common stock. Approval of Proposals 2, 3, 4, 5 and 6 requires the favorable vote of a majority of the votes cast by the holders of Class A common stock and holders of Class B common stock, voting together as a single class. Abstentions and broker non-votes are treated as present for quorum purposes. They are not treated as votes cast for purposes of Proposals 2, 4, 5 or 6 and, therefore, will not affect the voting on those proposals. Under NYSE policy, abstentions (but not broker non-votes) will count as votes cast for purposes of Proposal 3. Broker non-votes occur when a bank, brokerage firm or other nominee submits a proxy for the meeting but does not vote on one or more proposals because the beneficial owner of the shares did not provide voting instructions on those proposals.

Please note that brokers are not permitted to vote your shares on any of the proposals other than Proposal 2 unless you provide instructions as to how to vote. We encourage you to provide instructions to your broker regarding the voting of your shares.

Table of Contents

Proxy Statement 2014 - Cablevision

Important Notice

How do I attend the 2014 Annual Meeting in person? What do I need to bring?

This year an admission ticket will be required if you desire to attend the annual meeting in person. To be admitted to the 2014 annual meeting, you must have been a stockholder at the close of business on the record date of March 28, 2014 or be the legal proxy holder or qualified representative of a stockholder, and bring with you your admission ticket and a valid government-issued photo identification card (federal, state or local), such as a driver's license or passport. Persons without an admission ticket or proper identification may be denied admission to the annual meeting.

To obtain an admission ticket, go to www.proxyvote.com or call 1-866-232-3037. You will need to enter your 12-digit control number, which can be found on your Notice of Internet Availability of Proxy Materials, voter instruction form and proxy card. The deadline to obtain an admission ticket is 5:00 p.m. on May 12, 2014. For questions about admission to the annual meeting, please call 1-866-232-3037.

Please note that you will need your ticket to be admitted to the meeting whether you vote before or at the meeting, and regardless of whether you are a registered or beneficial stockholder. If you are attending the meeting as a proxy or qualified representative for a stockholder, you will need to bring your legal proxy or authorization letter, in addition to your admission ticket and government-issued photo identification card.

Stockholders must provide advance written notice to the Company if they intend to have a legal proxy (other than the persons appointed as proxies on the Company's proxy card) or qualified representative attend the annual meeting on their behalf. The notice must include the name and address of the legal proxy or qualified representative and must be received by 5:00 p.m., on May 10, 2014 in order to allow enough time for the issuance of an admission ticket to such person. For further details, read "Advance Notice of Proxy Holders and Qualified Representatives" on page 114 of this proxy statement.

Please note that cameras, video and audio recording equipment and other similar electronic devices, as well as large bags (including large handbags and briefcases) and packages will need to be checked at the door. Additionally, the Company may impose additional restrictions on items that must be checked at the door as well as the conduct of the meeting. To ensure the safety of all persons, attendees may also be subject to security inspections.

Requests for admission tickets will be processed in the order received. Please note that seating is limited, and requests for tickets will be handled on a first-come, first-served basis.

Solicitation

These proxy materials are first being sent to stockholders on April 11, 2014. In addition to this mailing, the Company's employees may solicit proxies personally, electronically or by

Table of Contents

Proxy Statement 2014 - Cablevision

telephone. The Company pays the costs of soliciting proxies. We also reimburse brokers and other nominees for their expenses in sending these materials to you and obtaining your voting instructions. The Company has also retained D. F. King & Co., Inc. to assist in the solicitation of proxies at a fee estimated at \$15,000 plus reasonable out-of-pocket expenses.

PROPOSAL 1

Election of Directors

The Board has nominated the seventeen director candidates named below all of whom currently serve as our directors except for Joseph J. Lhota. Of the seventeen nominees for director, twelve are to be elected by the Class B stockholders and five are to be elected by the Class A stockholders. All of the directors are elected for a one year term and serve until their successors are elected and qualified or until their earlier resignation or removal.

Each current director was elected by the stockholders at the last annual meeting.

The Company representatives named in the proxy intend to vote for the election of each of the director nominees below, unless you indicate on your proxy that your vote should be withheld from any or all of the nominees.

If a Class A director nominee becomes unavailable before the election, the Company representatives named in the Class A proxy would be authorized to vote for a replacement Class A director nominee if the Board names one. If a Class B director nominee becomes unavailable before the election, the Company representatives named in the Class B proxy would be authorized to vote for a replacement Class B director nominee if the Board names one.

Information on each of our nominees is given below.

The Board recommends you vote FOR each of the following candidates:

Directors to be elected by Class A Stockholders

JOSEPH J. LHOTA, 59, Senior Vice President, Vice Dean and Chief of Staff at NYU Langone Medical Center. In 2013, he was a candidate for Mayor of the City of New York. He was Chairman and Chief Executive Officer of the New York Metropolitan Transportation Authority from 2011 to 2012, New York City Deputy Mayor for Operations from 1997 to 2001 and New York City Budget Director from 1995 to 1997. From 2002 to 2010, Mr. Lhota was Executive Vice President of the Company, and from 2010 to 2011 he was Executive Vice President of The Madison Square Garden Company. From 1980 to 1994, Mr. Lhota was an investment banker. Prior, he was a Senior Accountant with Arthur Andersen & Co. He is a graduate of the Harvard Business School and Georgetown University. Mr. Lhota is a director of First Aviation Services, Inc. and a trustee of The City University of New York.

Table of Contents

Proxy Statement 2014 - Cablevision

In light of Mr. Lhota's experience as a senior executive at major public companies, his knowledge of the industry, his government service, including leading a major governmental organization, his experience as an investment banker and accountant, and his service as a director of other public companies, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be elected to the Board.

THOMAS V. REIFENHEISER, 78, Director of the Company since 2002. Mr. Reifenheiser retired as a Managing Director of JP Morgan Chase, overseeing the Global Media and Telecommunications Division in September 2000 after 38 years with JP Morgan Chase and its predecessors. Mr. Reifenheiser is a director of Lamar Advertising Company. During the past five years, Mr. Reifenheiser was a director of Citadel Broadcasting Corporation and Mediacom Communications Corporation.

In light of Mr. Reifenheiser's experience as a commercial banker to media and telecommunications companies, his service as a director of other public companies, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be reelected to the Board.

VICE ADMIRAL JOHN R. RYAN USN (RET.), 68, Director of the Company since 2002. President and Chief Executive Officer of the Center for Creative Leadership in Greensboro, North Carolina since June 2007. He was Chancellor of the State University of New York from June 2005 to June 2007. He was President of the State University of New York Maritime College from June 2002 to June 2005, Interim President of State University at Albany from February 2004 to February 2005, and Superintendent of the United States Naval Academy from June 1998 to June 2002. Vice Admiral Ryan's military career included positions as Commander of the Maritime Surveillance and Reconnaissance Force, US Sixth Fleet/Commander, Fleet Air Mediterranean Commander, Maritime Air Forces, Mediterranean until his retirement from the U.S. Navy in July 2002. Vice Admiral Ryan is the lead director of CIT Group Inc.

In light of Vice Admiral Ryan's experience in military service, his leadership positions at major universities, his experience as the chief executive officer of another company, his service as the lead director of another public company, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be reelected to the Board.

VINCENT TESE, 71, Director of the Company since 1996. Mr. Tese served as Chairman and Chief Executive Officer of the New York State Urban Development Corporation from 1985 to 1987 and as Director of Economic Development for New York State from 1987 to

Table of Contents

Proxy Statement 2014 - Cablevision

December 1994. Mr. Tese is Chairman of Bond Street Holdings LLC and Executive Chairman of Florida Community Bank and is a director of Intercontinental Exchange, Inc., ICE Clear Credit LLC, Mack-Cali Realty Corporation, The Madison Square Garden Company and New York Racing Association, Inc., and a trustee of New York Presbyterian Hospital and New York University School of Law. During the past five years, Mr. Tese was a director of Bowne & Company, Inc., Municipal Art Society, NRDC Acquisition Corp., GGCP, Inc., Wireless Cable International, Inc. and Xanboo Inc.

In light of Mr. Tese's experience as the chief executive officer of the New York State Urban Development Corporation, his government service, his experience as the executive chairman of private companies, his service as a director of other public companies, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be reelected to the Board.

DR. LEONARD TOW, 85, Director of the Company since 2005. Chief Executive Officer of New Century Holdings LLC, an outdoor advertising company, since January 2005. Dr. Tow is a director of AMC Networks Inc., and was a director of Citizens Communications Company from 1989 to September 2004. Chairman and Chief Executive Officer of Citizens Communications Company from 1990 to September 2004. Dr. Tow is also a Trustee of Columbia University Mailman School of Public Health.

In light of Dr. Tow's experience as a founder and chief executive officer of a major cable television company, his experience as the chief executive officer of a private company, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be reelected to the Board.

Directors to be elected by Class B Stockholders

RAND V. ARASKOG, 82, Director of the Company since 2005. Self-employed as a private investor as principal in RVA Investments since March 1998.

In light of Mr. Araskog's experience as the chief executive officer of a public company and as a principal in a private investment company, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that he should be reelected to the Board.

EDWARD C. ATWOOD, 78, Director of the Company since May 2011. Vice President Multimedia Services of the Company since 1998. Mr. Atwood is the brother-in-law of Charles F. Dolan and the uncle of James L. Dolan, Kathleen M. Dolan, Patrick F. Dolan, Deborah Dolan-Sweeney, Thomas C. Dolan and Marianne Dolan Weber.

Kathleen M. Dolan, Patrick F. Dolan, Thomas C. Dolan, Deborah Dolan-Sweeney and Marianne Dolan Weber, the brother-in-law of Brian G. Sweeney, and the nephew of Edward C. Atwood.

Brian G. Sweeney, and the nephew of Edward C. Atwood.

The text of our Compensation Committee charter is available on our website at www.cablevision.com. A copy may be obtained, without charge, by writing to Cablevision Systems Corporation, Corporate Secretary, 1111 Stewart Avenue, Bethpage, New York 11714.

Our Board determined that each member of the Compensation Committee meets the independence requirements of the New York Stock Exchange applicable to compensation committee members.

Edgar Filing: CABLEVISION SYSTEMS CORP /NY - Form DEF 14A

- (4) This column includes, for each individual, as applicable, an amount for free cable television, high-speed data and voice services.
- (5) Mr. Carter resigned from the Board effective January 7, 2014.

The Audit Committee's policy requires that the Audit Committee pre-approve audit and non-audit services performed by the independent registered public accounting firm. The Audit Committee may delegate its pre-approval authority to the Chairman or any other member of the Audit Committee. All of the services for which fees were disclosed in the table above were pre-approved under the Audit Committee's pre-approval policy.

Edgar Filing: CABLEVISION SYSTEMS CORP /NY - Form DEF 14A

- (1) For 2013, salaries paid to the named executive officers accounted for the following percentages of their total compensation: Mr. Charles F. Dolan 17%; Mr. James L. Dolan 13%; Mr. Gregg G. Seibert 19%; Mr. David G. Ellen 23%; Mr. Kevin F. Watson 43%; and Ms. Victoria D. Salhus 13%.

the award. The amounts of annual incentive awards actually paid for performance in 2013 are disclosed in the Non-Equity Incentive Plan Compensation column of the Summary Compensation

Edgar Filing: CABLEVISION SYSTEMS CORP /NY - Form DEF 14A

- (2) This reflects (i) a grant of 79,400 shares of restricted stock made on March 8, 2011 that vested on March 8, 2014, (ii) a grant of 249,900 shares of restricted stock made on April 9, 2012 that is scheduled to vest on March 5, 2015, and (iii) a grant of 252,900 shares of restricted stock made on March 7, 2013 that is scheduled to vest on March 7, 2016.
- (3) The prices of unexercised options were adjusted to reflect the impact of both the MSG and AMC Distributions. The MSG Distribution took place in February 2010. The AMC Distribution took place in June

Excess Cash Balance Plan

reaching the maximum 401(k) deferral limit (\$17,500 or \$23,000 if age 50 or over, for 2013) can continue to make pre-tax contributions under the Excess Savings Plan of up to 6% of his eligible pay. In addition, the

Table of Contents

Proxy Statement 2014 - Cablevision

For purposes of Mr. Dolan’s employment agreement, Cause is defined as (1) commission of an act of fraud, embezzlement, misappropriation, willful misconduct, gross negligence or breach of fiduciary duty against the Company or an affiliate thereof, or (2) commission of any act or omission that results in, or may reasonably be expected to result in, a conviction, plea of no contest, plea of nolo contendere or imposition of unadjudicated probation for any crime involving moral turpitude or any felony.

Change in Control means the acquisition, in a transaction or a series of related transactions, by any person or group, other than Charles F. Dolan or members of the immediate family of Charles F. Dolan or trusts for the benefit of Charles F. Dolan or his immediate family (or an entity or entities controlled by any of them) or any employee benefit plan sponsored or maintained by the Company, of (1) the power to direct the management of substantially all the cable television systems then owned by the Company in the New York City Metropolitan Area (as defined), or (2) after any fiscal year of the Company in which all the systems referred to in clause (1) will have contributed in the aggregate less than a majority of the net revenues of the Company and its consolidated subsidiaries, the power to direct the management of the Company and its consolidated subsidiaries, the power to direct the management of the Company or substantially all its assets.

Termination for Good Reason in Mr. Dolan’s employment agreement means that (1) without Mr. Dolan’s consent, (A) Mr. Dolan’s base salary or bonus target is reduced, (B) the Company requires that Mr. Dolan’s principal office be located outside of Nassau County or Manhattan, (C) the Company materially breaches its obligations to Mr. Dolan under his employment agreement, (D) Mr. Dolan is no longer the Chief Executive Officer of the Company, (E) Mr. Dolan no longer reports directly to the Chairman of the Board of Directors of the Company, or (F) Mr. Dolan’s responsibilities are materially diminished, (2) Mr. Dolan has given the Company written notice, referring specifically to this definition, that he does not consent to such action, (3) the Company has not corrected such action within 15 days of receiving such notice, and (4) Mr. Dolan voluntarily terminates his employment within 90 days following the happening of the action described in subsection (1) of this definition.

Gregg G. Seibert

On March 29, 2011, the Company entered into an employment agreement with Mr. Gregg G. Seibert, which replaced his prior employment agreement. The agreement with Mr. Seibert provides for his continued employment as Executive Vice President of the Company through December 31, 2016 at a minimum annual base salary of \$1,500,000 (subject to annual review and potential increase in the discretion of the Compensation Committee) and an annual target bonus equal to 150% of his annual base salary in the discretion of the Compensation Committee. Mr. Seibert also assumed the role of Chief Financial Officer on June 7, 2011. In February 2013, Mr. Seibert was also named Vice Chairman of the Company. He will also be entitled to participate in future long-term cash and equity programs and arrangements that are made available to similarly situated executives of the Company. In light of Mr. Seibert’s contributions

Table of Contents*Proxy Statement 2014 - Cablevision*

to the Company and his promotion to Vice Chairman on February 26, 2013, the Compensation Committee determined to increase Mr. Seibert's annual salary for 2013 to \$1,875,000 and his bonus target to 200% and his long-term incentive award target to \$6 million.

Under the agreement, Mr. Seibert continues to be eligible to participate in the Company's standard employee benefits program, subject to meeting the relevant eligibility requirements, payment of required premiums, and the terms of the plans. If, prior to December 31, 2016 (the Scheduled Expiration Date), Mr. Seibert's employment with the Company is terminated (i) by the Company without Cause, or (ii) by him for Good Reason, then, subject to his execution of a separation agreement with the Company, the Company will provide him with the following benefits and rights:

- (a) A severance payment in an amount determined at the discretion of the Company, but in no event less than two times the sum of his annual base salary and annual target bonus, 60% of which shall be payable to him on the six-month anniversary of his termination date and 40% of which shall be payable to him on the twelve-month anniversary of his termination date;
- (b) A prorated annual bonus for the year in which such termination occurred, payable at the same time as such bonuses are paid to similarly situated employees and based on his then current annual target bonus as well as Company and his business unit performance as determined by the Company in its sole discretion, but without adjustment for his individual performance, plus any unpaid annual bonus for the year prior to the year in which such termination occurred;
- (c) Each of his outstanding long-term cash awards will immediately vest in full (whether or not subject to performance criteria) and shall be payable to him at the same time as such awards are paid to other employees of the Company and the payment amount of such award shall be to the same extent that other similarly situated executives receive payment as determined by the Compensation Committee (subject to satisfaction of any applicable performance criteria), provided that any more favorable provisions of his existing award agreements will apply to the treatment of such awards following a going private transaction (as defined in the award agreements) and following a change of control (as defined in the award agreements), his outstanding awards shall be paid at such time as such awards are paid to active employees of the Company, if such time is earlier than they otherwise would have been paid to him;
- (d) Each of his outstanding restricted stock or restricted stock unit awards granted to him under the plans of the Company shall continue to vest in accordance with their original vesting schedule and payments or deliveries with respect to his restricted stock and restricted stock units shall be made on the original vesting date (or, in the case of restricted stock units, on the original distribution date), and, in the case of restricted stock, the Company will withhold a portion of such awards in an amount sufficient to fund the minimum statutory tax withholding requirements (including, federal, state and

Table of Contents

Proxy Statement 2014 - Cablevision

local income and employment taxes) resulting from the recognition of income in respect of such outstanding restricted stock and make a payroll tax contribution in such amount on his behalf and, in the case of restricted stock units, if his termination of employment occurs on or after October 25th of a particular year, then any such restricted stock units which would otherwise be delivered after termination of his employment during that year will be delivered on the 68th day following his date of termination; and

- (e) Each of his outstanding stock options under the plans of the Company shall continue to vest in accordance with their original vesting schedule and he will have the right to exercise each of those options for the remainder of the term of such option.

If Mr. Seibert ceases to be an employee of the Company prior to the Scheduled Expiration Date as a result of his death, or his physical or mental disability, and at such time Cause does not exist, then, subject to execution of a Separation Agreement (other than in the case of death), he or his estate or beneficiary will be provided with the benefits and rights set forth in (b), (d) and (e) of the preceding paragraph and each of his outstanding long-term cash awards shall immediately vest in full, whether or not subject to performance criteria and shall be payable on the 90th day after the termination of his employment, provided, that if any such award is subject to any performance criteria, then (i) if the measurement period for such performance criteria has not yet been fully completed, then the payment amount will be at the target amount for such award, and (ii) if the measurement period for such performance criteria has already been fully completed, then the payment amount of such award will be to the same extent that other similarly situated executives receive payment as determined by the Compensation Committee (subject to the satisfaction of the applicable performance criteria). Notwithstanding the foregoing, if provided for in the applicable stock option, restricted stock or restricted stock unit awards, his stock option, restricted stock and restricted stock unit awards will vest in full (and shares subject to restricted stock units will be distributed) at the time of his death.

If after the Scheduled Expiration Date, Mr. Seibert's employment with the Company is terminated for any reason by him upon at least twelve months written notice, such notice to be effective no earlier than the first day after the Scheduled Expiration Date, and at the time of such termination Cause does not exist, then, subject to his execution of a separation agreement with the Company, he will be provided with the benefits and rights set forth in (b)-(e) of the second preceding paragraph.

Except as otherwise set forth in the employment agreement, upon the termination of Mr. Seibert's employment with the Company, any outstanding long-term cash or equity awards will be treated in accordance with their terms and Mr. Seibert will not be eligible for severance benefits under any other plan, program or policy of the Company.

The employment agreement contains certain covenants by Mr. Seibert including a noncompetition agreement that restricts Mr. Seibert's ability to engage in competitive activities until the first anniversary of the termination of his employment with the Company.

Table of Contents*Proxy Statement 2014 - Cablevision*

For purposes of Mr. Seibert's employment agreement, "Cause" means his (i) commission of an act of fraud, embezzlement, misappropriation, willful misconduct, gross negligence or breach of fiduciary duty against the Company or an affiliate thereof, or (ii) commission of any act or omission that results in a conviction, plea of no contest, plea of nolo contendere, or imposition of unadjudicated probation for any crime involving moral turpitude or any felony. "Good Reason" means that (1) without his written consent, (A) his base salary or annual target bonus (as each may be increased from time to time in the Company's sole discretion) is reduced, (B) his title (as in effect from time to time) is diminished, (C) he reports directly to someone other than James L. Dolan (or if James L. Dolan is no longer the Chief Executive Officer of the Company, to someone other than the Chairman of the Board of Directors of the Company), (D) the Company requires that his principal office be located outside of Nassau County or the Borough of Manhattan, (E) the Company materially breaches its obligations under the agreement, or (F) his responsibilities as in effect immediately after the date of the agreement, taken together with any additional material responsibilities which are thereafter assigned to him and which are intended to continue at least through the Scheduled Expiration Date, are thereafter materially diminished, (2) he has given the Company written notice that he does not consent to such action, (3) the Company has not corrected such action within 15 days of receiving such notice, and (4) he voluntarily terminates his employment with the Company within 90 days following the happening of the action described in subsection (1) above.

David G. Ellen

On February 1, 2012, the Company entered into an employment agreement with Mr. David G. Ellen which replaced his prior employment agreement. In April 2014, we entered into a letter agreement with Mr. David G. Ellen which amended his prior employment agreement to extend the scheduled expiration date by two years to December 31, 2018, as described in more detail below. The February 2012 employment agreement with Mr. Ellen provided for his continued employment as Executive Vice President and General Counsel of the Company through December 31, 2016 at a minimum annual base salary of \$850,000 (subject to annual review and potential increase in the discretion of the Compensation Committee) and an annual target bonus equal to at least 95% of his annual base salary in the discretion of the Compensation Committee. It further provided that he would be entitled to participate in future long-term cash and equity programs and arrangements that are made available to similarly situated executives of the Company. In light of Mr. Ellen's contributions to the Company, on February 26, 2013, the Compensation Committee approved an increase to Mr. Ellen's annual salary for 2013 to \$1,200,000, his bonus target to 150% and his long-term incentive award target to \$3 million. In December 2013, upon the retirement of Victoria D. Salhus as Secretary of the Company, the Board of Directors appointed Mr. Ellen as Secretary of the Company.

Under the employment agreement, Mr. Ellen continues to be eligible to participate in the Company's standard employee benefits program, subject to meeting the relevant eligibility requirements, payment of required premiums, and the terms of the plans.

Table of Contents

Proxy Statement 2014 - Cablevision

If, prior to December 31, 2018 (the Scheduled Expiration Date), Mr. Ellen's employment with the Company is terminated (i) by the Company without Cause, or (ii) by him for Good Reason, then, subject to his execution of a separation agreement with the Company, the Company will provide him with the following benefits and rights:

- (a) A severance payment in an amount equal to two times the sum of his annual base salary and annual target bonus, 60% of which shall be payable to him on the six-month anniversary of his termination date and 40% of which shall be payable to him on the twelve-month anniversary of his termination date;
- (b) A prorated annual bonus for the year in which such termination occurred, payable at the same time as such bonuses are paid to similarly situated employees and based on his then current annual target bonus as well as Company and his business unit performance as determined by the Company in its sole discretion, but without adjustment for his individual performance, plus any unpaid annual bonus for the year prior to the year in which such termination occurred;
- (c) Each of his outstanding long-term cash awards will immediately vest in full (whether or not subject to performance criteria) and shall be payable to him at the same time as such awards are paid to active employees of the Company and the payment amount of such award shall be to the same extent that other similarly situated active executives receive payment as determined by the Compensation Committee (subject to satisfaction of any applicable performance criteria), provided that any more favorable provisions of his existing award agreements will apply to the treatment of such awards following a going private transaction (as defined in the award agreements) and provide, further, that following a change of control (as defined in the award agreements), his outstanding awards shall be paid at such time as such awards are paid to active employees of the Company, if such time is earlier than they otherwise would have been paid to him;
- (d) Each of his outstanding restricted stock or restricted stock unit awards granted to him under the plans of the Company shall continue to vest in accordance with their original vesting schedule and payments or deliveries with respect to his restricted stock and restricted stock units shall be made on the original vesting date (or, in the case of restricted stock units, on the original distribution date), and, in the case of restricted stock, the Company will withhold a portion of such awards in an amount sufficient to fund the minimum statutory tax withholding requirements (including, federal, state and local income and employment taxes) resulting from the recognition of income in respect of such outstanding restricted stock and make a payroll tax contribution in such amount on his behalf; and
- (e) Each of his outstanding stock options under the plans of the Company shall continue to vest in accordance with their original vesting schedule and he will have the right to exercise each of those options for the remainder of the term of such option.

Table of Contents

Proxy Statement 2014 - Cablevision

If Mr. Ellen ceases to be an employee of the Company prior to the Scheduled Expiration Date as a result of his death, or his physical or mental disability, and at such time Cause does not exist, then, subject to execution of a Separation Agreement (other than in the case of death), he or his estate or beneficiary will be provided with the benefits and rights set forth in (b), (d) and (e) of the preceding paragraph and each of his outstanding long-term cash awards shall immediately vest in full, whether or not subject to performance criteria and shall be payable on the 90th day after the termination of his employment, provided, that if any such award is subject to any performance criteria, then (i) if the measurement period for such performance criteria has not yet been fully completed, then the payment amount will be at the target amount for such award, and (ii) if the measurement period for such performance criteria has already been fully completed, then the payment amount of such award will be to the same extent that other similarly situated executives receive payment as determined by the Compensation Committee (subject to the satisfaction of the applicable performance criteria).

Except as otherwise set forth in the employment agreement, upon the termination of Mr. Ellen's employment with the Company, any outstanding long-term cash or equity awards will be determined in accordance with their terms and Mr. Ellen will not be eligible for severance benefits under any other plan, program or policy of the Company.

The employment agreement contains certain covenants by Mr. Ellen including a noncompetition agreement that restricts Mr. Ellen's ability to engage in competitive activities until the first anniversary of the termination of his employment with the Company.

For purposes of Mr. Ellen's employment agreement, Cause means his (i) commission of an act of fraud, embezzlement, misappropriation, willful misconduct, gross negligence or breach of fiduciary duty against the Company or an affiliate thereof, or (ii) commission of any act or omission that results in a conviction, plea of no contest, plea of nolo contendere, or imposition of unadjudicated probation for any crime involving moral turpitude or any felony. Good Reason means that (1) without his written consent, (A) his base salary or annual target bonus (as each may be increased from time to time in the Company's sole discretion) is reduced, (B) his title (as in effect from time to time) is diminished, (C) he reports directly to someone other than the Chief Executive Officer of the Company, (D) the Company requires that his principal office be located outside of Nassau County or the Borough of Manhattan, (E) the Company materially breaches its obligations under the agreement, or (F) his responsibilities as in effect immediately after the date of the agreement are thereafter materially diminished, (2) he has given the Company written notice that he does not consent to such action, (3) the Company has not corrected such action within 15 days of receiving such notice, and (4) he voluntarily terminates his employment with the Company within 90 days following the happening of the action described in subsection (1) above.

The April 2014 letter agreement with Mr. Ellen amended his employment agreement to (1) reflect Mr. Ellen's current title as Executive Vice President, General Counsel and Secretary, (2) reflect Mr. Ellen's current salary of \$1,200,000, and (3) extend the Scheduled Expiration Date to December 31, 2018.

Table of Contents

Proxy Statement 2014 - Cablevision

Termination and Severance

As described in *Compensation Discussion and Analysis – Post-Termination Compensation*, payments may be made to employees upon the termination of their employment with the Company depending upon the circumstances of their termination, which include termination by the Company without cause, termination by the employee for good reason, other voluntary termination by the employee, retirement, death, disability, or termination following a change in control of the Company or following a going-private transaction.

Generally, for the named executive officers, their employment agreements address some of these circumstances. For a description of termination provisions in the employment agreements, see *Employment Agreements* above. In addition, the award agreements for the long-term incentives also address some of these circumstances. If an employment agreement provides for the treatment of any award upon the termination of employment, the terms of any applicable award agreements will not supersede the terms of the employment agreement unless otherwise provided in the employment agreement or the award agreement.

Award Agreements

Under the applicable award agreements, vesting of restricted stock and stock options granted to employees, including the named executive officers, may be affected upon a change of control of the Company or a going private transaction (as defined in Rule 13e-3 of the Securities Exchange Act of 1934). A change of control is defined as the acquisition by any person or group, other than Charles F. Dolan or members of his immediate family (or trusts for the benefit of Charles F. Dolan or his immediate family) or any employee benefit plan sponsored or maintained by the Company, of (1) the power to direct the management of substantially all of the cable television systems then owned by the Company in the New York City metropolitan area, or (2) after any fiscal year of the Company in which the Company's cable television systems in the New York City metropolitan area contributed in the aggregate less than a majority of the net revenues of the Company and its consolidated subsidiaries, the power to direct the management of the Company or substantially all of its assets. Upon a change in control, as defined, the restricted stock shall immediately vest and become payable and stock options shall immediately vest and become exercisable. Upon a going private transaction, the restricted stock and stock options may be converted into either a right to receive an amount of cash based upon the highest price per share of the Company's Class A common stock paid in the going private transaction, or, as long as the surviving entity is a public company, into a corresponding award with equivalent profit potential in the surviving entity, at the election of the Compensation Committee. Following a going private transaction, the award of restricted stock and stock options will become payable on the earlier to occur of (1) the date on which the award was originally scheduled to vest, or (2) the date on which the recipient's employment with the Company or the surviving entity is terminated (A) by the Company or the surviving entity other than for cause, or (B) by the recipient for good reason, if such termination occurs within three years after the going private transaction, or by the

Table of Contents*Proxy Statement 2014 - Cablevision*

recipient for any reason if such termination occurs at least six months, but not more than nine months, after completion of the going private transaction. In addition, the amount payable under the award agreement will include interest from the date of the going private transaction.

Under the applicable award agreements, vesting of restricted stock and stock options granted to employees, including the named executive officers, may be accelerated in certain other circumstances. Under stock option award agreements, upon termination for cause, the entire award is forfeited. Upon termination by the Company without cause, termination by the employee, death, disability or retirement, the unvested portion of the award is forfeited; provided, however, that only with respect to stock options granted in 2006 and 2009, upon death, the entire award is immediately vested. Depending on the type of termination and specific option grant, the time to exercise the vested portion varies from 90 days to three years. With respect to stock options granted in March 2009, depending on the type of termination, the time to exercise the vested option varies from 90 days to the remainder of the term. In no event is this period later than the expiration date, except in the case of death, in which case the time to exercise may be extended for one year after the expiration date. Under restricted stock award agreements, upon any termination for any reason prior to the third anniversary of the grant date other than death or change of control or going private transaction, the entire award is forfeited; upon death, the entire award is immediately vested.

Under the applicable award agreements for performance awards, upon termination for cause, the entire award is forfeited. Upon a change in control, the target performance award vests and is immediately payable, regardless of the performance objectives. Upon any termination for any reason prior to the payment date other than death, the entire performance award is forfeited. Upon death before the end of the performance period, a pro rata portion of the performance award will vest and be immediately payable; upon death after the end of the performance period but prior to the payment date, the entire performance award will be payable upon the payment date. In the event of a going private transaction, the target performance award will be payable regardless of the performance objectives on the earliest to occur of (1) the date on which the award was originally scheduled to vest, (2) the recipient's death, or (3) the date on which the recipient's employment with the Company, the surviving entity or one of their subsidiaries is terminated (A) by the Company, the surviving entity or one of their subsidiaries other than for cause, or (B) by the recipient for good reason, provided that the recipient remains in the continuous employ of the Company through that date.

Quantification of Termination and Severance

The following tables set forth a quantification of estimated severance and other benefits payable to the named executive officers under various circumstances regarding the termination of their employment. In calculating these severance estimates and amounts and other payments, we have taken into consideration or otherwise assumed the following:

Termination of employment occurred after the close of business on December 31, 2013.

Table of Contents

Proxy Statement 2014 - Cablevision

We have valued equity awards using the closing market price of Class A common stock on the New York Stock Exchange on December 31, 2013, of \$17.93.

We have valued stock options at their intrinsic value, equal to the difference between \$17.93 and the per share exercise price, multiplied by the number of shares underlying the stock options.

Where applicable, we have included in the calculation of the value of equity awards the payment of any quarterly dividends declared through December 31, 2013.

In the event of termination of employment, the payment of certain long-term incentive awards and other amounts may be delayed, depending upon the terms of each specific award agreement, the provisions of the applicable named executive officer's employment agreement and the applicability of Section 409A. In quantifying aggregate termination payments, we have not taken into account the timing of the payments and we have not discounted the value of payments that would be made over time, except where otherwise disclosed.

We have assumed that all performance metrics for performance-based awards are achieved (but not exceeded).

Benefits Payable As a Result of Voluntary Termination of Employment by Employee

In the event of voluntary termination by a named executive officer, none of the named executive officers would have been entitled to any payments at December 31, 2013 other than any payments or awards that were vested at December 31, 2013 or any pension or other vested retirement benefits.

Benefits Payable As a Result of Termination of Employment Due to Retirement

In the event of termination due to retirement, none of the named executive officers would have been entitled to any payments at December 31, 2013 other than any payments or awards that were vested at December 31, 2013 or any pension or other vested retirement benefits. Ms. Victoria D. Salhus retired on December 30, 2013, and upon her retirement was entitled to a severance payment of \$1,512,108 and an additional payment of \$60,000 representing the cost of COBRA continuation coverage for 18 months. In addition, her outstanding unvested restricted stock awards (including AMC restricted stock) and unvested stock options vested on December 31, 2013, and the options will remain exercisable for three years from that date. The value of Ms. Salhus' unvested restricted stock awards (including AMC restricted stock) at December 31, 2013 was \$1,042,830 and unvested stock options was \$199,600 at December 31, 2013. In connection with her retirement, Ms. Salhus agreed to be bound by certain non-solicitation, non-disparagement and confidentiality obligations.

Table of Contents*Proxy Statement 2014 - Cablevision****Benefits Payable As a Result of Termination of Employment by the Company for Cause***

In the event of termination by the Company for Cause, none of the named executive officers would have been entitled to any payments at December 31, 2013 other than any payments or awards that were vested at December 31, 2013 or any pension or other vested retirement benefits.

Benefits Payable As a Result of Termination of Employment by the Company Without Cause*

	Charles F. Dolan	James L. Dolan	Gregg G. Seibert	David G. Ellen	Kevin F. Watson
Elements					
Severance		\$ 12,000,000(1)	\$ 11,250,000(1)	\$ 6,000,000(1)	
Most recent bonus		\$ 5,152,606	\$ 4,815,158	\$ 2,302,236	
Unvested restricted stock		\$ 6,253,740(2)	\$ 8,047,814(3)	\$ 3,769,921(4)	
Unvested stock options		\$ 11,275,600(5)	\$ 1,687,800(6)	\$ 897,800(6)	
Unvested performance options					
Performance awards		\$ 7,786,000(7)	\$ 5,550,000(7)	\$ 2,600,000(7)	
2009 Retention award					
Deferred compensation award					
Consulting arrangements					
Additional retirement benefit					
Health insurance benefits					
Executive life insurance premiums					

* The amounts in this table do not include any payments or awards which were vested at December 31, 2013 or any pension or other vested retirement benefits.

- (1) Represents severance equal to two times the sum of salary and target bonus.
- (2) Represents full vesting of the 2011 and 2012 grants of 78,800 and 248,200 shares of restricted stock, respectively, with a value of \$1,542,904 and \$4,710,836, respectively.
- (3) Represents full vesting of the 2011, 2012 and 2013 grants of 54,400, 167,700 and 203,700 shares of restricted stock, respectively, with a value of \$1,065,152, \$3,208,101 and \$3,774,561, respectively.
- (4) Represents full vesting of the 2011, 2012, and 2013 grants of 24,000, 73,800 and 101,900 shares of restricted stock, respectively, with a value of \$469,920, \$1,411,794 and \$1,888,207, respectively.
- (5) Represents full vesting of the unvested portion of the 2012 and 2013 grants of 843,900 and 2,000,000 stock options, respectively, with a value of \$3,375,600 and \$7,900,000, respectively.

- (6) Represents full vesting of the unvested portion of the 2012 grant of stock options.

- (7) Represents full vesting of the 2012 and 2013 performance awards.

Table of Contents*Proxy Statement 2014 - Cablevision****Benefits Payable As a Result of Termination of Employment by Employee For Good Reason****

Elements	Charles F. Dolan	James L. Dolan	Gregg G. Seibert	David G. Ellen	Kevin F. Watson
Severance		\$ 12,000,000(1)	\$ 11,250,000(1)	\$ 6,000,000(1)	
Most recent bonus		\$ 5,152,606	\$ 4,815,158	\$ 2,302,236	
Unvested restricted stock		\$ 6,253,740(2)	\$ 8,047,814(3)	\$ 3,769,921(4)	
Unvested stock options		\$ 11,275,600(5)	\$ 1,687,800(6)	\$ 897,800(6)	
Unvested performance options					
Performance awards		\$ 7,786,000(7)	\$ 5,500,000(7)	\$ 2,600,000(7)	
2009 Retention award					
Deferred compensation award					
Consulting arrangements					
Balance under special retirement account					
Health insurance benefits					
Executive life insurance premiums					

* The amounts in this table do not include any payments or awards which were vested at December 31, 2013 or any pension or other vested retirement benefits.

- (1) Represents severance equal to two times the sum of salary and target bonus.
- (2) Represents full vesting of the 2011 and 2012 grants of 78,800 and 248,200 shares of restricted stock, respectively, with a value of \$1,542,904 and \$4,710,836, respectively.
- (3) Represents full vesting of the 2011, 2012 and 2013 grants of 54,400, 167,700 and 203,700 shares of restricted stock, respectively, with a value of \$1,065,152, \$3,208,101 and \$3,774,561, respectively.
- (4) Represents full vesting of the 2011, 2012 and 2013 grants of 24,000, 73,800 and 101,900 shares of restricted stock, respectively, with a value of \$469,920, \$1,411,794 and \$1,888,207, respectively.
- (5) Represents full vesting of the unvested portion of the 2012 and 2013 grants of 843,900 and 2,000,000 stock options, respectively, with a value of \$3,375,600 and \$7,900,000, respectively.
- (6) Represents full vesting of the unvested portion of the 2012 grant of stock options.
- (7) Represents full vesting of the 2012 and 2013 performance awards.

Table of Contents

Proxy Statement 2014 - Cablevision

Benefits Payable As a Result of Termination of Employment Due to Death*

	Charles F.	James L.	Gregg G.	David G.	Kevin F.
	Dolan	Dolan	Seibert	Ellen	Watson
Elements					
Severance					
Salary	\$ 1,664,000(1)				
Most recent bonus		\$ 5,152,606	\$ 4,815,158	\$ 2,302,236	
Unvested restricted stock	\$ 10,983,991(2)	\$ 6,253,740(3)	\$ 8,047,814(4)	\$ 3,769,921(5)	\$ 752,231(6)
Unvested stock options	\$ 3,495,200(7)	\$ 11,275,600(8)	\$ 1,687,800(7)	\$ 897,800(7)	\$ 191,600(7)
Unvested performance options					
Performance awards	\$ 3,725,000(9)	\$ 7,786,000(10)	\$ 5,500,000(10)	\$ 2,600,000(10)	\$ 243,333(9)
2009 Retention award					
Performance retention award					
Deferred compensation award					
Consulting arrangements					
Additional retirement benefit					
Health insurance benefits					
Executive life insurance premiums					

* The amounts in this table do not include any payments or awards which were vested at December 31, 2013 or any pension or other vested retirement benefits.

- (1) Represents one year of base salary.
- (2) Represents full vesting of the 2011, 2012 and 2013 grants of 79,400, 249,900 and 252,900 shares of restricted stock, respectively, with a value of \$1,554,652, \$4,743,102 and \$4,686,237, respectively.
- (3) Represents full vesting of the 2012 and 2013 grants of 78,800 and 248,200 shares of restricted stock, respectively, with a value of \$1,542,904 and \$4,710,836, respectively.
- (4) Represents full vesting of the 2011, 2012 and 2013 grants of 54,400, 167,700 and 203,700 shares of restricted stock, respectively, with a value of \$1,065,152, \$3,208,101 and \$3,774,561, respectively.
- (5) Represents full vesting of the 2011, 2012 and 2013 grants of 24,000, 73,800 and 101,900 shares of restricted stock, respectively, with a value of \$469,920, \$1,411,794 and \$1,888,207, respectively.
- (6) Represents full vesting of the 2011, 2012 and 2013 grants of 6,600, 16,100 and 17,000 shares of restricted stock, respectively, with a value of \$129,228, \$307,993 and \$315,010, respectively.
- (7) Represents full vesting of the unvested portion of the 2012 grant of stock options.

- (8) Represents full vesting of the unvested portion of the 2012 and 2013 grants of 843,900 and 2,000,000 stock options, respectively, with a value of \$3,375,600 and \$7,900,000, respectively.
- (9) Represents pro rata vesting of the 2012 and 2013 performance awards.
- (10) Represents the full vesting of the 2012 and 2013 performance awards.

Table of Contents*Proxy Statement 2014 - Cablevision****Benefits Payable As a Result of Termination of Employment Due to Disability****

Elements	Charles F. Dolan	James L. Dolan	Gregg G. Seibert	David G. Ellen	Kevin F. Watson
Severance					
Salary	\$ 1,664,000(1)				
Most recent bonus		\$ 5,152,606	\$ 4,815,158	\$ 2,302,236	
Unvested restricted stock		\$ 6,253,740(2)	\$ 8,047,814(3)	\$ 3,769,921(4)	
Unvested stock options		\$ 11,275,600(5)	\$ 1,687,800(6)	\$ 897,800(7)	
Unvested performance options					
Performance awards		\$ 7,786,000(8)	\$ 5,500,000(8)	\$ 2,600,000(8)	
2009 retention award					
Deferred compensation award					
Consulting arrangements					
Additional retirement benefit					
Health insurance benefits	\$ 17,070(9)				
Executive life insurance premiums					

* The amounts in this table do not include any payments or awards which were vested at December 31, 2013 or any pension or other vested retirement benefits.

- (1) Represents one year of base salary.
- (2) Represents full vesting of the 2011 and 2012 grants of 78,800 and 248,200 shares of restricted stock, respectively, with a value of \$1,542,904 and \$4,710,836, respectively.
- (3) Represents full vesting of the 2011, 2012 and 2013 grants of 54,400, 167,700 and 203,700 shares of restricted stock, respectively, with a value of \$1,065,152, \$3,208,101 and \$3,774,561, respectively.
- (4) Represents full vesting of the 2011, 2012 and 2013 grants of 24,000, 73,800 and 101,900 shares of restricted stock, respectively, with a value of \$469,920, \$1,411,794 and \$1,888,207, respectively.
- (5) Represents full vesting of the unvested portion of the 2012 and 2013 grants of 843,900 and 2,000,000 stock options, respectively, with a value of \$3,375,600 and \$7,900,000, respectively.
- (6) Represents full vesting of the unvested portion of the 2012 grant of 421,950 stock options.
- (7) Represents full vesting of the unvested portion of the 2012 grant of 224,450 stock options.
- (8) Represents full vesting of the 2012 and 2013 performance awards.

- (9) Represents payment of his medical and dental insurance for one year.

70

Table of Contents

Proxy Statement 2014 - Cablevision

Benefits Payable As a Result of Termination of Employment In Connection with a Change in Control or Going Private Transaction(1)*

	Charles F. Dolan(2)	James L. Dolan(3)	Gregg G. Seibert(4)	David G. Ellen(5)	Kevin F. Watson(6)
Elements					
Severance		\$ 12,000,000(7)	\$ 11,250,000(7)	\$ 6,000,000(7)	
Most recent bonus		\$ 5,152,606	\$ 4,815,156	\$ 2,302,236	
Unvested restricted stock	\$ 10,983,991	\$ 6,253,740	\$ 8,047,814	\$ 3,769,921	\$ 752,231
Unvested stock options	\$ 3,495,200	\$ 11,275,600	\$ 1,687,800	\$ 897,800	\$ 191,600
Unvested performance options					
Performance awards	\$ 11,830,000	\$ 12,136,000	\$ 8,500,000	\$ 3,920,000	\$ 730,000
2009 Retention award					
Deferred compensation award					
Consulting arrangements					
Additional retirement benefit					
Health insurance benefits					
Executive life insurance premiums					

* The amounts in this table do not include any payments or awards which were vested at December 31, 2013 or any pension or other vested retirement benefits.

- (1) The numbers presented in this table reflect amounts payable as a result of a qualifying termination of employment by the executive or the Company following a change in control. The amounts payable as a result of a qualifying termination of employment by the executive or the Company following a going private transaction are generally equal to or less than the amounts payable as a result of a qualifying termination of employment by the executive or the Company following a change in control. For specific information about payments for a termination following a going private transaction, see Notes (2) to (6) below.
- (2) If a change in control of the Company were to occur, but Mr. Charles F. Dolan's employment was not terminated, he would nevertheless be entitled to receive the following upon consummation of the change in control: (i) vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$11,830,000; (ii) vesting of all of his outstanding unvested restricted stock (582,200 shares) with a value of \$10,983,991; and (iii) vesting of all of his outstanding unvested stock options (873,800 options) with a value of \$3,495,200. In the event of a qualifying termination of his employment by Mr. Charles F. Dolan or by the Company following a going private transaction, Mr. Charles F. Dolan would be entitled to receive the following (in addition to all previously vested amounts): (i) vesting of all of his outstanding unvested restricted stock (582,200 shares) with a value of \$10,983,991; (ii) vesting of all of his outstanding unvested stock options (873,800 options) with a value of \$3,495,200; and (iii) the full vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$11,830,000. If a going private transaction were to occur but Mr. Charles F. Dolan's employment was not terminated, he would nevertheless be entitled to receive the full amount of his 2011 performance award of \$4,380,000.
- (3) If a change in control of the Company were to occur but Mr. James L. Dolan's employment was not terminated, he would nevertheless be entitled to receive the following upon consummation of the change in control: (i) vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$12,136,000; (ii) vesting of all of his outstanding unvested restricted stock (327,000 shares) with a value of \$6,253,470; and (iii) vesting of all of his outstanding unvested stock options (2,843,900 options) with a value of \$11,275,600. If Mr. James L. Dolan's employment were terminated by the Company, or by him, following a

Table of Contents

Proxy Statement 2014 - Cablevision

going private transaction, it would be treated as a termination by the Company without cause and he would be entitled to receive payments in the same amounts that are set forth in that table. If a going private transaction were to occur but Mr. James L. Dolan's employment was not terminated, he would nevertheless be entitled to receive the full amount of his 2011 performance award of \$4,350,000.

- (4) If a change in control of the Company were to occur but Mr. Seibert's employment was not terminated, he would nevertheless be entitled to receive the following upon consummation of the change in control: (i) vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$8,500,000; (ii) vesting of all of his outstanding unvested restricted stock (425,800 shares) with a value of \$8,047,814; and (iii) vesting of all of his outstanding unvested stock options (421,950 options) with a value of \$1,687,800. If a change in control or a going private transaction of the Company were to occur and there was a qualifying termination of Mr. Seibert's employment by the Company, or by him, he would be entitled to receive: (i) vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$8,500,000; (ii) vesting of all of his outstanding unvested restricted stock (425,800 shares) with a value of \$8,047,814; and (iii) vesting of all of his outstanding unvested stock options (421,950 options) with a value of \$1,687,800. If a going private transaction were to occur but Mr. Seibert's employment was not terminated, he would nevertheless be entitled to receive the full amount of his 2011 performance award of \$3,000,000.
- (5) If a change in control of the Company were to occur but Mr. Ellen's employment was not terminated, he would nevertheless be entitled to receive the following upon consummation of the change in control: (i) vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$3,920,000; (ii) vesting of all of his outstanding unvested restricted stock (199,700 shares) with a value of \$3,769,921; and (iii) vesting of all of his outstanding unvested stock options (224,450 options) with a value of \$897,900. If a change in control or a going private transaction of the Company were to occur and there was a qualifying termination of Mr. Ellen's employment by the Company, or by him, he would be entitled to receive: (i) vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$3,920,000; (ii) vesting of all of his outstanding unvested restricted stock (199,700 shares) with a value of \$3,769,921; and (iii) vesting of all of his outstanding unvested stock options (224,450 options) with a value of \$897,900. If a going private transaction were to occur but Mr. Ellen's employment was not terminated, he would nevertheless be entitled to receive the full amount of his 2011 performance award of \$1,320,000.
- (6) If a change in control of the Company were to occur but Mr. Watson's employment was not terminated, he would nevertheless be entitled to receive the following upon consummation of the change in control: (i) vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$730,000; (ii) vesting of all of his outstanding unvested restricted stock (39,700 shares) with a value of \$752,231; and (iii) vesting of all of his outstanding unvested stock options (47,900 options) with a value of \$191,600. If a change in control or a going private transaction of the Company were to occur and there was a qualifying termination of Mr. Watson's employment by the Company, or by him, he would be entitled to receive: (i) vesting of his 2011, 2012 and 2013 performance awards equal to a value of \$730,000; (ii) vesting of all of his outstanding unvested restricted stock (39,700 shares) with a value of \$752,231; and (iii) vesting of all of his outstanding unvested stock options (47,900 options) with a value of \$191,600. If a going private transaction were to occur but Mr. Watson's employment was not terminated, he would nevertheless be entitled to receive the full amount of his 2011 performance award of \$240,000.
- (7) Represents severance equal to two times the sum of his salary and target bonus.

Table of Contents*Proxy Statement 2014 - Cablevision***Equity Compensation Plan Information**

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (1)(2)(a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (b)(3)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))(2) (c)
Equity compensation plans approved by security holders			
Class A common stock	16,195,369	\$ 12.98	16,714,678
Equity compensation plans not approved by security holders			
Total	16,195,369	\$ 12.98	16,714,678

(1) Includes the following plans: the 1996 Amended and Restated Employee Stock Plan, the 1996 Stock Plan for Non-Employee Directors, the 2006 Employee Stock Plan and the 2006 Stock Plan for Non-Employee Directors. 635,549 shares of this amount relate to options held by AMC and MSG employees, 406,216 shares of this amount relate to restricted stock units held by non-employee directors. Does not include 6,205,213 shares of restricted stock issued under the 2006 Employee Stock Plan that were not yet vested at December 31, 2013.

(2) In the first quarter of 2014, the Compensation Committee granted awards covering an aggregate of 2,557,160 restricted shares and options to purchase an aggregate of 2,000,000 shares. The shares covered by these awards and options are not reflected as outstanding in column (a) and the number of shares remaining available for future issuance in column (c) has not been reduced to reflect these shares.

(3) Represents the weighted-average exercise price of 15,789,153 outstanding stock options.

PROPOSAL 3***Approval of Cablevision Systems Corporation Amended and Restated 2006 Employee Stock Plan***

On March 17, 2014, our Compensation Committee, subject to approval by our stockholders, approved amendments to the Cablevision Systems Corporation 2006 Employee Stock Plan to make certain minor changes, as discussed below. The amendments to the 2006 Employee Stock Plan would not increase the number of shares of Class A common stock available for issuance under the plan.

The Amended 2006 Employee Stock Plan is being submitted to stockholders for approval so that the Company may continue to grant certain tax deductible awards under Section 162(m) of the Internal Revenue Code. Section 162(m) requires that the plan be reapproved every five years. The Amended 2006 Employee Stock Plan would permit the

Company to continue to grant performance-based restricted stock (and restricted stock unit) awards as qualified performance-based compensation as defined under the regulations interpreting Section 162(m). Section 162(m) limits the deductibility of compensation in excess of \$1

Table of Contents

Proxy Statement 2014 - Cablevision

million paid by a publicly traded corporation to certain covered employees unless it is qualified performance-based compensation. If the Amended 2006 Employee Stock Plan is not approved by our stockholders, then our grant of restricted stock (and restricted stock unit) awards under the 2006 Employee Stock Plan would not be qualified performance-based compensation even if the awards had performance conditions and accordingly would not be tax deductible by the Company to the extent those awards and any other compensation which is not qualified performance-based compensation received by a covered employee exceeds \$1 million. Even if stockholders approve the Amended 2006 Employee Stock Plan, we reserve the right to pay our employees, including recipients of awards under the Amended 2006 Employee Stock Plan, amounts which may or may not be deductible under Section 162(m) or other provisions of the Internal Revenue Code.

The text of the Amended 2006 Employee Stock Plan is set forth in Exhibit A to this proxy statement, and the following discussion is qualified in its entirety by reference to Exhibit A.

Historic Burn Rate and Potential Dilution

We believe that the shares currently available for issuance under the Amended 2006 Employee Stock Plan will provide sufficient shares for our equity-based compensation needs for approximately three years following the date the plan is approved by stockholders. We are not proposing an increase in the number of authorized shares. Our equity-based compensation model, including the broad-based participation of our employees and the equity compensation paid to our executive officers and members of management, results in a burn rate as indicated in the chart below:

	2011	2012	2013	Total/Average
(a) Restricted shares granted(1)	1,283,500	3,100,930	3,287,460	7,671,890/2,557,297
(b) Shares underlying options granted(1)	0	12,783,000	2,000,000	14,783,000/4,927,667
(c) Total shares underlying equity-based awards granted (a+b)(1)	1,283,500	15,883,930	5,287,460	22,454,890/7,484,964
(d) Weighted average basic shares outstanding	276,369,000	262,258,000	260,763,000	799,390,000/266,463,333
(e) Burn rate (c/d)(2)	0.46%	6.06%	2.03%	8.55%/2.81%

(1) Reflects the gross number of shares underlying awards made to employees during the respective year.

(2) Not adjusted for forfeiture, withholding and expirations, which would reduce the burn rate if taken into account.

Our Compensation Committee recognizes that, as commonly calculated, the total potential dilution or overhang from the Amended 2006 Employee Stock Plan is 13.6%. The overhang is calculated as follows, in each case as of March 28, 2014: (x) the sum of (a) 12,335,738 shares remaining available under the Amended 2006 Employee Stock Plan and (b) 24,349,235 shares underlying outstanding awards (16,845,965 of which are options), divided by (y) 270,501,494 shares outstanding. Our Compensation Committee also takes into account the relevant accounting and tax impact of all potential forms of equity awards in designing our grants. As

Table of Contents

Proxy Statement 2014 - Cablevision

discussed above in the Compensation Discussion and Analysis, we believe that the grant of equity awards that vest over time provides executive officers with an incentive to improve the Company's stock price performance and a direct alignment with stockholders' interests, as well as a continuing stake in the long-term success of the Company. For additional information with respect to our outstanding equity-based awards, please see Note 14 to the Consolidated Financial Statements included in our Annual Report on Form 10-K.

Highlights of Specific Changes

If approved, the Amended 2006 Employee Stock Plan would make the following primary changes to the plan, which we think reflect best practices:

Performance Criteria. The performance criteria to which certain awards may be subject will be updated to reflect the Company's current business.

Clawback. Any award which is subject to recovery under applicable law will be subject to such deductions and clawback as is required under such law.

Overview

The purpose of the Amended 2006 Employee Stock Plan is to compensate employees of the Company and its affiliates who are and have been largely responsible for the management and growth of the business of the Company and its affiliates and to advance the interest of the Company by encouraging and enabling the acquisition of a personal proprietary interest in the Company by employees upon whose judgment and keen interest the Company and its affiliates are largely dependent for the successful conduct of their operations. It is anticipated that the acquisition of such a proprietary interest in the Company will stimulate the efforts of these employees on behalf of the Company and its affiliates, and strengthen their desire to remain with the Company and its affiliates. It is also expected that the opportunity to acquire such a proprietary interest will enable the Company and its affiliates to attract and retain desirable personnel. The Amended 2006 Employee Stock Plan provides for grants of incentive stock options, non-qualified stock options, stock appreciation rights, restricted shares, restricted stock units and other equity-based awards (collectively, "Awards").

The adoption of the Amended 2006 Employee Stock Plan as amended and restated is expressly conditioned upon the approval of our stockholders. In the event that stockholders do not approve the Amended 2006 Employee Stock Plan, then the 2006 Employee Stock Plan will remain in place without any of the changes contemplated by the Amended 2006 Employee Stock Plan. The Amended 2006 Employee Stock Plan will terminate on May 21, 2019 (unless earlier terminated by the Board of Directors or the Compensation Committee). The termination of the Amended 2006 Employee Stock Plan will not affect previously granted Awards.

Table of Contents

Proxy Statement 2014 - Cablevision

Shares Subject to the Plan; Other Limitations

The Amended 2006 Employee Stock Plan is administered by the Compensation Committee. Awards may be granted under the Amended 2006 Employee Stock Plan to such employees of the Company and its affiliates as the Compensation Committee may determine. An affiliate is defined in the Amended 2006 Employee Stock Plan to mean any entity controlling, controlled by, or under common control with the Company or any other affiliate and also includes any entity in which the Company owns at least five percent of the outstanding equity interests. The total number of shares of Class A common stock that may be issued pursuant to Awards under the Amended 2006 Employee Stock Plan is an aggregate of 46,000,000, which may be either treasury shares or authorized and unissued shares. As of March 28, 2014, 12,335,738 shares remained authorized for issuance pursuant to Awards under the Amended 2006 Employee Stock Plan and Awards covering 24,349,235 shares remained outstanding under the Amended 2006 Employee Stock Plan. Stockholders are not being asked to approve any increase to the number of shares of Class A common stock authorized for issuance under the Amended 2006 Employee Stock Plan.

To the extent that an Award under the Amended 2006 Employee Stock Plan or the prior Employee Stock Plan expires, lapses, terminates or is cancelled for any reason without the issuance of shares, then the Company may also grant Awards with respect to such shares. Awards payable only in cash or property other than shares do not reduce the aggregate remaining number of shares with respect to which Awards may be made under the Amended 2006 Employee Stock Plan. Any shares with respect to which the Company becomes obligated to make Awards through the assumption of, or in substitution for, outstanding awards previously granted by an acquired entity, shall not count against the shares available to be delivered pursuant to Awards under the Amended 2006 Employee Stock Plan.

No single employee may be issued Awards during any one calendar year for, or that relate to, more than 2 million shares.

Awards and the aggregate number of shares issuable under the Amended 2006 Employee Stock Plan or to any employee in a calendar year are subject to adjustment in the event of any dividend or other distribution whether in the form of cash, shares, other securities or other property, recapitalization, forward or reverse stock split, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange, liquidation, dissolution or other similar corporate transaction or event that affects shares (each an Adjustment Event). Such adjustment is to be made if the failure to make an adjustment would not fairly protect the rights represented by the Award in accordance with the essential intent and principles thereof.

Awards

All employees of the Company and its affiliates are eligible to receive Awards under the Amended 2006 Employee Stock Plan. As of December 31, 2013, the Company and its affiliates had approximately 14,000 full time employees. Historically, the Company s

Table of Contents

Proxy Statement 2014 - Cablevision

Compensation Committee has made grants of equity awards to a limited number of eligible employees. For example, in 2013, 317 employees received equity awards under the Amended 2006 Employee Stock Plan.

Under the Amended 2006 Employee Stock Plan, the Company may grant options and stock appreciation rights, which shall be exercisable at a price determined by the Compensation Committee on the date of the Award grant, which price shall be no less than the fair market value of a share of Class A common stock on the date the option or stock appreciation right is granted. Other than in the case of the death of participant, such options and stock appreciation rights may be exercised for a term no longer than ten years from the date of grant. An award agreement may provide that, in the event the participant dies while the option or stock appreciation right is outstanding, the option or stock appreciation right will remain outstanding until the first anniversary of the participant's death, whether or not such first anniversary occurs after such ten-year period. Upon its exercise, a stock appreciation right will be settled (and an option may be settled, in the Compensation Committee's discretion) for an amount equal to the excess of the fair market value of a share of Class A common stock on the date of exercise over the exercise price of the stock appreciation right (or option). The Amended 2006 Employee Stock Plan prohibits repricing options and stock appreciation rights without the approval of stockholders.

The Company may also grant restricted shares and restricted stock units. A restricted share is a share of Class A common stock that is registered in the participant's name, but that is subject to certain transfer and/or forfeiture restrictions for a period of time as specified in the participant's award agreements. The recipient of a restricted share will have the rights of a stockholder, subject to any restrictions and conditions specified by the Compensation Committee in the recipient's award agreement. Notwithstanding the previous sentence, unless the Compensation Committee determines otherwise, all ordinary cash dividends paid upon any restricted share prior to its vesting will be retained by the Company for the account of the relevant participant and upon vesting will be paid to the relevant participant.

A restricted stock unit is an unfunded, unsecured right to receive a share of Class A common stock (or cash or other property) at a future date upon the satisfaction of the conditions specified by the Compensation Committee in the award agreement. Unless otherwise provided by the Compensation Committee, a restricted stock unit will also carry a dividend equivalent right representing an unfunded and unsecured promise to pay to the relevant participant, upon the vesting of the restricted stock unit, an amount equal to the ordinary cash dividends that would have been paid upon any share underlying a restricted stock unit had such shares been issued.

The Compensation Committee may grant other equity-based or equity-related awards to participants subject to terms and conditions it may specify. These awards may entail the transfer of shares or payment in cash based on the value of shares.

Table of Contents*Proxy Statement 2014 - Cablevision*

Under the Amended 2006 Employee Stock Plan, the Compensation Committee has the authority, in its discretion, to add conditions to the vesting of any Award that relate to performance. Additionally, the Amended 2006 Employee Stock Plan specifies certain performance criteria that may apply to Awards granted to certain executive officers of the Company. These performance criteria include: (i) net or operating income or other measures of profit; (ii) measures of revenue; (iii) earnings before interest, taxes, depreciation and amortization (EBITDA); (iv) cash flow, free cash flow, adjusted operating cash flow and similar measures; (v) return on equity, investment, assets or capital; (vi) gross or operating margins or savings; (vii) performance relative to budget, forecast or market expectations; (viii) market share or penetration, subscriber or customer acquisition or retention, ratings, viewership; (ix) operating metrics relating to sales, installations or customer service or satisfaction; (x) capital spending management, network upgrades or product or service deployments; (xi) a specified increase in the fair market value of the shares; (xii) a specified increase in the private market value of the Company; (xiii) share price; (xiv) earnings per share; and/or (xv) total stockholder return. Application of the performance criteria may be determined by reference to the performance of the Company, an affiliate or a business unit, product or service or any combination of the foregoing and may also be measured on a per customer, subscriber, homes passed, basic or diluted share basis or any combination of the foregoing and may reflect absolute performance, incremental performance or comparative performance to other companies (or their products or services) determined on a gross, net, GAAP or non-GAAP basis. Approval of Proposal 3 includes approval of the performance criteria contained in the Amended 2006 Employee Stock Plan in order for certain Awards to qualify as performance-based compensation under Section 162(m).

The Compensation Committee has the authority to equitably adjust the terms of any outstanding Awards under the Amended 2006 Employee Stock Plan for any Adjustment Event pursuant to which it determines an adjustment is appropriate.

Amendment; Termination

The Board of Directors or the Compensation Committee may discontinue the Amended 2006 Employee Stock Plan at any time and from time to time may amend or revise the terms of the Amended 2006 Employee Stock Plan or any award agreement, except that it may not make any amendment or revision in a manner unfavorable to a participant (other than if immaterial), without the consent of the participant or make any amendment or revision without the approval of the stockholders of the Company if such approval is required by the rules of an exchange on which shares are traded. Consent of a participant shall not be required in respect of any adjustment (even if unfavorable to a participant and not immaterial) made in the light of an Adjustment Event unless the terms of the relevant award agreement provide for specific terms in the case of an Adjustment Event.

Table of Contents*Proxy Statement 2014 - Cablevision****U.S. Federal Tax Implications of Options and Stock Appreciation Rights***

The following summary generally describes the principal Federal (but not state and local) income tax consequences of the issuance and exercise of options and stock appreciation rights under the Amended 2006 Employee Stock Plan. It is general in nature and is not intended to cover all tax consequences that may apply to a particular participant or the Company. The provisions of the Internal Revenue Code and the regulations thereunder relating to these matters are complex and subject to change and their impact in any one case may depend upon the particular circumstances.

An employee will generally not realize any income when an incentive stock option is granted under the Amended 2006 Employee Stock Plan or when such an option is exercised, and the Company will not be entitled to a deduction with respect to the grant or exercise of such an option. The difference between the fair market value of the shares acquired upon the exercise of an incentive stock option and the exercise price of the shares subject to the option at the time of exercise is an item of tax preference which may result in the employee being subject to the alternative minimum tax. If the employee holds the shares acquired under an incentive stock option for at least two years from the date the option is granted and at least one year from the date of exercise of the option, any gain realized by the employee when the shares are sold will be taxable as capital gain. If the holding periods are not satisfied, the employee will realize ordinary income in the year of the disposition of the shares in an amount equal to the excess of the fair market value of such shares on the date of exercise (or the proceeds of the disposition, if lower) over the option price. Any remaining gain will generally be capital gain. If an incentive stock option is settled by the Company in cash, shares or a combination thereof, the employee will recognize ordinary income at the time of settlement equal to the fair market value of such cash, shares or combination thereof.

An employee will not realize any income, and the Company will not be entitled to a deduction, at the time that a non-qualified stock option or stock appreciation right is granted or vests under the Amended 2006 Employee Stock Plan. Upon exercising a non-qualified stock option or stock appreciation right, an employee will realize ordinary income in an amount equal to the excess of the fair market value on the exercise date of the shares subject to the option or stock appreciation right over the exercise price of the option or stock appreciation right. In the case of options, the employee will have a basis in the shares received as a result of the exercise, for purposes of computing capital gain or loss, equal to the fair market value of those shares on the exercise date and the employee's holding period in the shares received will commence on the day following the date of exercise.

The Company generally will be entitled to a tax deduction equal to the amount recognized as ordinary income (not as capital gain) by the employee in connection with the exercise of a non-qualified option or stock appreciation right. The Company generally is not entitled to a tax deduction with respect to any amount that represents compensation in excess of \$1 million paid to covered employees that is not qualified performance-based compensation under Section 162(m) of the Internal Revenue Code. Under current regulations interpreting

Table of Contents

Proxy Statement 2014 - Cablevision

Section 162(m), the grant by a committee of outside directors of at-or above-the-money options or stock appreciation rights under a stockholder approved plan that expressly limits the amount of grants that can be made to any individual employee over a specified period of time is considered qualified performance-based compensation.

For taxable years beginning after December 31, 2012, an employee will also be subject to a 3.8% Medicare tax on the lesser of (i) the employee's net investment income for the relevant taxable year, and (ii) the excess of the employee's modified adjusted gross income for the taxable year over a certain threshold (between \$125,000 and \$250,000 depending on the employee's circumstances). The employee's net investment income generally includes net gains from the disposition of shares. An employee should consult a tax advisor regarding the applicability of this Medicare tax to income and gains in respect of investment in the Company's shares.

Plan Benefits

It is not possible to determine the benefits or amounts that will be received by or allocated to the persons and groups named below under the Amended 2006 Employee Stock Plan. All Awards under the Amended 2006 Employee Stock Plan are at the discretion of the Compensation Committee. The Amended 2006 Employee Stock Plan does not require that any Awards be made to any individual or group and does not provide any formulas or guidelines for Awards. The following table sets forth the number of awards that were received by the persons and groups named below for the 2013 fiscal year under the 2006 Employee Stock Plan.

Name and Position	Dollar Value\$(1)	Number of Options(2)	Number of Restricted Shares(3)
Charles F. Dolan <i>Chairman & Director</i>	3,535,542		252,900
James L. Dolan <i>Chief Executive Officer & Director</i>	7,914,000	2,000,000	
Gregg G. Seibert <i>Vice Chairman & Chief Financial Officer</i>	2,847,726		203,700
David G. Ellen <i>Executive Vice President, General Counsel & Secretary</i>	1,424,562		101,900
Kevin F. Watson <i>Senior Vice President & Treasurer</i>	237,660		17,000
Victoria D. Salhus*			
<i>Former Senior Vice President, Deputy General Counsel and Secretary</i>	356,490		25,500
All Executive Officers	16,315,980(4)	2,000,000	601,000(4)
All Directors who are not Executive Officers	2,062,889		147,560
All Employees who are not Executive Officers	35,667,251		2,538,900

Table of Contents

Proxy Statement 2014 - Cablevision

* Ms. Salhus was the Company's Senior Vice President, Deputy General Counsel and Secretary until December 30, 2013.

- (1) Represents the grant date fair value and does not reflect the impact of any dividends paid upon vesting.
- (2) See Executive Compensation Tables - Grants of Plan-Based Awards above for additional information.
- (3) See Executive Compensation Tables - Summary Compensation Table above for additional information.
- (4) Includes the executive officers individually listed above.

This proposal requires the affirmative vote of the majority of the votes cast by the holders of Class A and Class B common stock, voting together as a single class (with abstentions counted as votes cast solely for purposes of this proposal). In accordance with our Amended and Restated Certificate of Incorporation, holders of Class A common stock have one vote per share and holders of Class B common stock have ten votes per share.

The Board recommends you vote FOR this proposal.

PROPOSAL 4

Non-Binding Advisory Vote to Approve Executive Compensation

As required by Section 14A of the Securities Exchange Act of 1934, as amended, we are seeking stockholder approval, on an advisory basis, of the compensation of our named executive officers as disclosed under the Executive Compensation section of this proxy statement, including the accompanying tables. Accordingly, for the reasons discussed in the Compensation Discussion & Analysis section of this proxy statement, we are asking our stockholders to vote FOR the adoption of the following resolution:

RESOLVED, that the stockholders of Cablevision Systems Corporation (Cablevision) approve, on an advisory basis, the compensation of Cablevision's named executive officers, as disclosed in Cablevision's Proxy Statement for the 2014 Annual Meeting of Stockholders under the heading entitled Executive Compensation .

While we intend to carefully consider the voting results of this proposal, the vote is advisory in nature and therefore not binding on us, our Board of Directors or the Compensation Committee. Our Board and Compensation Committee value the opinions of all of our stockholders and will consider the outcome of this vote when making future compensation decisions for our named executive officers.

The Board recommends you vote FOR the adoption of the above resolution indicating approval of the compensation of our named executive officers.

Approval of this proposal requires the favorable vote of a majority of the votes cast by the holders of Class A common stock and holders of Class B common stock, voting together as a

Table of Contents

Proxy Statement 2014 - Cablevision

single class. In accordance with our Amended and Restated Certificate of Incorporation, in such vote, the holders of Class A common stock will have one vote per share and the holders of Class B common stock will have ten votes per share.

PROPOSAL 5

Stockholder Proposal for a Political Contributions Report

In accordance with the rules of the Securities and Exchange Commission, we have set forth below a stockholder proposal, along with a supporting statement, that were submitted to the Company by a stockholder of the Company. The name, address and stock ownership of the stockholder proponent will be provided to any stockholder upon written request directed to Cablevision Systems Corporation, Corporate Secretary, 1111 Stewart Avenue, Bethpage, New York 11714.

The stockholder proposal is required to be voted upon at our 2014 annual meeting only if properly presented at the meeting. The stockholder proponent has advised the Company that it or its qualified representative will present the proposal at the 2014 annual meeting.

Approval of this proposal requires the favorable vote of a majority of the votes cast by the holders of Class A common stock and holders of Class B common stock, voting together as a single class. In accordance with our Amended and Restated Certificate of Incorporation, in such vote, the holders of Class A common stock will have one vote per share and the holders of Class B common stock will have ten votes per share.

Resolved, that the shareholders of **Cablevision Systems Corporation** (Cablevision or the Company) hereby request that the Company provide a report, updated semiannually, disclosing the Company s:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
 - a. The identity of the recipient as well as the amount paid to each; and
 - b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company s website.

Table of Contents

Proxy Statement 2014 - Cablevision

Supporting Statement

As long-term shareholders of Cablevision, we support transparency and accountability in corporate spending on political activities. These include any activities considered intervention in any political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations; independent expenditures; or electioneering communications on behalf of federal, state or local candidates.

Disclosure is in the best interest of the company and its shareholders and critical for compliance with federal ethics laws. Moreover, the Supreme Court's *Citizens United* decision recognized the importance of political spending disclosure for shareholders when it said, "[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages. Gaps in transparency and accountability may expose the company to reputational and business risks that could threaten long-term shareholder value.

Cablevision contributed at least \$3.8 million in corporate funds since the 2002 election cycle. Public records also show that Cablevision's main subsidiary, CSC Holdings, has spent an additional \$1.4 million in corporate political expenditures since the 2002 election cycle. (CQ: <http://moneyline.cq.com> and National Institute on Money in State Politics: <http://www.followthemoney.org>)

Relying on publicly available data does not provide a complete picture of the Company's political spending. For example, the Company's payments to trade associations used for political activities are undisclosed and unknown. In some cases, even management does not know how trade associations use their company's money politically. The proposal asks the Company to disclose all of its political spending, including payments to trade associations and other tax exempt organizations used for political purposes. This would bring our Company in line with a growing number of leading companies and industry peers, including **Qualcomm, Merck** and **Microsoft** that support political disclosure and accountability and present this information on their websites.

The Company's Board and its shareholders need comprehensive disclosure to be able to fully evaluate the political use of corporate assets. We urge your support for this critical governance reform.

The Board recommends you vote AGAINST Proposal 5.

Company Response to Stockholder Proposal 5

The Company believes that the report requested by the proposal is unnecessary because the concerns cited in the proposal are already addressed by existing legally required disclosures made by the Company.

Table of Contents

Proxy Statement 2014 - Cablevision

As a company operating in a highly regulated industry, the Company's management actively represents the interests of the Company and its stockholders before the various governmental bodies that regulate our business activities, and does so through participation in the political process where appropriate. It is the Company's practice to primarily participate in the political process directly and not through other organizations.

In making political contributions, the Company complies with a number of campaign finance laws. At the Federal level and in two states, the Company is prohibited from making any direct contributions to candidates for public office or to any political party. New York law permits direct contributions to New York candidates, political parties and political action committees (PACs) within defined limits. Within this legal framework, the Company participates in the political process principally through its PACs or direct contributions where allowed by law.

Federal and state laws require all political contributions to candidates, political parties or political committees to be publicly disclosed by the recipient. Additionally, the Company PACs must periodically disclose their activities (including contributions to and from the PACs) to the Federal Election Commission, or the state election commission. These disclosures are a matter of public record and accessible through the agency websites, such as <http://www.fec.gov/finance/disclosure/srssea.shtml> or www.elections.ny.gov.

In light of the public disclosures that already exist, the Company believes that the report requested in the proposal would not provide any additional benefit to stockholders and would instead detract from stockholder value by imposing an unnecessary administrative and financial burden on the Company.

The Board recommends you vote AGAINST Proposal 5.

PROPOSAL 6

Stockholder Proposal to Adopt a Recapitalization Plan

In accordance with the rules of the Securities and Exchange Commission, we have set forth below a stockholder proposal, along with a supporting statement, that were submitted to the Company by stockholders of the Company. The names, addresses and stock ownership of the stockholder proponents will be provided to any stockholder upon written request directed to Cablevision Systems Corporation, Corporate Secretary, 1111 Stewart Avenue, Bethpage, New York 11714.

The stockholder proposal is required to be voted upon at our 2014 annual meeting only if properly presented at the meeting. The stockholder proponents have advised the Company that one or more of them or their qualified representatives will present the proposal at the 2014 annual meeting.

Table of Contents

Proxy Statement 2014 - Cablevision

Approval of this proposal requires the favorable vote of a majority of the votes cast by the holders of Class A common stock and holders of Class B common stock, voting together as a single class. In accordance with our Amended and Restated Certificate of Incorporation, in such vote, the holders of Class A common stock will have one vote per share and the holders of Class B common stock will have ten votes per share.

RESOLVED, that shareholders of Cablevision Systems Corporation (*Cablevision* or the *Company*) request that the Board of Directors take the necessary steps (excluding those steps that must be taken by the *Company* 's stockholders) to adopt a recapitalization plan that would eliminate *Cablevision* 's dual-class capital structure and provide that each outstanding share of common stock has one vote.

SUPPORTING STATEMENT

Cablevision had 267,221,703 shares of common stock outstanding as of March 28, 2013, the date used in the beneficial ownership table in *Cablevision* 's 2013 proxy statement: 213,083,430 shares of Class A common stock and 54,137,673 shares of Class B common stock. Holders of Class A common stock have one vote per share and holders of Class B common stock have 10 votes per share, in all matters except the election of directors. Holders of Class A common stock have the right to elect up to 25% of the board and the holders of Class B common stock elect the remaining 75%.

The Dolan Family Group, which includes founder and board Chair Charles Dolan, several directors who are related to Charles Dolan and current *Cablevision* CEO James Dolan, owns 100% of the Class B common stock and 4.2% of Class A shares outstanding. (2013 Proxy Statement, at 84) Thus, The Dolan Family Group controls 72.9% of the total voting power while owning 23.6% of shares outstanding.

Dual-class structures like the one in place at *Cablevision* distort incentives and increase agency costs by misaligning the economic incentives and voting power. High-profile scandals at companies such as Hollinger and Adelphia illustrate the dangers of dual-class structures in facilitating the extraction of private benefits for management. Governance expert Charles Elson has stated that dual-class structures create a culture with no accountability. (Geoff Colvin, *The Trembling at News Corp. Has Only Begun*, *CNNMoney*, July 19, 2011)

Dual-class structures are associated with poorer company performance. A 2008 study by Harvard 's Paul Gompers and two co-authors found that dual-class structures with disparate voting rights were correlated with lower firm value. (Paul Gompers et al., *Extreme Governance* (working paper 2008) (available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=562511))

We believe that the Dolan family 's control over *Cablevision* has resulted in decisions that are not in public stockholders ' best interests. According to data from GMI as of September 30, 2013, *Cablevision* 's total shareholder return has lagged its broadcasting peers over the previous one-, three- and five-year periods. As well, a 2005 article described the board split

Table of Contents

Proxy Statement 2014 - Cablevision

caused by disagreement over Cablevision's costly investment in satellite TV operator Voom, which was reportedly a pet project of Charles Dolan. (Joel Siegel, "Oedipus at the Garden," New York, Mar. 21, 2005) Voom was shut down in 2005. (Liana Baker, "Voom HD Case Between Dish, Cablevision Kicks Off," Reuters, Sept. 26, 2012)

Accordingly, we believe that eliminating the dual-class structure, and installing a one-share/one-vote arrangement, would benefit Cablevision and its public stockholders. We urge stockholders to vote FOR this proposal.

The Board recommends you vote AGAINST Proposal 6.

Company Response to Stockholder Proposal 6

The Company opposes the proposal because it is not in the best interest of the Company or our stockholders.

Our dual-class voting structure has existed since we became a public company in 1986. We believe that our dual-class capital structure has contributed to our stability and long-term stockholder returns. Specifically, we believe that our ownership structure has allowed our Board of Directors and senior management to focus on our long-term success. We believe that our structure and the stability it promotes has driven, and will continue to drive, long-term value for stockholders.

The dual-class voting structure has been adopted by many other companies (including other media and technology companies such as Comcast, Viacom and Google) because it is generally recognized that founding stockholders bring stability and a focus on long-term growth.

Finally, under Delaware law and our Certificate of Incorporation, no recapitalization that affects the voting rights of our Class B common stock can be effected without the separate approval of the holders of the majority of our Class B common stock. Therefore, the recapitalization plan sought by the proposal cannot be effected without the approval of our Class B common stockholders.

The Board recommends you vote AGAINST Proposal 6.

Table of Contents*Proxy Statement 2014 - Cablevision***OUR EXECUTIVE OFFICERS**

Our executive officers as of April 11, 2014 are:

Charles F. Dolan(1)	Chairman
James L. Dolan(1)	Chief Executive Officer
Gregg G. Seibert	Vice Chairman and Chief Financial Officer
Brian G. Sweeney(1)	President
Kristin A. Dolan(1)	Chief Operating Officer
David G. Ellen	Executive Vice President, General Counsel and Secretary
Victoria M. Mink	Senior Vice President, Controller and Principal Accounting Officer
Kevin F. Watson	Senior Vice President and Treasurer

- (1) Biographies of Charles F. Dolan, James L. Dolan, Brian G. Sweeney and Kristin A. Dolan are on pages 7, 8 and 10 of this proxy statement.

GREGG G. SEIBERT, 58, Vice Chairman and Chief Financial Officer of the Company since February 2013. Executive Vice President and Chief Financial Officer from June 2011 to February 2013. Executive Vice President from January 2009 to June 2011. Senior Vice President and Vice Chairman of Merrill Lynch & Co., Inc. from October 2004 to January 2009. Head of Merrill Lynch Americas Corporate Banking from January 2003 to September 2004. Mr. Seibert served as co-head of Merrill Lynch Global Corporate Finance from May 2001 to December 2002 and co-head of Merrill Lynch Global Industries and Communications Group from January 2001 to December 2002.

DAVID G. ELLEN, 49, Executive Vice President, General Counsel and Secretary of the Company since December 2013. Executive Vice President and General Counsel from September 2009 to December 2013. From September 2004 to September 2009, Mr. Ellen served as General Counsel of the Company's cable business. From July 2001 to September 2004, Mr. Ellen was Deputy General Counsel of IAC/InterActiveCorp. Mr. Ellen is a trustee of Hudson Guild.

VICTORIA M. MINK, 45, Senior Vice President, Controller and Principal Accounting Officer of the Company since June 2011. Senior Vice President and Divisional Controller of the Company's Telecommunications Segment from January 2007 to May 2011 and Vice President and Divisional Controller - Telecommunications from October 2004 to December 2006.

KEVIN F. WATSON, 47, Senior Vice President and Treasurer of the Company since November 2006. Vice President and Corporate Treasurer of PanAmSat Corporation from January 2001 to November 2006. Director-Corporate Treasurer of Entex IT Services from September 1999 to December 2000. Mr. Watson also held finance positions at MCI Telecommunications, Inc. and Prudential Securities, Inc.

Table of Contents

Proxy Statement 2014 - Cablevision

RELATED PARTY POLICY AND CERTAIN TRANSACTIONS

Agreements Related to the MSG Distribution and the AMC Distribution

On February 9, 2010, the Company distributed to its stockholders all of the common stock of MSG, a company which owns the sports, entertainment and media businesses previously owned and operated by the Madison Square Garden segment of the Company, to the stockholders of the Company (the *MSG Distribution*). The *MSG Distribution* took the form of a distribution by the Company of one share of MSG Class A common stock for every four shares of Cablevision New York Group (*CNYG*) Class A common stock and one share of MSG Class B common stock for every four shares of *CNYG* Class B common stock held of record at the close of business on the record date.

On June 30, 2011, the Company distributed to its stockholders all of the common stock of AMC, a company which consists principally of national programming networks, including AMC, WE tv, IFC and Sundance Channel, previously owned and operated by the Company's Rainbow segment (the *AMC Distribution* and, together with the *MSG Distribution*, the *Distributions*). The *AMC Distribution* took the form of a distribution by Cablevision of one share of AMC Networks Class A Common Stock for every four shares of *CNYG* Class A Common Stock and one share of AMC Networks Class B Common Stock for every four shares of *CNYG* Class B Common Stock held of record at the close of business on the record date.

For purposes of governing the ongoing relationships between Cablevision and MSG after the *MSG Distribution* and between Cablevision and AMC after the *AMC Distribution*, and to provide for an orderly transition, Cablevision has adopted certain policies described below and Cablevision and MSG, and Cablevision and AMC, have entered into the agreements described below.

Distribution Agreements

In connection with the *Distributions*, the Company entered into distribution agreements (*Distribution Agreements*) with MSG and with AMC (referred to herein as the *Spin Companies*). Under the *Distribution Agreements*, Cablevision provided each *Spin Company* with indemnities with respect to liabilities, damages, costs and expenses arising out of any of (i) Cablevision's businesses (other than businesses of the relevant *Spin Company*), (ii) certain identified claims or proceedings, (iii) any breach by Cablevision of its obligations under the *Distribution Agreements*, (iv) any untrue statement or omission in the relevant Form 10 registration statement or information statement relating to Cablevision and its subsidiaries, and (v) in the case of MSG, indemnification obligations MSG may have to the National Basketball Association or the National Hockey League that result from acts or omissions of Cablevision. Each *Spin Company* provided Cablevision with indemnities with respect to liabilities, damages, costs and expenses arising out of any of (i) the *Spin Company's* businesses, (ii) any

Table of Contents

Proxy Statement 2014 - Cablevision

breach by the Spin Company of its obligations under the Distribution Agreement, and (iii) any untrue statement or omission in the relevant Form 10 registration statement or the information statement other than any such statement or omission relating to Cablevision and its subsidiaries.

In the Distribution Agreements, each Spin Company released Cablevision from any claims it might have arising out of:

the management of the businesses and affairs of the Spin Company on or prior to the relevant Distribution;

the terms of the relevant Distribution, the Spin Company's amended and restated certificate of incorporation, by-laws and the other agreements entered into in connection with the relevant Distribution; and

any decisions that were made, or actions taken, relating to the Spin Company or the relevant Distribution.

The Distribution Agreements also provided for access to records and information, cooperation in defending litigation, as well as methods of resolution for certain disputes.

Transition Services Agreements

In connection with the Distributions, the Company entered into a transition services agreement with each Spin Company under which, in exchange for the fees specified in such agreement, Cablevision agreed to provide transition services with regard to such areas as tax, information technology and employee services, compensation and benefits. Each Spin Company agreed to provide certain transition services to Cablevision. Cablevision and each Spin Company, as parties receiving services under the agreement, agreed to indemnify the party providing services for losses incurred by such party that arise out of or are otherwise in connection with the provision by such party of services under the agreement, except to the extent that such losses result from the providing party's gross negligence, willful misconduct or breach of its obligations under the agreement. Similarly, each party providing services under the agreement agreed to indemnify the party receiving services for losses incurred by such party that arise out of or are otherwise in connection with the indemnifying party's provision of services under the agreement if such losses result from the providing party's gross negligence, willful misconduct or breach of its obligations under the agreement.

Tax Disaffiliation Agreements

In connection with the Distributions, the Company entered into a tax disaffiliation agreement (the "Tax Disaffiliation Agreements") with each Spin Company that governs the parties' respective rights, responsibilities and obligations with respect to taxes and tax benefits, the filing of tax returns, the control of audits and other tax matters. References in this summary description of the Tax Disaffiliation Agreements to the terms "tax" or "taxes" mean taxes as well as any interest, penalties, additions to tax or additional amounts in respect of such taxes.

Table of Contents

Proxy Statement 2014 - Cablevision

Each Spin Company and its eligible subsidiaries previously joined with Cablevision in the filing of a consolidated return for U.S. federal income tax purposes as well as the filing of certain consolidated, combined, and unitary returns for state, local, and other applicable tax purposes. However, for periods (or portions thereof) beginning after the relevant Distribution, the Spin Company generally is no longer included in any Cablevision filings of federal, state, local or other applicable consolidated, combined or unitary tax returns.

Under each Tax Disaffiliation Agreement, with certain tax exceptions, Cablevision is generally responsible for all of the Spin Company's federal, state, local and other applicable income taxes for any taxable period or portion of such period ending on or before the date of the relevant Distribution. With certain exceptions, each Spin Company will generally be responsible for all other taxes (including certain New York City income taxes) for all taxable periods ending on or before the date of the relevant Distribution, and all taxes that are attributable to the Spin Company or one of its subsidiaries after the date of the relevant Distribution.

Notwithstanding the Tax Disaffiliation Agreements, under U.S. Treasury Regulations, each member of a consolidated group is severally liable for the United States federal income tax liability of each other member of the consolidated group. Accordingly, with respect to periods in which the Spin Companies have been included in Cablevision's consolidated group, the Spin Companies could be liable to the United States government for any United States federal income tax liability incurred, but not discharged, by any other member of such consolidated group. However, if any such liability were imposed, the Spin Companies would generally be entitled to be indemnified by Cablevision for tax liabilities allocated to Cablevision under the Tax Disaffiliation Agreements. Each Spin Company is responsible for filing all tax returns for any period ending after the date of the relevant Distribution that include the Spin Company or one of its subsidiaries other than any consolidated, combined or unitary income tax return for periods after such date (if any) that includes the Spin Company or one of its subsidiaries, on the one hand, and Cablevision or one of its subsidiaries (other than the Spin Company or any of its subsidiaries), on the other hand. Where possible, each Spin Company has waived the right to carry back any losses, credits, or similar items to periods ending prior to or on the date of the relevant Distribution, however, if the Spin Company cannot waive the right, it would be entitled to receive the resulting refund or credit, net of any taxes incurred by Cablevision with respect to the refund or credit.

Generally, each Spin Company has the authority to conduct all tax proceedings, including tax audits, relating to taxes or any adjustment to taxes for which the Spin Company is responsible for filing a return under the Tax Disaffiliation Agreement, and Cablevision has the authority to conduct all tax proceedings, including tax audits, relating to taxes or any adjustment to taxes for which Cablevision is responsible for filing a return under the Tax Disaffiliation Agreement. However, if one party acknowledges a liability to indemnify the other party for a tax to which such proceeding relates, and provides evidence to the other party of its ability to make such payment, the first-mentioned party will have the authority to conduct such

Table of Contents*Proxy Statement 2014 - Cablevision*

proceeding. The Tax Disaffiliation Agreements further provide for cooperation between Cablevision and each Spin Company with respect to tax matters, the exchange of information and the retention of records that may affect the tax liabilities of the parties to the agreement.

Finally, the Tax Disaffiliation Agreements provide that none of Cablevision, the Spin Companies or any of their respective subsidiaries will take, or fail to take, any action where such action, or failure to act, would be inconsistent with or preclude the relevant Distribution from qualifying as a tax-free transaction to Cablevision and to its stockholders under Section 355 of the Code, or would otherwise cause holders of Cablevision stock receiving stock in the relevant Distribution to be taxed as a result of the relevant Distribution and certain transactions undertaken in connection with the relevant Distribution. Furthermore, the Tax Disaffiliation Agreement with AMC limits AMC's ability to pre-pay, pay down, redeem, retire, or otherwise acquire a portion of the debt incurred by AMC in connection with the Distribution.

Moreover, each Spin Company must indemnify Cablevision and its subsidiaries, officers and directors for any taxes, resulting from action or failure to act, if such action or failure to act precludes the relevant Distribution from qualifying as a tax-free transaction (including taxes imposed as a result of a violation of the restrictions set forth above). Cablevision must indemnify each Spin Company and its subsidiaries, officers and directors for any taxes resulting from action or failure to act, if such action or failure to act precludes the relevant Distribution from qualifying as a tax-free transaction (including taxes imposed as a result of a violation of the restrictions set forth above).

Employee Matters Agreements

In connection with the Distribution, Cablevision and each Spin Company entered into an Employee Matters Agreement that allocates assets, liabilities and responsibilities with respect to certain employee compensation and benefit plans and programs and certain other related matters. In general, prior to the Distributions, Spin Company employees participated in various Cablevision retirement, health and welfare, and other employee benefit plans. After the Distributions, those employees generally participate in similar plans and arrangements established and maintained by the Spin Company; however, the Spin Companies continue to be participating companies in certain Cablevision employee benefit plans during a transition period. Effective as of the date of the relevant Distribution, each Spin Company and Cablevision held responsibility for their respective employees and compensation plans.

Other MSG Arrangements

In connection with the MSG Distribution, Cablevision entered into a number of commercial and technical arrangements and agreements with MSG. These include arrangements for MSG's use of equipment, offices and other premises, lease of transponders, provision of technical and transport services and vendor services, lease of titles in film and other libraries, access to technology, affiliation agreements with MSG programming services and for Cablevision's sponsorship of MSG and its professional sports teams.

Table of Contents

Proxy Statement 2014 - Cablevision

Other AMC Arrangements

In connection with the AMC Distribution, Cablevision entered into a number of commercial and technical arrangements and agreements with AMC. These include arrangements for AMC's use of equipment, offices and other premises, provision of technical and transport services and vendor services, and access to technology. Cablevision is a party to affiliation agreements with each of AMC, WE tv, IFC and Sundance Channel relating to the carriage of those programming networks on Cablevision's cable systems.

Also, in connection with the AMC Distribution, the Company entered into an agreement with AMC relating to certain outstanding litigation involving AMC's VOOM HD unit and DISH Network (the "VOOM Litigation Agreement"). On October 21, 2012, the Company and AMC settled this litigation. The terms of the settlement provided for the following, among other things:

DISH Network paid a cash settlement of \$700 million to an account for the benefit of the Company and AMC;

The Company agreed to sell to DISH Network its multichannel video and data distribution service (MVDDS) spectrum licenses in 45 metropolitan areas in the U.S.;

DISH Network entered into a long-term affiliation agreement with subsidiaries of AMC Networks to carry on its satellite service AMC, IFC, the Sundance Channel and WE tv, and with a subsidiary of The Madison Square Garden Company to carry Fuse; and

An affiliate of DISH Network conveyed its 20% membership interest in VOOM HD to Rainbow Programming Holdings LLC, such that all of the cash settlement remains with the Company and AMC and its subsidiary, Rainbow Programming Holdings LLC (the "AMC Parties").

The Company and the AMC Parties agreed that the allocation of the settlement proceeds would be determined pursuant to the VOOM Litigation Agreement. The Company and AMC agreed that, pending a determination of the allocation of the settlement proceeds, \$350 million of the cash proceeds would be distributed to each of the Company and AMC. On April 8, 2013, the Company and AMC agreed, pursuant to the VOOM Litigation Agreement, on the final allocation of the proceeds of the settlement. The parties agreed that AMC would retain \$175 million of the cash settlement payment (in addition to the long-term affiliation agreements entered into with DISH Network as part of the settlement). The Company would be allocated a total of \$525 million of the cash settlement payment. The Company received \$350 million of the cash proceeds from a joint escrow fund in December 2012 and \$175 million from AMC on April 9, 2013.

Table of Contents*Proxy Statement 2014 - Cablevision**Related Party Transaction Approval Policy*

The Board of Directors of the Company has adopted a Related Party Transaction Approval Policy. Under this policy, an Independent Committee of the Board of Directors of the Company consisting entirely of directors who have been determined by the Board of Directors to be independent directors for purposes of the New York Stock Exchange corporate governance standards (Independent Directors) reviews and approves or takes such other action as it may deem appropriate with respect to transactions involving Cablevision and its subsidiaries, including CSC Holdings on the one hand, and in which any director, officer, greater than 5% stockholder of Cablevision or any other related person as defined in Item 404 of Regulation S-K under the Securities Act of 1933 (Item 404) has or will have a direct or indirect material interest. This approval requirement covers any transaction that meets the related party disclosure requirements of the Securities and Exchange Commission as set forth in Item 404. Under the Related Party Transaction Approval Policy, an Independent Committee similarly oversees approval of transactions and arrangements between Cablevision and its subsidiaries, including CSC Holdings, on the one hand, and each of MSG and its subsidiaries, and AMC and its subsidiaries, on the other hand, to the extent involving amounts in excess of the dollar threshold set forth in Item 404 (the Item 404 Threshold). The Related Party Transaction Approval Policy provides that to simplify the administration of the approval process under the Related Party Transaction Approval Policy, an Independent Committee may, where it deems it to be appropriate, establish guidelines for certain types of these transactions. The approval requirement will not apply to the implementation and administration of intercompany arrangements under the Related Party Transaction Approval Policy, but covers any amendments, modifications, terminations or extensions involving amounts in excess of the Item 404 Threshold, as well as the handling and resolution of any disputes involving amounts in excess of the Item 404 Threshold. Cablevision's executive officers and directors who are also senior executives or directors of MSG or AMC, as the case may be, may participate in the negotiation, execution, amendment, modification, or termination of intercompany arrangements subject to the Related Party Transaction Approval Policy, as well as in any resolution of disputes under intercompany arrangements, on behalf of either or both of Cablevision and MSG or AMC, as the case may be, in each case under the direction of an Independent Committee or the comparable committee of the board of directors of MSG or AMC.

The Related Party Transaction Approval Policy cannot be amended or terminated without the prior approval of a majority of the Independent Directors and by a majority of the directors elected by the holders of Class B common stock.

Policy Concerning Certain Matters Relating to MSG and AMC

James L. Dolan is the Executive Chairman of MSG and devotes a portion of his business time to that role. He has retained his position as the Company's Chief Executive Officer and devotes most of his business time to that role. Hank J. Ratner is the Vice Chairman of MSG. He devotes a majority of his time to that role but also retains his position as the Company's

Table of Contents

Proxy Statement 2014 - Cablevision

Vice Chairman and devotes a portion of his time to that role. In addition, the following directors of the Company are also directors of MSG: Charles F. Dolan, James L. Dolan, Kristin A. Dolan, Thomas C. Dolan, Deborah A. Dolan-Sweeney, Marianne Dolan Weber, Brian G. Sweeney and Vincent Tese.

Charles F. Dolan is the Executive Chairman of AMC and devotes a portion of his business time to that role. He has retained his position as the Company's Chairman and devotes most of his business time to that role. In addition, the following directors of the Company are also directors of AMC: Charles F. Dolan, James L. Dolan, Kristin A. Dolan, Patrick F. Dolan, Thomas C. Dolan, Marianne Dolan Weber, Brian G. Sweeney and Leonard Tow. In light of the Distributions and the overlapping relationships created by those transactions, the Company adopted a Policy Concerning Certain Matters Relating to The Madison Square Garden Company and AMC Networks, Inc. Including Responsibilities of Overlapping Directors and Officers (the "Overlap Policy"). In the Overlap Policy, Cablevision recognizes that (a) certain directors and officers (the "Overlap Persons") of Cablevision and its subsidiaries, including CSC Holdings (collectively, the "Corporation"), have served and may serve as directors, officers, employees and agents of MSG and AMC and their respective subsidiaries and successors (each of the foregoing is an "Other Entity"), (b) the Corporation, directly or indirectly, may engage in the same, similar or related lines of business as those engaged in by any Other Entity and other business activities that overlap with or compete with those in which such Other Entity may engage, (c) the Corporation may have an interest in the same areas of business opportunity as an Other Entity, (d) the Corporation will derive substantial benefits from the service of Overlap Persons as directors or officers of the Corporation, and (e) it is in the best interests of the Corporation that the rights of the Corporation, and the duties of any Overlap Persons, be determined and delineated as provided in the Overlap Policy in respect of any Potential Business Opportunities (as defined below) and in respect of the agreements and transactions referred to therein. The provisions of the Overlap Policy will, to the fullest extent permitted by law, regulate and define the conduct of the business and affairs of the Corporation and its officers and directors who are Overlap Persons in connection with any Potential Business Opportunities and in connection with any agreements and transactions referred to therein. References in the Overlap Policy to directors, officers, employees and agents of any person will be deemed to include those persons who hold similar positions or exercise similar powers and authority with respect to any other entity that is a limited liability company, partnership, joint venture or other non-corporate entity.

If a director or officer of the Corporation who is an Overlap Person is presented or offered, or otherwise acquires knowledge of, a potential transaction or matter that may constitute or present a business opportunity for the Corporation, in which the Corporation could, but for the provisions of the Overlap Policy, have an interest or expectancy (any such transaction or matter, and any such actual or potential business opportunity, a "Potential Business Opportunity"), (i) such Overlap Person will, to the fullest extent permitted by law, have no duty or obligation to refrain from referring such Potential Business Opportunity to any Other Entity and, if such Overlap Person refers such Potential Business Opportunity to an Other Entity, such Overlap Person shall have no

Table of Contents*Proxy Statement 2014 - Cablevision*

duty or obligation to refer such Potential Business Opportunity to the Corporation or to give any notice to the Corporation regarding such Potential Business Opportunity (or any matter related thereto), (ii) if such Overlap Person refers a Potential Business Opportunity to an Other Entity, such Overlap Person, to the fullest extent permitted by law, will not be liable to the Corporation as a director, officer, stockholder or otherwise, for any failure to refer such Potential Business Opportunity to the Corporation, or for referring such Potential Business Opportunity to any Other Entity, or for any failure to give any notice to the Corporation regarding such Potential Business Opportunity or any matter relating thereto, (iii) any Other Entity may participate, engage or invest in any such Potential Business Opportunity notwithstanding that such Potential Business Opportunity may have been referred to such Other Entity by an Overlap Person, and (iv) if a director or officer who is an Overlap Person refers a Potential Business Opportunity to an Other Entity, then, as between the Corporation and such Other Entity, the Corporation shall be deemed to have renounced any interest, expectancy or right in or to such Potential Business Opportunity or to receive any income or proceeds derived therefrom solely as a result of such Overlap Person having been presented or offered, or otherwise acquiring knowledge of, such Potential Business Opportunity, unless in each case referred to in clause (i), (ii), (iii) and (iv), such Potential Business Opportunity satisfies all of the following conditions (any Potential Business Opportunity that satisfies all of such conditions, a Restricted Potential Business Opportunity): (A) such Potential Business Opportunity was expressly presented or offered to the Overlap Person solely in his or her capacity as a director or officer of the Corporation; (B) the Overlap Person believed that the Corporation possessed, or would reasonably be expected to be able to possess, the resources necessary to exploit such Potential Business Opportunity; and (C) such opportunity relates exclusively to the business of owning and operating a cable television, high speed data or voice telephone system; provided, that the Corporation is directly engaged in such business at the time the Potential Business Opportunity is presented or offered to the Overlap Person. In the Overlap Policy, the Corporation renounces, to the fullest extent permitted by law, on behalf of itself and each of its subsidiaries, any interest or expectancy in any Potential Business Opportunity that is not a Restricted Potential Business Opportunity. In the event the Corporation's Board of Directors declines to pursue a Restricted Potential Business Opportunity, Overlap Persons are free to refer such Restricted Potential Business Opportunity to an Other Entity.

No contract, agreement, arrangement or transaction (or any amendment, modification or termination thereof) entered into between the Corporation, on the one hand, and an Other Entity, on the other hand, before such Other Entity ceased to be an indirect, wholly-owned subsidiary of Cablevision shall be void or voidable or be considered unfair to the Corporation solely because an Other Entity is a party thereto, or because any directors, officers or employees of an Other Entity were present at or participated in any meeting of the Board of Directors, or a committee thereof, of the Corporation, that authorized the contract, agreement, arrangement or transaction (or any amendment, modification or termination thereof), or because his, her or their votes were counted for such purpose. The Corporation may from time to time enter into and perform one or more contracts, agreements, arrangements or transactions (or amendments, modifications or supplements thereto) with an Other Entity. To the fullest extent permitted by law, no such contract, agreement, arrangement or transaction (nor any such amendments, modifications or

Table of Contents*Proxy Statement 2014 - Cablevision*

supplements), nor the performance thereof by the Corporation or an Other Entity, shall be considered contrary to any fiduciary duty owed to the Corporation (or to any stockholder of the Corporation) by any director or officer of the Corporation who is an Overlap Person. To the fullest extent permitted by law, no director or officer of the Corporation who is an Overlap Person thereof shall have or be under any fiduciary duty to the Corporation (or to any stockholder of the Corporation) to refrain from acting on behalf of the Corporation or an Other Entity, in respect of any such contract, agreement, arrangement or transaction or performing any such contract, agreement, arrangement or transaction in accordance with its terms and each such director or officer of the Corporation who is an Overlap Person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and shall be deemed not to have breached his or her duties of loyalty to the Corporation or any of its stockholders, and not to have derived an improper personal benefit therefrom.

No alteration, amendment or repeal of, or adoption of any provision inconsistent with, any provision of the Overlap Policy will have any effect upon (a) any agreement between the Corporation and any Other Entity thereof, that was entered into before the time of such alteration, amendment or repeal or adoption of any such inconsistent provision (the Amendment Time), or any transaction entered into in connection with the performance of any such agreement, whether such transaction is entered into before or after the Amendment Time, (b) any transaction entered into between the Corporation and any Other Entity, before the Amendment Time, (c) the allocation of any business opportunity between the Corporation and any Other Entity before the Amendment Time, or (d) any duty or obligation owed by any director or officer of the Corporation (or the absence of any such duty or obligation) with respect to any Potential Business Opportunity which such director or officer was offered, or of which such director or officer otherwise became aware, before the Amendment Time (regardless of whether any proceeding relating to any of the above is commenced before or after the Amendment Time).

Certain Other Transactions

Patrick F. Dolan, a director of the Company and the President of News 12 Networks of the Company, earned a base salary of \$397,900 and a bonus of \$499,000 in 2013 and was granted a \$375,000 cash performance award and 25,500 shares of restricted stock. The bonus was paid in 2014. Patrick F. Dolan is the son of Charles F. Dolan, the brother of James L. Dolan, Kathleen M. Dolan, Thomas C. Dolan, Deborah Dolan-Sweeney, Marianne Dolan Weber and the brother-in-law of Kristin A. Dolan and Brian G. Sweeney.

Brian G. Sweeney, a director of the Company, served until recently as the Company's Senior Executive Vice President, Strategy and Chief of Staff. Mr. Sweeney earned a base salary of \$844,131 and a bonus of \$1,093,149 in 2013 and was granted a \$500,000 cash performance award and 34,000 shares of restricted stock. The bonus was paid in 2014. On April 7, 2014, the Company entered into an employment agreement with Mr. Sweeney, pursuant to which Mr. Sweeney will be the Company's President, will receive an annual base salary of \$1,500,000, an annual target bonus opportunity equal to 200% of base salary, annual long-term

Table of Contents

Proxy Statement 2014 - Cablevision

cash and/or equity awards with an aggregate target value equal to \$3,000,000 and severance benefits consistent with those provided in the employment agreements with similarly situated executive officers of the Company.

Mr. Sweeney is the son-in-law of Charles F. Dolan, the spouse of Deborah Dolan-Sweeney and the brother-in-law of James L. Dolan, Kathleen M. Dolan, Kristin A. Dolan, Patrick F. Dolan, Thomas C. Dolan and Marianne Dolan Weber.

Thomas C. Dolan, a director of the Company and Executive Vice President, Strategy and Development Office of the Chairman earned a base salary of \$835,329 and a bonus of \$501,200 in 2013 and was granted a \$500,000 cash performance award and 34,000 shares of restricted stock. The bonus was paid in 2014. Thomas C. Dolan is the son of Charles F. Dolan, the brother of James L. Dolan, Kathleen M. Dolan, Patrick F. Dolan, Deborah Dolan-Sweeney, Marianne Dolan Weber and the brother-in-law of Kristin A. Dolan and Brian G. Sweeney.

On April 15, 2011, Thomas C. Dolan filed a lawsuit against Cablevision and its wholly-owned subsidiary, Rainbow Media Holdings LLC, in New York Supreme Court. The lawsuit raises compensation-related claims (seeking approximately \$11 million) related to events in 2005. The matter is being handled under the direction of an independent committee of the Board of Directors of the Company.

Rosemary E. Aigner is employed by the Company as a Coordinator Marketing. Ms. Aigner is the mother of Kristin A. Dolan and the mother-in-law of James L. Dolan. She earned a base salary (including overtime) of \$135,350 and a bonus of \$3,639 in 2013.

Kristin A. Dolan, a director of the Company, served until recently as the President, Optimum Services of the Company. Ms. Dolan earned a base salary of \$983,077 and a bonus of \$1,132,505 in 2013 and was granted a \$500,000 cash performance award and 34,000 shares of restricted stock. The bonus was paid in 2014. On April 7, 2014, the Company entered into an employment agreement with Ms. Dolan, pursuant to which Ms. Dolan will be the Company's Chief Operating Officer, will receive an annual base salary of \$1,500,000, an annual target bonus opportunity equal to 200% of base salary, annual long-term cash and/or equity awards with an aggregate target value equal to \$3,000,000 and severance benefits consistent with those provided in the employment agreements with similarly situated executive officers of the Company. Kristin A. Dolan is the daughter-in-law of Charles F. Dolan, the spouse of James L. Dolan and the sister-in-law of Kathleen M. Dolan, Patrick F. Dolan, Thomas C. Dolan, Brian G. Sweeney, Deborah Dolan-Sweeney and Marianne Dolan Weber.

Edward C. Atwood, is a director and a Vice President Multimedia Services of the Company, earned a base salary of \$276,109 and a bonus of \$107,300 in 2013 and was granted 3,060 shares of restricted stock. The bonus was paid in 2014. Mr. Atwood is the brother-in-law of Charles F. Dolan and the uncle of James L. Dolan, Kathleen M. Dolan, Patrick F. Dolan, Deborah Dolan-Sweeney, Thomas C. Dolan and Marianne Dolan Weber.

In November 2006, the Company entered into a time sharing agreement with each of Messrs. Charles F. Dolan and James L. Dolan pursuant to which they may lease an aircraft from the

Table of Contents*Proxy Statement 2014 - Cablevision*

Company for their personal use. The agreements provide for reimbursement to the Company for such usage at the maximum amount the Company legally may charge under Part 91 of the Federal Aviation Regulations (the FAA Maximum Rate). In 2013, Messrs. Charles F. Dolan and James L. Dolan paid the Company \$352,520 and \$114,923, respectively, for the use of the aircraft under these agreements. Messrs. Charles F. Dolan and James L. Dolan were imputed income for tax purposes related to certain personal flights where Standard Industry Fare Level rates published by the IRS exceeded the time share reimbursement.

In March 2011, the Company entered into a time sharing agreement with Mr. Gregg G. Seibert pursuant to which he may lease an aircraft from the Company for his personal use. In February 2012, the Company entered into a time sharing agreement with Mr. David G. Ellen pursuant to which he may lease an aircraft from the Company for his personal use. In April 2014, the Company entered into separate time sharing agreements with Ms. Kristin A. Dolan and Mr. Brian G. Sweeney pursuant to which each may lease an aircraft from the Company for their respective personal use. The agreements each provide for reimbursement to the Company for such usage at a rate no greater than the FAA Maximum Rate. In addition, each of Messrs. Seibert and Ellen are permitted to use for personal travel certain aircraft operated by entities controlled by Mr. Charles F. Dolan or other members of the Dolan family with reimbursement for such usage at a rate no greater than the FAA Maximum Rate. The Company has time sharing agreements with an entity owned by Mr. Charles F. Dolan pursuant to which that entity may use helicopters owned by the Company and reimburses the Company for the usage at the FAA Maximum Rate. The entity did not use Company owned helicopters in 2013. The Company has an aircraft lease agreement with an entity owned by Mr. Patrick F. Dolan pursuant to which the Company may lease a helicopter owned by that entity and an aircraft lease agreements with entities owned by Messrs. Charles F. Dolan and Patrick F. Dolan pursuant to which the Company may lease aircraft owned by each such entity, in each case at a fixed hourly cost for Company usage, if any. The Company paid \$196,392 in 2013 for use of these aircraft. Under aircraft support services agreements, the Company also provides aircraft support services for those aircraft for a monthly services fee and reimbursement of certain costs and expenses. The entities paid the Company \$22,207 and \$230,418, respectively, for support services for the aircraft in 2013. The Company leases excess hangar space to an entity owned by Mr. Charles F. Dolan for a monthly fee. That entity paid the Company \$12,309 for lease of the hangar space and certain other costs and expenses in 2013.

In July 2009, an entity owned by Mr. Charles F. Dolan entered into a time sharing agreement with the Company pursuant to which the Company may lease a Gulfstream IV from the Dolan entity for its use. The agreement provides for reimbursement to the Dolan entity for such usage at a rate no greater than the FAA Maximum Rate. In February 2011, the parties replaced the time sharing agreement with a dry lease agreement pursuant to which the Company may lease the Gulfstream IV at the same reimbursement rate set forth in the prior agreement. The Company paid \$224,047 in 2013 for usage of this aircraft. In connection with this aircraft, the Dolan entity has an aircraft support services agreement with the Company whereby the

Table of Contents

Proxy Statement 2014 - Cablevision

Company provides aircraft support services for such aircraft for a monthly fee and reimbursement of certain costs and expenses. The Dolan entity paid the Company \$815,890 in 2013 for management of this aircraft.

Certain cable television programming content is produced for a subsidiary of the Company by a production company, which is owned by members of the Dolan family, including Messrs. Charles F. Dolan and James L. Dolan. The Company paid the production company \$984,054 for its services in 2013.

In addition to the services described above, from time to time, certain other services, including employee services, of the Company are made available to members of the Dolan family and to entities owned by members of the Dolan family. It is the Company's policy to receive reimbursement for the costs of these services.

Conflicts of Interest

Mr. Charles F. Dolan and certain other principal officers of the Company and various affiliates of the Company are subject to certain conflicts of interest. These conflicts include, but are not limited to, the following:

Business Opportunities. Mr. Charles F. Dolan may from time to time be presented with business opportunities, which would be suitable for the Company and affiliates of the Company in which Mr. Dolan and his family have varying interests. Mr. Dolan has agreed that he will own and operate cable television systems only through the Company, except for cable television systems which the Company elects not to acquire under its right of first refusal. Mr. Dolan will offer to the Company the opportunity to acquire or invest in any cable television system or franchise therefore or interest therein that is offered or available to him or certain Dolan family interests. If a majority of the members of the Board, who are not employees of the Company or any of its affiliates (the Independent Directors) rejects such offer, Mr. Dolan or such family interests may acquire or invest in such cable television system or franchise therefore or interest therein individually or with others on terms no more favorable to Mr. Dolan than those offered to the Company. Mr. Dolan's interests in companies other than the Company, may conflict with his interest in the Company.

Except for the limitations on the ownership and operation of cable television systems as described above, Mr. Dolan is not subject to any contractual limitations with respect to his other business activities and may engage in programming and other businesses related to cable television. A significant portion of Mr. Dolan's time may be spent, from time to time, in the management of such affiliates. Mr. Dolan will devote as much of his time to the business of the Company as is reasonably required to fulfill the duties of his office. Mr. Charles F. Dolan currently devotes most all of his business time to the Company's affairs.

In the event that Mr. Charles F. Dolan or certain Dolan family interests decides to offer (other than to certain Dolan family interests or an entity affiliated with Mr. Dolan) for sale for his, her or its account any of his, her or its ownership interests in any cable television system or franchise therefore, he, she or it will (subject to the rights of third parties existing at such time) offer such interest to the Company. Mr. Dolan or such Dolan family interests may elect to require that, if the Company accepts such offer, up to one-half of the consideration for such

Table of Contents*Proxy Statement 2014 - Cablevision*

interests would consist of shares of Class B common stock, which shares will be valued at the prevailing market price of the Class A common stock and the remainder would consist, at the election of Mr. Dolan, of shares of Class A common stock and/or cash. If a majority of the Independent Directors rejects such offer, Mr. Dolan or such Dolan family interests may sell such interests to third parties on terms no more favorable to such third parties than those offered to the Company. Neither Mr. Charles F. Dolan nor any family interests currently owns interests in any cable television system or franchise therefore, other than through the Company. The provisions described in this paragraph are not applicable to the sale of any ownership interests in the Company. See Policy Concerning Certain Matters Relating to MSG and AMC.

STOCK OWNERSHIP TABLE

This table shows the number and percentage of shares of the Company's Class A common stock and the Company's Class B common stock owned of record and beneficially as of March 28, 2014 by each director and each executive officer of the Company named in the summary compensation table. The table also shows the name, address and the number and percentage of shares owned by persons beneficially owning more than five (5%) percent of any class based upon filings made by those persons with the Securities and Exchange Commission on or prior to March 28, 2014.

Name and Address	Title of Stock Class(1)	Beneficial Ownership(1)(2)	Percent of Class	Combined Voting Power of all Classes of Stock Beneficially Owned(1)(2)
Dolan Family Group(3) 340 Crossways Park Drive Woodbury, NY 11797	Class A common stock	11,161,329	5.2%	72.9%
	Class B common stock	54,137,673	100%	
Charles F. Dolan(3)(4)(5)(12)(27) 340 Crossways Park Drive Woodbury, NY 11797	Class A common stock	4,347,637	2.0%	42.7%
	Class B common stock	31,944,763	59.0%	
Helen A. Dolan(3)(4)(5)(12)(27) 340 Crossways Park Drive Woodbury, NY 11797	Class A common stock	4,347,637	2.0%	42.7%
	Class B common stock	31,944,763	59.0%	
ClearBridge Investments, LLC(6) 620 8 th Avenue New York, NY 10018	Class A common stock	26,708,822	12.3%	3.5%
	Class B common stock			
GAMCO Investors, Inc.(7) One Corporate Center Rye, NY 10580	Class A common stock	21,444,755	9.9%	2.8%
	Class B common stock			
T. Rowe Price Associates, Inc.(8) 100 East Pratt Street Baltimore, MD 21202	Class A common stock	21,030,470	9.7%	2.8%
	Class B common stock			
Paulson & Co. Inc.(9) 1251 Avenue of the Americas New York, NY 10020	Class A common stock	21,000,000	9.7%	2.8%
	Class B common stock			

Table of Contents

Proxy Statement 2014 - Cablevision

Name and Address	Title of Stock Class(1)	Beneficial Ownership(1)(2)	Percent of Class	Combined Voting Power of all Classes of Stock Beneficially Owned(1)(2)
The Vanguard Group, Inc.(10) Vanguard Fiduciary Trust Company	Class A common stock Class B common stock	15,109,023	7.0%	2.0%
100 Vanguard Blvd. Malvern, PA 19355 BlackRock, Inc.(11) 40 East 52 nd Street New York, NY 10022	Class A common stock Class B common stock	13,380,239	6.2%	1.8%
Rand V. Araskog(13)(14)	Class A common stock Class B common stock	108,000	*	*
Edward C. Atwood(12)(20)	Class A common stock Class B common stock	462,344	*	*
Frank J. Biondi(13)(14)	Class A common stock Class B common stock	8,230	*	*
Zachary W. Carter(13)(14)	Class A common stock Class B common stock		*	*
James L. Dolan(3)(12)(15)(17)(24)(33) P.O. Box 420	Class A common stock Class B common stock	4,700,114 3,904,703	2.2% 7.2%	5.8%
Oyster Bay, NY 11771 Kathleen M. Dolan (3)(13)(14)(16)(24)(28)(29)(30)(31)(32)(33) P.O. Box 420	Class A common stock Class B common stock	1,102,999 21,996,041	* 40.6%	29.2%
Oyster Bay, NY 11771 Kristin A. Dolan(3)(12)(15)(17)(24)(33) P.O. Box 420	Class A common stock Class B common stock	4,700,114 3,904,703	2.2% 7.2%	5.8%
Oyster Bay, NY 11771 Patrick F. Dolan(3)(12)(18)(25)(31) 340 Crossways Park Drive	Class A common stock Class B common stock	515,228 3,544,063	* 6.5%	4.7%
Woodbury, NY 11797 Thomas C. Dolan(3)(12)(19)(26)(32) 340 Crossways Park Drive	Class A common stock Class B common stock	640,603 3,707,834	* 6.8%	5.0%
Woodbury, NY 11797 David G. Ellen(12)	Class A common stock Class B common stock	776,095	*	*
Thomas V. Reifenheiser(13)(14)	Class A common stock Class B common stock	46,000	*	*
John R. Ryan(13)(14)	Class A common stock Class B common stock	19,820	*	*
Victoria D. Salhus(12)(34)	Class A common stock	172,273	*	*

Edgar Filing: CABLEVISION SYSTEMS CORP /NY - Form DEF 14A

Gregg G. Seibert(12)	Class B common stock			
	Class A common stock	1,780,294	*	*
	Class B common stock			

Table of Contents*Proxy Statement 2014 - Cablevision*

Name and Address	Title of Stock Class(1)	Beneficial Ownership(1)(2)	Percent of Class	Combined Voting Power of all Classes of Stock Beneficially Owned(1)(2)
Brian G. Sweeney (3)(12)(13)(14)(21)(22)(25)(29)	Class A common stock Class B common stock	531,673 3,675,924	* 6.8%	4.9%
340 Crossways Park Drive Woodbury, NY 11797				
Kevin F. Watson(12)	Class A common stock Class B common stock	101,496	*	*
Deborah A. Dolan-Sweeney (3)(12)(13)(14)(21)(22)(25)(29)	Class A common stock Class B common stock	531,673 3,675,924	* 6.8%	4.9%
340 Crossways Park Drive Woodbury, NY 11797				
Vincent Tese(13)(14)	Class A common stock Class B common stock	14,977	*	*
Leonard Tow(13)(14)	Class A common stock Class B common stock	8,000	*	*
Marianne Dolan Weber (3)(13)(14)(23)(26)(30)	Class A common stock Class B common stock	216,537 3,563,208	* 6.6%	4.7%
P.O. Box 420 Oyster Bay, NY 11771				
All executive officers and directors as a group 22 Persons(4)(5)(12)(13)(14)(15)(16) (17)(18)(19)(20)(21)(22)(23)(28)(29)(30)	Class A common stock Class B common stock	15,674,089 54,137,673	7.2% 100%	73.5%
(31)(32)(33)(34)				
Paul J. Dolan(3)(24)(28)(33) Progressive Field 2401 Ontario St. Cleveland, OH 44115	Class A common stock Class B common stock	760,838 7,383,758	* 13.6%	9.8%
Mary S. Dolan(3)(25)(29)(31) 300 So. Riverside Plaza, Suite 1480 Chicago, IL 60606	Class A common stock Class B common stock	443,199 20,671,064	* 38.2%	27.3%
Matthew J. Dolan(3)(26)(30)(32) 231 Main Street Court House Annex Chardon, OH 44024	Class A common stock Class B common stock	366,203 7,271,042	* 13.4%	9.6%
David M. Dolan(3)(27) 7 Glenmaro Lane St. Louis, MO 63131	Class A common stock Class B common stock	1,057,916 13,451,077	* 24.8%	17.9%
Charles F. Dolan Children Trust(3)(28) FBO Kathleen M. Dolan	Class A common stock Class B common stock	191,456 3,675,924	* 6.8%	4.9%

Edgar Filing: CABLEVISION SYSTEMS CORP /NY - Form DEF 14A

P.O. Box 420

Oyster Bay, NY 11771

Charles F. Dolan Children Trust(3)(29)

FBO Deborah A. Dolan-Sweeney

Class A common stock

191,456

*

4.9%

Class B common stock

3,675,924

6.8%

340 Crossways Park Drive

Woodbury, NY 11797

102

Table of Contents

Proxy Statement 2014 - Cablevision

Name and Address	Title of Stock Class(1)	Beneficial Ownership(1)(2)	Percent of Class	Combined Voting Power of all Classes of Stock Beneficially Owned(1)(2)
Charles F. Dolan Children Trust(3)(30) FBO Marianne Dolan Weber P.O. Box 420 Oyster Bay, NY 11771	Class A common stock	191,456	*	4.7%
	Class B common stock	3,563,208	6.6%	
Charles F. Dolan Children Trust(3)(31) FBO Patrick F. Dolan 340 Crossways Park Drive Woodbury, NY 11797	Class A common stock	191,456	*	4.7%
	Class B common stock	3,544,063	6.5%	
Charles F. Dolan Children Trust(3)(32) FBO Thomas C. Dolan 340 Crossways Park Drive Woodbury, NY 11797	Class A common stock	159,547	*	4.9%
	Class B common stock	3,707,834	6.8%	
Charles F. Dolan Children Trust(3)(33) FBO James L. Dolan P.O. Box 420 Oyster Bay, NY 11771	Class A common stock	159,547	*	4.9%
	Class B common stock	3,707,834	6.8%	

* Less than 1%

- (1) Beneficial ownership of a security consists of sole or shared voting power (including the power to vote or to direct the vote) and/or sole or shared investment power (including the power to dispose or direct the disposition) with respect to the security through any contract, arrangement, understanding and relationship or otherwise. Unless indicated, beneficial ownership disclosed consists of sole voting and investment power. Beneficial ownership of Class A common stock is exclusive of the shares of Class A common stock that are issuable upon conversion of shares of Class B common stock.
- (2) Shares of Class B common stock are convertible into shares of Class A common stock at the option of the holder on a share for share basis. The holder of one share of Class A common stock has one vote per share at a meeting of our stockholders and the holder of one share of Class B common stock has 10 votes per share at a meeting of our stockholders, except in the separate elections of directors. Holders of Class A common stock have the right to elect 25% of the Board of Directors rounded up to the nearest whole director and the holders of Class B common stock have the right to elect the remaining members of the Board of Directors.

Edgar Filing: CABLEVISION SYSTEMS CORP /NY - Form DEF 14A

- (3) Members of the Dolan family have formed a group for purposes of Section 13(d) of the Securities Exchange Act of 1934. The members of this group (the Group Members) are: Charles F. Dolan, individually and as Trustee of the Charles F. Dolan 2009 Revocable Trust (the CFD 2009 Trust); Helen A. Dolan, individually and as Trustee of the Helen A. Dolan 2009 Revocable Trust (the HAD 2009 Trust); James L. Dolan; Thomas C. Dolan; Patrick F. Dolan; Kathleen M. Dolan, individually and as a Trustee of the Charles F. Dolan Children Trust FBO Kathleen M. Dolan, the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Marianne Dolan Weber, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Charles F. Dolan Children Trust FBO Thomas C. Dolan and the Charles F. Dolan Children Trust FBO James L. Dolan (hereinafter collectively referred to as the Dolan Children Trusts and individually, a Dolan Children Trust), and as sole Trustee of the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust; Marianne

Table of Contents*Proxy Statement 2014 - Cablevision*

Dolan Weber; Deborah A. Dolan-Sweeney; David M. Dolan, as a Trustee of the Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan, the Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan, the Charles F. Dolan 2009 Family Trust FBO James L. Dolan, the Charles F. Dolan 2009 Family Trust FBO Marianne Dolan Weber, the Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan and the Charles F. Dolan 2009 Family Trust FBO Deborah Dolan-Sweeney (collectively, the 2009 Family Trusts and individually, a 2009 Family Trust) and as a Trustee of the CFD 2010 Grandchildren Trust FBO Descendants of James L. Dolan, CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber and CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan (collectively, the CFD 2010 Grandchildren Trusts and individually, a 2010 Grandchildren Trust); Paul J. Dolan, as a Trustee of the Dolan Children Trusts FBO Kathleen M. Dolan and James L. Dolan; Matthew J. Dolan, as a Trustee of the Dolan Children Trusts FBO Marianne Dolan Weber and Thomas C. Dolan; Mary S. Dolan, as a Trustee of the Dolan Children Trusts FBO Deborah Dolan-Sweeney and Patrick F. Dolan, each of the 2009 Family Trusts and each of the CFD 2010 Grandchildren Trusts; Dolan Children Trust FBO Kathleen M. Dolan; Dolan Children Trust FBO Marianne Dolan Weber; Dolan Children Trust FBO Deborah Dolan-Sweeney; Dolan Children Trust FBO James L. Dolan; Dolan Children Trust FBO Thomas C. Dolan; Dolan Children Trust FBO Patrick F. Dolan; 2009 Family Trust FBO James L. Dolan; 2009 Family Trust FBO Thomas C. Dolan; 2009 Family Trust FBO Patrick F. Dolan; 2009 Family Trust FBO Kathleen M. Dolan; 2009 Family Trust FBO Marianne Dolan Weber; 2009 Family Trust FBO Deborah A. Dolan-Sweeney; Ryan Dolan 1989 Trust; Tara Dolan 1989 Trust; CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney; CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan; CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber; CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan; CFD 2010 Grandchildren Trust FBO Aidan Dolan; and CFD 2010 Grandchildren Trust FBO Quentin Dolan. The Group Members may be deemed to beneficially own an aggregate of 65,299,002 shares of Class A common stock as a result of their beneficial ownership of (i) 11,161,329 shares of Class A common stock (including 1,308,600 shares of restricted stock and 5,734,800 shares of Class A common stock issuable upon the exercise of options granted pursuant to the Company's Employee Stock Plan, which on March 28, 2014, were unexercised but were exercisable within a period of 60 days), and (ii) 54,137,673 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof. Individuals who are Group Members solely in their capacity as trustees of trusts that are Group Members may be deemed to beneficially own an additional 1,543,238 shares of Class A common stock. See footnotes (4), (5), (12) through (19), (21) through (33).

- (4) Charles F. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 3,158,287 shares of Class A common stock (including 409,632 shares of Class A common stock, 728,300 unvested shares of restricted stock, 2,011,600 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days owned personally and 8,755 shares of Class A common stock owned by the CFD 2009 Trust); 10,693,686 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2009 Trust, and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 1,189,350 shares of Class A common stock owned by the Dolan Family Foundation; 7,800,000 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the HAD 2009 Trust; 9,607,337 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the 2009 Family Trusts and 3,843,740 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2010 Grandchildren Trusts. Includes 9,607,337 shares of Class B common stock owned by the 2009 Family

Table of Contents*Proxy Statement 2014 - Cablevision*

Trusts and 3,843,740 shares of Class B common stock owned by the CFD 2010 Grandchildren Trusts which Charles F. Dolan may be deemed to have the right to acquire because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. He disclaims beneficial ownership of 1,189,350 shares of Class A common stock owned by the Dolan Family Foundation; 7,800,000 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the HAD 2009 Trust; 9,607,337 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the 2009 Family Trusts and 3,843,740 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2010 Grandchildren Trusts. See footnotes (5), (12), (27).

- (5) Helen A. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 7,800,000 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the HAD 2009 Trust, and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 1,189,350 shares of Class A common stock owned by the Dolan Family Foundation; an aggregate of 3,158,287 shares of Class A common stock (including 409,632 shares of Class A common stock, 728,300 unvested shares of restricted stock, 2,011,600 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days owned personally by her spouse, Charles F. Dolan and 8,755 shares of Class A common stock owned by the CFD 2009 Trust); 10,693,686 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2009 Trust; 9,607,337 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the 2009 Family Trusts and 3,843,740 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2010 Grandchildren Trusts. Includes 9,607,337 shares of Class B common stock owned by the 2009 Family Trusts and 3,843,740 shares of Class B common stock owned by the CFD 2010 Grandchildren Trusts which Helen A. Dolan's spouse, Charles F. Dolan, may be deemed to have the right to acquire because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. She disclaims beneficial ownership of 1,189,350 shares of Class A common stock owned of the Dolan Family Foundation; an aggregate of 3,158,287 shares of Class A common stock (including 409,632 shares of Class A common stock, 728,300 unvested shares of restricted stock, 2,011,600 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days owned personally by her spouse and 8,755 shares of Class A common stock owned by the CFD 2009 Trust); 10,693,686 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2009 Trust; 9,607,337 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the 2009 Family Trusts and 3,843,740 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2010 Grandchildren Trusts. See footnotes (4), (12), (27).
- (6) The Company has been informed that ClearBridge Investments, LLC, an investment advisor, beneficially owned and had sole dispositive power over 26,708,822 shares of Class A common stock and sole voting power over 26,173,796 shares of Class A common stock as of December 31, 2013.
- (7) The Company has been informed that certain operating subsidiaries of GAMCO Investors, Inc. beneficially owned, or exercised investment discretion over various institutional accounts which held an aggregate of 21,444,755 shares of Class A common stock as of November 12, 2013.

Table of Contents

Proxy Statement 2014 - Cablevision

- (8) The Company has been informed that T. Rowe Price Associates, Inc. (Price Associates) beneficially owned 21,030,470 shares of Class A common stock and sole voting power over 5,007,600 shares of Class A common stock and sole dispositive power over 21,030,470 shares of Class A common stock as of December 31, 2013. These securities are owned by various individual and institutional investors, which Price Associates serves as investment advisor with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.
- (9) The Company has been informed that Paulson & Co. Inc. (Paulson), an investment advisor, beneficially owned 21,000,000 shares of Class A common stock and sole voting power and sole dispositive power over 21,000,000 shares of Class A common stock as of December 31, 2013. Its affiliates furnish investment advice to and manage onshore and offshore investment funds and separate managed accounts (such investment funds and accounts, the Funds). In its role as investment advisor, or manager, Paulson possesses voting and/or investment power over the securities that are owned by the Funds. All securities are owned by the Funds. Paulson disclaims beneficial ownership of such securities.
- (10) The Company has been informed that The Vanguard Group, Inc., an investment advisor, beneficially owned 15,109,023 shares of Class A common stock and sole voting power over 340,915 shares of Class A common stock, shared dispositive power over 316,215 shares of Class A common stock and sole dispositive power over 14,792,808 shares of Class A common stock as of December 31, 2013.
- (11) The Company has been informed that BlackRock, Inc. beneficially owned 13,380,239 shares of Class A common stock and had sole voting power over 11,609,416 shares of Class A common stock and sole dispositive power over 13,380,239 shares of Class A common stock as of December 31, 2013.
- (12) Includes shares of Class A common stock issuable upon the exercise of options granted pursuant to the Company's 2006 Employee Stock Plan and predecessor plans, which on March 28, 2014, were unexercised but were exercisable within a period of 60 days. These amounts include the following number of shares of Class A common stock for the following individuals: Mr. Atwood, 4,000; Mr. Charles F. Dolan, 2,011,600; Mr. James L. Dolan, 3,229,300; Ms. Kristin A. Dolan, 67,800; Mr. Patrick F. Dolan, 107,800; Mr. Thomas C. Dolan, 199,500; Mr. David G. Ellen, 448,900; Ms. Victoria D. Salhus, 57,400; Mr. Seibert, 1,143,900, Mr. Sweeney, 110,800; and Kevin F. Watson, 47,900; all executive officers and directors as a group 7,482,900.
- (13) Includes shares of Class A common stock issuable upon the exercise of options granted pursuant to the Company's 2006 Stock Plan for Non-Employee Directors and predecessor plans, which on March 28, 2014, were unexercised but were exercisable within a period of 60 days. These amounts include the following number of shares of Class A common stock for the following individuals: Mr. Araskog, 0; Mr. Biondi, 8,000; Mr. Carter, 0; Ms. Kathleen M. Dolan, 0; Ms. Deborah Dolan-Sweeney, 0; Mr. Reifenheiser, 8,000; Mr. Ryan, 12,000; Mr. Tese, 12,000; Dr. Tow, 8,000; and Ms. Dolan Weber, 8,000.
- (14) Does not include restricted stock units granted under the Company's 2006 Stock Plan for Non-Employee Directors and predecessor plans. These amounts include the following number of restricted stock units for the following individuals: Mr. Araskog, 41,604; Mr. Biondi, 41,604; Mr. Carter, 38,041; Ms. Kathleen M. Dolan, 34,966; Ms. Deborah Dolan-Sweeney, 30,734; Mr. Reifenheiser, 45,353; Mr. Ryan, 45,353; Mr. Tese, 45,353; Dr. Tow, 41,604; and Ms. Dolan Weber, 41,604.

Table of Contents*Proxy Statement 2014 - Cablevision*

- (15) James L. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 4,337,766 shares of Class A common stock (including 852,566 shares of Class A common stock, 248,200 unvested shares of restricted stock and 3,229,300 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally; 60,627 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned personally and an aggregate of 7,700 shares of Class A common stock held as custodian for one or more of his children; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 183,982 shares of Class A common stock (including 24,879 shares of Class A common stock; 89,500 unvested shares of restricted stock, 67,800 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days and 1,822 shares of Class A common stock held in the Cablevision 401(k) Savings Plan's Cablevision Stock Fund) owned personally by his spouse, Kristin A. Dolan; 5,000 shares of Class A common stock owned jointly with his spouse; 13,800 shares of Class A common stock owned by members of his household; 159,547 shares of Class A common stock and 3,707,834 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for his benefit and an aggregate of 136,242 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion owned of record by the CFD 2010 Grandchildren Trusts FBO Aidan and Quentin Dolan for which his spouse serves as trustee. He disclaims beneficial ownership of an aggregate of 7,700 shares of Class A common stock held as custodian for one or more minor children; 13,800 shares of Class A common stock owned by members of his household; 184,001 shares of Class A common stock (including 24,879 shares of Class A common stock, 89,500 unvested shares of restricted stock, 67,800 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days and 1,822 shares of Class A common stock held in the Cablevision 401(k) Savings Plan's Cablevision Stock Fund) owned personally by his spouse; 159,547 shares of Class A common stock and 3,707,834 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for his benefit and an aggregate of 136,242 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion owned of record by the CFD 2010 Grandchildren Trusts FBO Aidan and Quentin Dolan for which his spouse serves as trustee.
- (16) Kathleen M. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 8,881 shares of Class A common stock owned personally; an aggregate of 9,200 shares of Class A common stock held as custodian for one or more minor children and an aggregate of 121,254 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust for which she serves as trustee; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of an aggregate of 1,084,918 shares of Class A common stock owned by the Dolan Children Trusts (of which 191,456 shares are held for her benefit) and an aggregate of 21,874,787 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trusts (of which 3,675,924 shares are held for her benefit) and for which she serves as co-trustee. She disclaims beneficial ownership of an aggregate of 9,200 shares of Class A common stock held as custodian for one or more minor children; an aggregate of 121,254 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust for which she serves as trustee; an aggregate of 1,084,918 shares of Class A common stock owned by the Dolan Children Trusts (of which 191,456 shares are held for her benefit) and an aggregate of 21,874,787 shares of Class B common stock and

Table of Contents*Proxy Statement 2014 - Cablevision*

the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trusts (of which 3,675,924 shares are held for her benefit) and for which she serves as co-trustee.

- (17) Kristin A. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 184,001 shares of Class A common stock (including 24,879 shares of Class A common stock; 89,500 unvested shares of restricted stock, 67,800 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days and 1,822 shares of Class A common stock held in the Cablevision 401(k) Savings Plan s Cablevision Stock Fund) owned personally and an aggregate of 136,242 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion owned of record by the CFD 2010 Grandchildren Trusts FBO Aidan and Quentin Dolan for which she serves as trustee; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of an aggregate of 4,330,066 shares of Class A common stock (including 852,566 shares of Class A common stock, 248,200 unvested shares of restricted stock and 3,229,300 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally by her spouse, James L. Dolan; 60,627 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned personally by her spouse; 5,000 shares of Class A common stock owned jointly with her spouse; an aggregate of 7,700 shares of Class A common stock held by her spouse as custodian for one or more minor children; 13,800 shares of Class A common stock owned by members of her household; 159,547 shares of Class A common stock and 3,707,834 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for the benefit of her spouse. She disclaims beneficial ownership of an aggregate of 7,700 shares of Class A common stock held by her spouse as custodian for one or more minor children; 13,800 shares of Class A common stock owned by members of her household; 4,330,066 shares of Class A common stock (including 852,566 shares of Class A common stock, 248,200 unvested shares of restricted stock and 3,229,300 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally by her spouse; 60,627 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned personally by her spouse; 159,547 shares of Class A common stock and 3,707,834 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for the benefit of her spouse and an aggregate of 136,242 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion owned of record by the CFD 2010 Grandchildren Trusts FBO Aidan and Quentin Dolan for which she serves as trustee.
- (18) Patrick F. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 292,169 shares of Class A common stock (including 120,069 shares of Class A common stock, 64,300 unvested shares of restricted stock and 107,800 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 17,025 shares of Class A common stock owned jointly with his spouse; 2,628 shares of Class A common stock owned personally by his spouse; 9,200 shares of Class A common stock owned by members of his household; 2,750 shares owned by the Daniel P. Mucci Trust (the Mucci Trust) for which he serves as co-trustee and 191,456 shares of Class A common stock owned by the Dolan Children Trust for his benefit and 3,544,063 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for his benefit. He disclaims beneficial

Table of Contents*Proxy Statement 2014 - Cablevision*

ownership of 2,628 shares of Class A common stock owned personally by his spouse; 9,200 shares of Class A common stock owned by members of his household; 2,750 shares of Class A common stock held by the Mucci Trust and 191,456 shares of Class A common stock and 3,544,063 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for his benefit.

- (19) Thomas C. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 481,056 shares of Class A common stock (including 183,656 shares of Class A common stock, 97,900 unvested shares of restricted stock and 199,500 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 159,547 shares of Class A common stock and 3,707,834 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for his benefit. He disclaims beneficial ownership of 159,547 shares of Class A common stock and 3,707,834 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for his benefit.
- (20) Edward C. Atwood may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 16,963 shares of Class A common stock (including 4,153 shares of Class A common stock, 8,810 unvested shares of restricted stock and 4,000 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of an aggregate of 445,381 shares of Class A common stock (including 79,611 shares of Class A common stock owned jointly with his spouse and 365,770 shares of Class A common stock owned by the CFD Trust No. 10 for the benefit of his spouse). He disclaims beneficial ownership of 365,770 shares of Class A common stock owned by the CFD Trust No. 10 for the benefit of his spouse.
- (21) Brian G. Sweeney may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 299,286 shares of Class A common stock (including 108,086 shares of Class A common stock, 80,400 unvested shares of restricted stock and 110,800 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 8,881 shares of Class A common stock owned personally by his spouse, Deborah A. Dolan-Sweeney; an aggregate of 32,050 shares Class A common stock held in trusts for his children for which he serves as co-trustee and 191,456 shares of Class A common stock and 3,675,924 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for the benefit of his spouse. He disclaims beneficial ownership of the 8,881 shares of Class A common stock owned personally by his spouse; an aggregate of 32,050 shares of Class A common stock held in trusts for his children for which he serves as co-trustee and 191,456 shares of Class A common stock and 3,675,924 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for the benefit of his spouse.
- (22) Deborah A. Dolan-Sweeney may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 8,881 shares of Class A common stock owned personally; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 299,286 shares of Class A common stock (including 108,086 shares of Class A common

Table of Contents*Proxy Statement 2014 - Cablevision*

stock, 80,400 unvested shares of restricted stock and 110,800 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally by her spouse, Brian G. Sweeney; an aggregate of 32,050 shares of Class A common stock held in trusts for her children for which her spouse serves as co-trustee and 191,456 shares of Class A common stock and 3,675,924 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for her benefit. She disclaims beneficial ownership of 299,286 shares of Class A common stock (including 108,086 shares of Class A common stock, 80,400 unvested shares of restricted stock and 110,800 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally by her spouse; an aggregate of 32,050 shares of Class A common stock held in trusts for her children for which her spouse serves as co-trustee and 191,456 shares of Class A common stock and 3,675,924 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for her benefit.

- (23) Marianne Dolan Weber may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 16,881 shares of Class A common stock (including 8,881 shares of Class A common stock and 8,000 shares of Class A common stock issuable upon exercise of options which on March 28, 2014 were unexercised but were exercisable within a period of 60 days) owned personally; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 3,600 shares of Class A common stock owned personally by her spouse; 4,600 shares of Class A common stock owned by members of her household and 191,456 shares of Class A common stock and 3,563,208 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for her benefit. She disclaims beneficial ownership of 3,600 shares of Class A common stock owned personally by her spouse; 4,600 shares of Class A common stock owned by members of her household and 191,456 shares of Class A common stock and 3,563,208 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trust for her benefit.
- (24) Paul J. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 386,206 shares of Class A common stock (including 20,436 shares of Class A common stock held as custodian for one or more minor children and 365,770 shares of Class A common stock owned by the CFD Trust No. 10); and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 23,629 shares of Class A common stock owned jointly with his spouse and an aggregate of 351,003 shares of Class A common stock and 7,383,758 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan. He disclaims beneficial ownership of an aggregate of 20,436 shares of Class A common stock held as custodian for one or more minor children; 365,770 shares of Class A common stock owned by the CFD Trust No. 10 and an aggregate of 351,003 shares of Class A common stock and 7,383,758 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan.
- (25) Mary S. Dolan may be deemed to have (i) the sole power to vote or to direct the vote and to dispose of or to direct the disposition of 27,250 shares of Class A common stock held as custodian for one or more minor children; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 33,037 shares of Class A common stock owned jointly with her spouse; an aggregate of 382,912 shares of Class A common stock and 7,219,987 shares of Class B common stock and the equal number of shares of

Table of Contents*Proxy Statement 2014 - Cablevision*

Class A common stock issuable upon conversion thereof owned by the Dolan Children Trusts for the benefit of Deborah Dolan-Sweeney and Patrick F. Dolan, an aggregate of 9,607,337 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion owned of record by the 2009 Family Trusts and an aggregate of 3,843,740 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion owned of record by the CFD 2010 Grandchildren Trusts. She disclaims beneficial ownership of 27,250 shares of Class A common stock held as custodian for one or more minor children; an aggregate of 382,912 shares of Class A common stock and 7,219,987 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trusts for the benefit of Deborah Dolan-Sweeney and Patrick F. Dolan and an aggregate of 9,607,337 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion owned of record by the 2009 Family Trusts and an aggregate of 3,843,740 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion owned of record by the CFD 2010 Grandchildren Trusts.

- (26) Matthew J. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 6,300 shares of Class A common stock owned personally and 5,550 shares of Class A common stock held as custodian for his child; and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of an aggregate of 2,000 shares of Class A common stock owned of record with his spouse; 1,350 shares of Class A common stock held by his spouse as custodian for a minor child; 351,003 shares of Class A common stock and 7,271,042 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan. He disclaims beneficial ownership of 5,550 shares of Class A common stock held as custodian for his child; 1,350 shares of Class A common stock held by his spouse as custodian for a minor child and an aggregate of 351,003 shares of Class A common stock and 7,271,042 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan.
- (27) David M. Dolan may be deemed to have (i) the sole power to vote or to direct the vote of and to dispose of or to direct the disposition of 1,024,666 shares of Class A common stock (including 8,386 shares of Class A common stock owned by the David M. Dolan Revocable Trust and 1,016,280 shares of Class A common stock owned by the Charles F. Dolan Charitable Remainder Trust); and (ii) the shared power to vote or to direct the vote of and to dispose of or to direct the disposition of 33,250 shares of Class A common stock (including 9,200 shares of Class A common stock owned jointly with his spouse; 21,000 shares of Class A common stock owned by the Ann H. Dolan Revocable Trust; 3,050 shares of Class A common stock held by his spouse as custodian for a minor child) and 13,451,077 shares of Class B common stock (including an aggregate of 9,607,337 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the 2009 Family Trusts and an aggregate of 3,843,740 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2010 Grandchildren Trusts). He disclaims beneficial ownership of 1,016,280 shares of Class A common stock owned by the Charles F. Dolan Charitable Remainder Trust; 21,000 shares of Class A common stock owned by the Ann H. Dolan Revocable Trust; 3,050 shares of Class A common stock held by his spouse as custodian for a minor child; an aggregate of 9,607,337 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the 2009 Family Trusts and an aggregate of 3,843,740 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the CFD 2010 Grandchildren Trusts.

Table of Contents

Proxy Statement 2014 - Cablevision

- (28) Kathleen M. Dolan and Paul J. Dolan serve as co-trustees and have the shared power to vote and to dispose of the 191,456 shares of Class A common stock and 3,675,924 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Charles F. Dolan Children Trust FBO Kathleen M. Dolan.
- (29) Kathleen M. Dolan and Mary S. Dolan serve as co-trustees and have the shared power to vote and to dispose of the 191,456 shares of Class A common stock and 3,675,924 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Charles F. Dolan Children Trust FBO Deborah A. Dolan-Sweeney.
- (30) Kathleen M. Dolan and Matthew J. Dolan serve as co-trustees and have the shared power to vote and to dispose of the 191,456 shares of Class A common stock and 3,563,208 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Charles F. Dolan Children Trust FBO Marianne Dolan-Weber.
- (31) Kathleen M. Dolan and Mary S. Dolan serve as co-trustees and have the shared power to vote and to dispose of the 191,456 shares of Class A common stock and 3,544,063 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Charles F. Dolan Children Trust FBO Patrick F. Dolan.
- (32) Kathleen M. Dolan and Matthew J. Dolan serve as co-trustees and have the shared power to vote and to dispose of the 159,547 shares of Class A common stock and 3,707,834 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Charles F. Dolan Children Trust FBO Thomas C. Dolan.
- (33) Kathleen M. Dolan and Paul J. Dolan serve as co-trustees and have the shared power to vote and to dispose of the 159,547 shares of Class A common stock and 3,707,834 shares of Class B common stock and the equal number of shares of Class A common stock issuable upon conversion thereof owned by the Charles F. Dolan Children Trust FBO James L. Dolan.
- (34) Ms. Salhus' service as an executive officer ended on December 30, 2013. Beneficial ownership information is based on information contained in the last Form 4 filed by Ms. Salhus with the Securities and Exchange Commission. Includes 9,740 shares of Class A common stock held in the Cablevision 401(k) Savings Plan's Cablevision Stock Fund.

Charles F. Dolan, members of his family and related family entities, by virtue of their ownership of Class B common stock, are able collectively to control stockholder decisions on matters in which holders of Class A common stock and Class B common stock vote together as a class, and to elect up to 75% of the Company's Board. In addition, Charles F. Dolan, members of the Dolan family and related family entities entered into an amended Class B Stockholders Agreement which has the effect of causing the voting power of these Class B stockholders to be cast as a block on all matters to be voted on by holders of Class B common stock.

Registration Rights. On January 13, 2010, the Company entered into a registration rights agreement (the Dolan Registration Rights Agreement), with Charles F. Dolan, the Chairman of the Company, and all other holders of Class B common stock (other than the Charles F. Dolan Children Trusts referred to below), the Dolan Children's Foundation and the Dolan

Table of Contents*Proxy Statement 2014 - Cablevision*

Family Foundation. Under this agreement, Cablevision will provide the parties to the Dolan Registration Rights Agreement (the Dolan Parties) (and, in certain cases, transferees and pledgees of shares of Class B common stock owned by these parties) with certain demand and piggyback registration rights with respect to their shares of Class A common stock (including those issued upon conversion of shares of Class B common stock). The Dolan Parties own approximately 32.3 million shares of Class B common stock (the Dolan Shares), which represent approximately 59.6% of the outstanding Class B common stock as well as approximately 11.8 million shares of Class A common stock, which represent approximately 5.5% of the outstanding Class A common stock. Such shares of Class B common stock and Class A common stock, collectively, represent approximately 16.3% of the Company s outstanding common stock and 44% of the aggregate voting power of the Company s outstanding common stock.

Also on January 13, 2010, the Charles F. Dolan Children Trusts (the Children Trusts) and the Company entered into a registration rights agreement (the Children Trusts Registration Rights Agreement). Under this agreement, the Company will provide the Children Trusts (and, in certain cases, transferees and pledgees of shares of Class B common stock owned by these parties) with certain demand and piggy-back registration rights with respect to their shares of Class A common stock (including those issued upon conversion of shares of Class B common stock). The Children Trusts own approximately 21.9 million shares of Class B common stock (the Children Trust Shares), which represent approximately 40.4 % of the outstanding Class B common stock, as well as approximately 1.1 million shares of Class A common stock, which represent approximately 0.5 % of the outstanding Class A common stock. Such shares of Class B common stock and Class A common stock, collectively, represent approximately 8.5% of the Company s common stock and 29% of the aggregate voting power of the Company s outstanding common stock.

In the Children Trusts Registration Rights Agreement, each Children Trust has agreed that in the case of any sale or disposition of its shares of Class B common stock (other than to Charles F. Dolan or other Dolan family interests) by such Children Trust, or of any of the Children Trust Shares by any other Dolan family interest to which such shares of Class B common stock are transferred, such stock will be converted to Class A common stock. The Dolan Registration Rights Agreement does not include a comparable conversion obligation, and the conversion obligation in the Children Trusts Registration Rights Agreement does not apply to the Dolan Shares.

OTHER MATTERS***Section 16(a) Beneficial Ownership Reporting Compliance***

Pursuant to regulations promulgated by the Securities and Exchange Commission, the Company is required to identify, based solely on a review of reports filed under Section 16(a) of the Securities Exchange Act of 1934, each person who, at any time during its fiscal year ended December 31, 2013, was a director, officer or beneficial owner of more than 10% of the

Table of Contents

Proxy Statement 2014 - Cablevision

Company's Class A common stock that failed to file on a timely basis any such reports. Based on such review, the Company is aware of no such failure, except that Charles F. Dolan and Helen A. Dolan filed a late Form 5 reporting a gift Mr. Dolan received in 2013.

Matters To Be Raised At The 2014 Annual Meeting Not Included In This Proxy Statement

We do not know of any matters to be acted upon at the meeting other than those discussed in this proxy statement. If any other matter is properly presented, proxy holders will vote on the matter in their discretion.

Stockholder Proposals for 2014 Annual Meeting

In accordance with Rule 14a-8 of the Securities and Exchange Commission, stockholders that are permitted to present a proposal included in this proxy statement at the 2014 annual meeting are requested to provide the Company with notice of the name of the individual or qualified representative, if applicable, that will present the proposal at the meeting. Notices should be directed to Cablevision Systems Corporation, Corporate Secretary, 1111 Stewart Avenue, Bethpage, New York 11714 on or before May 12, 2014.

Advance Notice of Proxy Holders and Qualified Representatives

Stockholders must provide advance written notice to the Company if they intend to have any legal proxy (other than the persons appointed as proxies on the Company's proxy card) or qualified representative attend the annual meeting on their behalf. The notice must include the name and address of the legal proxy or qualified representative and must be received by 5:00 p.m. on May 10, 2014 in order to allow enough time for the issuance of an admission ticket to such person. Notices should be directed to Cablevision Systems Corporation, Corporate Secretary, 1111 Stewart Avenue, Bethpage, New York 11714.

Stockholder Proposals for 2015 Annual Meeting

Stockholders who, in accordance with Rule 14a-8 of the Securities and Exchange Commission, wish to present proposals at our 2015 annual meeting and wish to have those proposals included in the proxy materials to be distributed by us in connection with our 2015 annual meeting must submit their proposals to Cablevision Systems Corporation, Corporate Secretary, 1111 Stewart Avenue, Bethpage, New York 11714 on or before December 12, 2014. Any such proposal must meet the requirements set forth in the rules and regulations of the Securities and Exchange Commission, including Rule 14a-8, in order for such proposal to be eligible for inclusion in our 2015 proxy statement.

In accordance with our by-laws, in order to be properly brought before the 2015 annual meeting, regardless of inclusion in our proxy statement, notice of a matter a stockholder wishes to present must be delivered to Cablevision Systems Corporation, Corporate Secretary, 1111 Stewart Avenue, Bethpage, New York 11714, not less than 60 nor more than 90 days prior to the date of the annual meeting. If, however the date of the meeting is publicly

Table of Contents

Proxy Statement 2014 - Cablevision

announced or disclosed less than 70 days prior to the date of the meeting, such notice must be given not more than ten days after such date is first so announced or disclosed. The stockholder must also provide all of the information required by our by-laws.

Householding

The SEC allows companies and intermediaries (such as brokers) to implement a delivery procedure called householding. Householding is the term used to describe the practice of delivering a single set of notices, proxy statements and annual reports to any household at which two or more stockholders reside. This procedure reduces the volume of duplicate information stockholders receive and also reduces a company's printing and mailing costs. Householding will continue until you are notified otherwise or you submit contrary instructions. The Company will promptly deliver an additional copy of any such document to any stockholder who writes the Company. Alternatively, if you share an address with another stockholder and have received multiple copies of our notice, proxy statement and annual report, you may contact us to request delivery of a single copy of these materials. Any such written request should be directed to Cablevision Systems Corporation, Corporate Secretary, 1111 Stewart Avenue, Bethpage, New York 11714 or call 1-800-579-1639.

Annual Report on Form 10-K

WE WILL FURNISH (UPON PAYMENT OF A REASONABLE CHARGE FOR ANY EXHIBIT REQUESTED) A COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2013, AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, TO ANY STOCKHOLDER WHO REQUESTS ONE IN WRITING. Any such request should be directed to Cablevision Systems Corporation, Investor Relations, 1111 Stewart Avenue, Bethpage, New York 11714.

Jamal H. Haughton

Senior Vice President,

Associate General Counsel

and Assistant Secretary

Bethpage, New York

April 11, 2014

Table of Contents

Exhibit A

Cablevision Systems Corporation Amended and Restated 2006 Employee Stock Plan

1. Purpose. The purpose of the Cablevision Systems Corporation Amended and Restated 2006 Employee Stock Plan is to compensate employees of the Company and its Affiliates who are and have been largely responsible for the management and growth of the business of the Company and its Affiliates and to advance the interest of the Company by encouraging and enabling the acquisition of a personal proprietary interest in the Company by employees upon whose judgment and keen interest the Company and its Affiliates are largely dependent for the successful conduct of their operations. It is anticipated that such compensation and the acquisition of such proprietary interest in the Company will stimulate the efforts of such employees on behalf of the Company and its Affiliates, and strengthen their desire to remain with the Company and its Affiliates. It is also expected that such compensation and the opportunity to acquire such a proprietary interest will enable the Company and its Affiliates to attract and retain desirable personnel.

2. Definitions. When used in this Plan, unless the context otherwise requires:

- (a) **Affiliate** shall mean (i) any Entity controlling, controlled by, or under common control with the Company or any other Affiliate and (ii) any Entity in which the Company owns at least five percent of the outstanding equity interest of such Entity.
- (b) **Award** shall mean an Option, Right, Restricted Share or Restricted Stock Unit or other equity based award which is granted or made under the Plan.
- (c) **Award Agreement** shall mean an agreement which may be entered into by a Participant under the Plan and the Company, setting forth the terms and provisions applicable to Awards granted to such Participant.
- (d) **Board of Directors** shall mean the Board of Directors of the Company, as constituted at any time.
- (e) **Committee** shall mean the Compensation Committee of the Board of Directors, as described in Section 3.
- (f) **Company** shall mean Cablevision Systems Corporation, a Delaware corporation.
- (g) **Consent** shall mean (i) any listing, registration or qualification requirement in respect of an Award or Share with respect to any securities exchange or under any federal, state or local law, rule or regulation, (ii) any and all written agreements and representations by the Participant with respect to the disposition of Shares, or with respect to any other matter, which the Committee may deem necessary or desirable to comply with the terms of any such listing, registration or qualification requirement or to obtain an exemption therefrom, (iii) any and all other consents, clearances and approvals in respect of an action under the Plan by any governmental or other regulatory body or any stock exchange or self-regulatory agency, (iv) any and all consents by the Participant to (A) the Company's supplying to any third party record keeper of the Plan such personal information as the Committee deems

Table of Contents

advisable to administer the Plan and (B) the Company's imposing sales and transfer procedures and restrictions on Shares delivered under the Plan and (v) any and all other consents or authorizations required to comply with, or required to be obtained under law.

(h) Entity shall mean any business, corporation, partnership, limited liability company or other entity.

(i) Fair Market Value on a specified date shall mean the closing price for a Share on the stock exchange, if any, on which such Shares are primarily traded, but if no Shares were traded on such date, the average of the bid and asked closing prices at which one Share is traded on the over-the-counter market, as reported on the National Association of Securities Dealers Automated Quotation System, or, if none of the above is applicable, the value of a Share as established by the Committee for such date using any reasonable method of valuation. Notwithstanding the generality of the foregoing, if the Company has established an electronic exercise program with a broker for the exercise of Options or Rights and the Shares underlying the Options are publicly traded, the Fair Market Value of a Share for purposes of net cashless exercise and withholding taxes shall be the price of a Share on such stock exchange at the time of exercise.

(j) GAAP shall mean accounting principles generally accepted in the United States of America.

(k) Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended.

(l) Options shall mean the stock options granted pursuant to Section 6 hereof.

(m) Participant shall mean any employee or former employee of the Company or any Affiliate who holds an outstanding Award granted under the Plan.

(n) Performance Criteria shall mean a goal or goals established by the Committee and measured over a period or periods selected by the Committee, such goal(s) to constitute a requirement that must be met in connection with the vesting, exercise and/or payment of an Award under the Plan as specified by the Committee. To the extent that an Award of Restricted Shares or Restricted Stock Units or another stock based award (other than Options and Rights) is intended to satisfy the requirements for deductibility under Section 162(m) of the Internal Revenue Code, the Performance Criteria with respect to such Award shall be related to measures of one or more of the criteria listed below. Such criteria may be determined by reference to the performance of the Company, an Affiliate or a business unit, product or service thereof or any combination of the foregoing. Such criteria may also be measured on a per customer, subscriber, homes passed, basic or diluted share basis or any combination of the foregoing and may reflect absolute performance, incremental performance or comparative performance to other companies (or their products or services) determined on a gross, net, GAAP or non-GAAP basis, with respect to one or more of the following: (i) net or operating income or other measures of profit; (ii) measures of revenue; (iii) earnings before interest, taxes, depreciation and amortization (EBITDA); (iv) cash flow, free cash flow, adjusted operating cash flow and similar measures; (v) return

Table of Contents

on equity, investment, assets or capital; (vi) gross or operating margins or savings; (vii) performance relative to budget, forecast or market expectations; (viii) market share or penetration, subscriber or customer acquisition or retention, ratings or viewership; (ix) operating metrics relating to sales, installations or customer service or satisfaction; (x) capital spending management, network upgrades or product or service deployments; (xi) a specified increase in the Fair Market Value of the Shares; (xii) a specified increase in the private market value of the Company; (xiii) Share price; (xiv) earnings per share and/or (xv) total shareholder return.

- (o) Plan shall mean this Cablevision Systems Corporation 2006 Employee Stock Plan, as amended from time to time.
- (p) Prior Plan shall mean the Employee Stock Plan.
- (q) Restricted Period shall mean the period of time during which Restrictions shall apply to a Restricted Share, as determined by the Committee pursuant to Section 9 hereof.
- (r) Restricted Shares shall mean the Shares awarded pursuant to Section 9 hereof that are subject to restrictions upon their sale, assignment, transfer, pledge or other disposal or encumbrance as determined by the Committee.
- (s) Restricted Stock Units shall mean awards made pursuant to Section 10 hereof, each such unit representing an unfunded and unsecured promise to deliver a Share (or cash or other property equal in value to the Share).
- (t) Restrictions shall mean the restrictions upon sale, assignment, transfer, pledge or other disposal or encumbrance on a Restricted Share as determined by the Committee in respect of an Award of a Restricted Share pursuant to Section 9 hereof.
- (u) Rights shall mean stock appreciation rights granted pursuant to Section 7 of the Plan.
- (v) Share shall mean a share of Cablevision NY Group Class A Common Stock, par value \$0.01 per share.
- (w) Subsidiary shall mean any subsidiary corporation, as defined in Section 424(f) of the Internal Revenue Code.

3. Administration. (a) The Plan shall be administered by the Committee, which shall consist of at least two members of the Board of Directors who shall be appointed by, and shall serve at the pleasure of, the Board of Directors. Except as otherwise determined by the Board of Directors, the members of the Committee shall be non-employee directors, as defined in Rule 16b-3 of the Securities Exchange Act of 1934 (the Exchange Act), and outside directors as defined in Section 162(m) of the Internal Revenue Code; provided, however, that the failure of the Committee to be so comprised shall not cause any Award to be invalid. The Committee may delegate any of its powers under the Plan to a subcommittee of the Committee (which hereinafter shall also be referred to as the Committee). The Committee

Table of Contents

may also delegate to any person who is not a member of the Committee or to any administrative group within the Company, any of its powers, responsibilities or duties. In delegating its authority, the Committee shall consider the extent to which any delegation may cause Awards to fail to be deductible under Section 162(m) of the Internal Revenue Code or to fail to meet the requirements of Rule 16(b)-3(d)(1) or Rule 16(b)-3(e) under the Exchange Act.

(b) The Committee shall have full authority, subject to the terms of the Plan (including Section 19), to (a) exercise all of the powers granted to it under the Plan, (b) construe, interpret and implement the Plan and all Awards and Award Agreements, (c) prescribe, amend and rescind rules and regulations relating to the Plan, including rules governing its own operations, (d) make all determinations necessary or advisable in administering the Plan, (e) correct any defect, supply any omission and reconcile any inconsistency in the Plan, (f) amend the Plan, (g) grant Awards and determine who shall receive Awards and the terms and conditions of such Awards, including, but not limited to, conditioning the exercise, vesting, payout or other term or condition of an Award on the achievement of Performance Criteria, (h) amend any outstanding Award in any respect, including, without limitation, to (1) accelerate the time or times at which the Award becomes vested or unrestricted or may be exercised or at which Shares are delivered under the Award (and, without limitation on the Committee's rights, in connection with such acceleration, the Committee may provide that any Shares delivered pursuant to such Award shall be Restricted Shares, which are subject to vesting, transfer, forfeiture or repayment provisions similar to those in the Participant's underlying Award) or (2) waive or amend any goals, restrictions, conditions or Performance Criteria (subject to the requirements of Section 162(m) of the Internal Revenue Code, if applicable to the Award) applicable to such Award, or impose new goals or restrictions and (i) determine at any time whether, to what extent and under what circumstances and method or methods (1) Awards may be (A) settled in cash, Shares, other securities, other Awards or other property, (B) exercised or (C) canceled, forfeited or suspended or (2) Shares, other securities, cash, other Awards or other property and other amounts payable with respect to an Award may be deferred either automatically or at the election of the participant or of the Committee. Subject to the requirements of Section 162(m) of the Internal Revenue Code, if applicable to the Award, the enumeration of the foregoing powers is not intended and should not be construed to limit in any way the authority of the Committee under the Plan which is intended, to the fullest extent permitted by law, to be plenary. The Plan, and all such rules, regulations, determinations and interpretations, shall be binding and conclusive upon the Company, its stockholders and all Participants, and upon their respective legal representatives, heirs, beneficiaries, successors and assigns and upon all other persons claiming under or through any of them.

(c) No member of the Board of Directors or the Committee or any employee of the Company or any of its Affiliates (each such person a Covered Person) shall have any liability to any person (including, without limitation, any Participant) for any action taken or omitted to be taken or any determination made in good faith with respect to the Plan or any Award. Each Covered Person shall be indemnified and held harmless by the Company against and from any loss, cost, liability or expense (including attorneys' fees) that may be

Table of Contents

imposed upon or incurred by such Covered Person in connection with or resulting from any action, suit or proceeding to which such Covered Person may be a party or in which such Covered Person may be involved by reason of any action taken or omitted to be taken under the Plan and against and from any and all amounts paid by such Covered Person, with the Company's approval, in settlement thereof, or paid by such Covered Person in satisfaction of any judgment in any such action, suit or proceeding against such Covered Person; provided that, the Company shall have the right, at its own expense, to assume and defend any such action, suit or proceeding and, once the Company gives notice of its intent to assume the defense, the Company shall have sole control over such defense with counsel of the Company's choice. The foregoing right of indemnification shall not be available to a Covered Person to the extent that a court of competent jurisdiction in a final judgment or other final adjudication, in either case, not subject to further appeal, determines that the acts or omissions of such Covered Person giving rise to the indemnification claim resulted from such Covered Person's bad faith, fraud or willful criminal act or omission. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which Covered Persons may be entitled under the Company's Certificate of Incorporation or by-laws, as a matter of law, or otherwise, or any other power that the Company may have to indemnify such persons or hold them harmless.

4. **Participants.** Except as hereinafter provided, all employees of the Company and its Affiliates shall be eligible to receive Awards under the Plan, except that Options that are intended to qualify as incentive stock options within the meaning of Section 422 of the Internal Revenue Code shall be granted only to employees of the Company or a Subsidiary. Nothing herein contained shall be construed to prevent the making of one or more Awards at the same or different times to the same employee.

5. **Share Limitations.** (a) The Committee may make Awards under this Plan for up to an aggregate number of 46,000,000 Shares, which may be either treasury Shares or authorized but unissued Shares. To the extent that (i) an Award (under this Plan or the Prior Plan) shall be paid, settled or exchanged or shall expire, lapse, terminate or be cancelled for any reason without the issuance of Shares, (ii) any Shares under an Award (under this Plan or the Prior Plan) are not issued because of payment or withholding obligations or (iii) Restricted Shares (under this Plan or the Prior Plan) shall revert back to the Company prior to the lapse of the Restrictions or be applied by the Company for purposes of tax withholding obligations, then the Committee may also grant Awards with respect to such Shares or Restricted Shares. Awards payable only in cash or property other than Shares shall not reduce the aggregate remaining number of Shares with respect to which Awards may be made under the Plan and Shares relating to any other Awards that are settled in cash or property other than Shares, when settled, shall be added back to the aggregate remaining number of Shares with respect to which Awards may be made under the Plan. The maximum number of Shares that may be issued under the Plan shall be adjusted by the Committee as appropriate to account for the events provided for in Section 12 hereof. Any Shares with respect to which the Company becomes obligated to make Awards through the assumption of, or in substitution for, outstanding awards previously granted by an acquired entity, shall not count against the Shares available to be delivered pursuant to Awards under this Plan.

Table of Contents

(b) In no event shall any Participant be granted Awards during any one (1) calendar year for, or that relate to, an aggregate number of Shares exceeding 2,000,000. The maximum number of Shares underlying Awards that may be granted to an individual in any one (1) calendar year under the Plan shall be adjusted by the Committee as appropriate to account for the events provided for in Section 12 hereof.

6. **Options.** Options granted under the Plan shall be either incentive stock options, within the meaning of Section 422 of the Internal Revenue Code, or non-qualified options, as determined by the Committee in its sole discretion.

(a) **Terms and Conditions.** The form, terms and conditions of each Option shall be determined by the Committee and shall be set forth in an Award Agreement. Such terms and conditions may include, without limitation, provisions relating to the vesting and exercisability of such Options as well as the conditions or circumstances upon which such Options may be accelerated, extended, forfeited or otherwise modified. The Committee may, in its sole discretion, establish one or more conditions to the vesting or exercise of an Option including, without limitation, conditions the satisfaction of which are measured by Performance Criteria; provided that, if such Option is designated as an incentive stock option, then such condition or conditions shall not be inconsistent with Section 422 of the Internal Revenue Code. Unless the Award Agreement specifies that the Option is an incentive stock option, it shall be a non-qualified stock option. All or any part of any Options granted to any Participant may be made exercisable upon the occurrence of such special circumstances or events as determined in the sole discretion of the Committee.

(b) **Exercise Price for Options.** The exercise price per Share of the Shares to be purchased pursuant to any Option shall be fixed by the Committee at the time an Option is granted, but in no event shall it be less than the Fair Market Value of a Share on the day on which the Option is granted. Such exercise price shall thereafter be subject to adjustment as required by the Award Agreement relating to each Option or Section 12 hereof.

(c) **Duration of Options.** The duration of any Option granted under this Plan shall be for a period fixed by the Committee but shall, except as described in the next sentence, in no event be more than ten (10) years. Notwithstanding the foregoing, an Award Agreement may provide that, in the event the Participant dies while the Option is outstanding, the Option will remain outstanding until the first anniversary of the Participant's date of death, and whether or not such first anniversary occurs prior to or following the expiration of ten (10) years from the date the Option was granted.

(d) **Incentive Stock Options Granted to Ten Percent Stockholders.** To the extent required by Section 422 of the Internal Revenue Code, no Option which is intended to qualify as an incentive stock option shall be granted under this Plan to any employee who, at the time the Option is granted, owns, or is considered owning, within the meaning of Section 422 of the Internal Revenue Code, shares possessing more than ten percent (10%) of the total combined voting power or value of all classes of stock of the Company or any Subsidiary, unless the exercise price under such Option is at least one hundred and ten percent

Table of Contents

(110%) of the Fair Market Value of a Share on the date such Option is granted and the duration of such option is no more than five (5) years.

(e) ***Initial Exercisability Limitation.*** The aggregate Fair Market Value (determined at the time that an Option is granted) of the Shares with respect to incentive stock options granted in any calendar year under all stock option plans of the Company or any corporation which (at the time of the granting of such incentive stock option) was a parent or Subsidiary of the Company, or of any predecessor corporation of any such corporation, which are exercisable for the first time by a Participant during any calendar year shall not exceed \$100,000, or, if different, the maximum allowed under Section 422 of the Internal Revenue Code.

(f) ***Settlement of an Option.*** When an Option is exercised pursuant to Section 8 hereof, the Committee, in its sole discretion, may elect, in lieu of issuing Shares pursuant to the terms of the Option, to settle the Option by paying the Participant an amount equal to the product obtained by multiplying (i) the excess of the Fair Market Value of one Share on the date the Option is exercised over the exercise price of the Option (the Option Spread) by (ii) the number of Shares with respect to which the Option is exercised. The amount payable to the Participant in these circumstances shall be paid by the Company either in cash or in Shares having a Fair Market Value equal to the Option Spread, or a combination thereof, as the Committee shall determine at the time the Option is exercised or at the time the Option is granted.

7. ***Rights.*** The Committee may grant to employees the right to receive such number of Rights, as determined by the Committee in its sole discretion.

(a) ***Terms and Conditions.*** The form, terms and conditions of each Right shall be determined by the Committee and shall be set forth in an Award Agreement. Such terms and conditions may include, without limitation, provisions relating to the vesting and exercisability of such Rights as well as the conditions or circumstances upon which such Rights may be accelerated, extended, forfeited or otherwise modified. The Committee may, in its sole discretion, establish one or more conditions to the vesting or exercise of a Right including, without limitation, conditions the satisfaction of which are measured by Performance Criteria. All or any part of any outstanding Rights granted to any Participant may be made exercisable upon the occurrence of such special circumstances or events as determined in the sole discretion of the Committee.

(b) ***Exercise Price for Rights.*** The exercise price of each Right shall be fixed by the Committee at the time a Right is granted, but in no event shall it be less than the Fair Market Value of a Share on the day on which the Right is granted. Such exercise price shall thereafter be subject to adjustment as required by the Award Agreement relating to each Right or Section 12 hereof.

(c) ***Duration of Rights.*** The duration of any Right granted under this Plan shall be for a period fixed by the Committee but shall, except as described in the next sentence, in no event be more than ten (10) years. Notwithstanding the foregoing, an Award Agreement may provide that, in the event the Participant dies while the Right is outstanding, the Right

Table of Contents

will remain outstanding until the first anniversary of the Participant's date of death, and whether or not such first anniversary occurs prior to or following the expiration of ten (10) years from the date the Right was granted.

(d) ***Settlement of Rights.*** Upon the exercise of any Rights, the Participant shall be entitled to receive from the Company an amount equal to the product obtained by multiplying (i) the excess of the Fair Market Value of one Share on the date the Rights are exercised over the exercise price of the related Right by (ii) the number of Shares to which such Rights are related. Such amount shall be paid in cash, in Shares having a Fair Market Value equal to such amount, or a combination of cash and Shares, as the Committee shall determine at the time the Right is exercised or at the time the Right is granted.

8. ***Exercise of Options and Rights.*** (a) An Option or Right shall be exercised by the delivery to any person who has been designated by the Company for the purpose of receiving the same, of a written notice duly signed by the Participant (or the representative of the estate or the heirs of a deceased Participant) to such effect (or electronic notice in a manner, if any, previously approved by the Company). Unless the Company chooses to settle an Option in cash, Shares or a combination thereof pursuant to Section 6(f) hereof, the Participant shall be required to deliver to the Company, within five (5) days of the delivery of the notice described above, either cash, a check payable to the order of the Company, Shares duly endorsed over to the Company (which Shares shall be valued at their Fair Market Value as of the date preceding the day of such exercise) or any combination of such methods of payment, which together amount to the full exercise price of the Shares purchased pursuant to the exercise of the Option. Notwithstanding the preceding sentence, the Company may establish an electronic exercise program with a broker and the Company and the Participant may agree upon any other reasonable manner of providing for payment of the exercise price of the Option.

(b) Except to the extent the Committee chooses to settle any Option or Right in cash pursuant to Section 6(f) or 7(d) hereof, within a reasonable time after exercise of an Option or Right the Company shall either issue to the Participant a certificate representing the Shares purchased pursuant to the exercise of the Option or Right or credit the number of such Shares to a book-entry account. To the extent the Committee chooses to settle any Option or Right in cash pursuant to Section 6(f) or 7(d), within a reasonable time after exercise of an Option or Right the Company shall cause to be delivered to the person entitled thereto a payment for the amount payable pursuant to the exercise of the Option or Right.

9. ***Restricted Shares.*** The Committee may grant to employees the right to receive such number of Restricted Shares, as determined by the Committee in its sole discretion.

(a) ***Issuance; Terms and Conditions.*** The form, terms and conditions of each Restricted Share shall be determined by the Committee and shall be set forth in an Award Agreement. Such terms and conditions may include, without limitation, the Restrictions upon such Restricted Shares, the dates as of which Restrictions upon such Restricted Shares will cease, and the conditions or circumstances upon which such Restricted Shares will be forfeited or

Table of Contents

otherwise modified. The Committee may, in its sole discretion, establish one or more Restrictions to the vesting of a Restricted Share that relate to the satisfaction of Performance Criteria.

(b) ***Payment of Par Value.*** To the extent a Participant is required by law to pay to the Company the par value of a Restricted Share, such Participant shall have forty-five (45) business days from the date of such grant to pay to the Company, in cash or by check, an amount equal to the par value of a Share multiplied by the number of Shares or Restricted Shares which have been granted to the employee by the Committee. In such instances, if the Participant fails to make payment to the Company for such Shares or Restricted Shares within forty-five (45) business days of the grant thereof, the Company shall withhold, or shall cause to be withheld, the amount of such payment from compensation otherwise due the employee from the Company or any Affiliate. Unless the Committee determines otherwise, a Participant's prior service with the Company or any of its Affiliates shall be deemed sufficient consideration for such Restricted Shares and no payment therefore (including, without limitation, for the par value of the Restricted Shares) shall be due from the Participant. Subject to the provisions of Section 15 hereof, the Committee, in its sole discretion, shall either issue to the employee a certificate representing such Restricted Shares or credit the number of such Restricted Shares to a book-entry account upon the payment due, if any, pursuant to this paragraph.

(c) ***Restriction on Shares.*** In no event shall a Restricted Share be sold, assigned, transferred, pledged or otherwise disposed of or encumbered until the expiration of the Restricted Period which relates to such Restricted Share. All or any part of any outstanding Restricted Shares granted to any Participant may be vested in full and the Restrictions thereon shall lapse upon the occurrence of such special circumstances or events as determined in the sole discretion of the Committee.

(d) ***Forfeiture of Restricted Shares.*** If Restricted Shares are forfeited pursuant to the terms of the Plan or an Award Agreement, such Restricted Shares shall revert back and belong to the Company. In the event that any Restricted Shares should be forfeited by the Participant, revert back and belong to the Company, any stock certificate or certificates representing such Restricted Shares shall be cancelled and the Restricted Shares shall be returned to the treasury of the Company. Upon the reversion of such Restricted Shares, the Company shall repay to the employee or (in the case of death) to the representative of the employee's estate, the full cash amount paid, if any, to the Company by the employee for such Restricted Shares pursuant to Section 9(b) hereof.

(e) ***Right to Vote and Receive Dividends on Restricted Shares.*** Each Participant shall, during the Restricted Period, be the beneficial and record owner of such Restricted Shares and shall have full voting rights with respect thereto. Unless the Committee determines otherwise, during the Restricted Period, all ordinary cash dividends (as determined by the Committee in its sole discretion) paid upon any Restricted Share shall be retained by the Company for the account of the relevant Participant. Such dividends shall revert back to the Company if for any reason the Restricted Share upon which such dividends were paid

Table of Contents

reverts back to the Company. Upon the expiration of the Restricted Period, all such dividends made on such Restricted Share and retained by the Company will be paid to the relevant Participant.

10. ***Restricted Stock Units.*** The Committee may grant employees such number of Restricted Stock Units as it may determine in its sole discretion.

(a) ***Terms and Conditions.*** The form, terms and conditions of each Restricted Stock Unit shall be determined by the Committee and shall be set forth in an Award Agreement. Such terms and conditions may include, without limitation, the conditions or circumstances upon which such Restricted Stock Unit will be paid, forfeited or otherwise modified, and the date or dates upon which any Shares, cash or other property shall be delivered to the Participant in respect of the Restricted Stock Units. The Committee may, in its sole discretion, establish one or more conditions to the vesting of a Restricted Stock Unit including, without limitation, conditions the satisfaction of which are measured by Performance Criteria. All or any part of any outstanding Restricted Stock Unit granted to any Participant may be vested in full or paid upon the occurrence of such special circumstances or events as determined in the sole discretion of the Committee.

(b) ***Settlement of Restricted Stock Units.*** The Committee, in its sole discretion, may instruct the Company to pay on the date when Shares would otherwise be issued pursuant to a Restricted Stock Unit, in lieu of such Shares, a cash amount equal to the number of such Shares multiplied by the Fair Market Value of a Share on the date when Shares would otherwise have been issued. If a Participant is entitled to receive other stock, securities or other property as a result of an adjustment, pursuant to Section 12 hereof, the Committee, in its sole discretion, may instruct the Company to pay, in lieu of such other stock, securities or other property, cash equal to the fair market value thereof as determined in good faith by the Committee. Until the delivery of such Shares, cash, securities or other property, the rights of a Participant with respect to a Restricted Stock Unit shall be only those of a general unsecured creditor of the Company.

(c) ***Right to Receive Dividends on Restricted Stock Units.*** Unless the Committee determines otherwise, during the period prior to payment of the Restricted Stock Unit, all ordinary cash dividends (as determined by the Committee in its sole discretion) that would have been paid upon any Share underlying a Restricted Stock Unit had such Shares been issued shall be paid only at the time and to the extent such Restricted Stock Unit is vested.

11. ***Grant of Other Stock-Based Awards.*** The Committee may grant other types of equity-based or equity-related Awards (including unrestricted Shares) in such amounts and subject to such terms and conditions as the Committee shall determine. Such Awards may entail the transfer of actual Shares, or payment in cash or otherwise of amounts based on the value of Shares.

12. ***Certain Adjustments.*** (a) In the event that any dividend or other distribution (whether in the form of cash, Shares, other securities, or other property), recapitalization, forward or reverse stock split, reorganization, merger, consolidation, spin-off, combination, repurchase,

Table of Contents

share exchange, liquidation, dissolution or other similar corporate transaction or event affects Shares such that the failure to make an adjustment to an Award would not fairly protect the rights represented by the Award in accordance with the essential intent and principles thereof (each such event, an Adjustment Event), then the Committee shall, in such manner as it may determine to be equitable in its sole discretion, adjust any or all of the terms of an outstanding Award (including, without limitation, the number of Shares covered by such outstanding Award, the type of property to which the Award is subject and the exercise price of such Award); provided, however, that the provisions of the previous sentence as in effect prior to November 21, 2006 shall apply to Options that were granted prior to such date¹. In determining adjustments to be made under this Section 12(a), the Committee may take into account such factors as it determines to be appropriate, including without limitation (i) the provisions of applicable law and (ii) the potential tax or accounting consequences of an adjustment (or not making an adjustment) and, in light of such factors or others, may make adjustments that are not uniform or proportionate among outstanding Awards.

(b) ***Fractional Shares or Securities.*** Any fractional shares or securities payable upon the exercise of an Award as a result of an adjustment pursuant to this Section 12 shall, at the election of the Committee, be payable in cash, Shares, or a combination thereof, on such bases as the Committee may determine in its sole discretion.

13. ***No Rights of a Stockholder.*** A Participant shall not be deemed to be the holder of, or have any of the rights of a stockholder with respect to, any Shares subject to Options, Rights or Restricted Stock Units unless and until the Company shall have issued and delivered Shares to the Participant and said Participant's name shall have been entered as a stockholder of record on the books of the Company. Thereupon, such Participant shall have full voting, dividend and other ownership rights with respect to such Shares. The Company will not be obligated to issue or deliver any Shares unless and until all legal matters in connection with the issuance and delivery of Shares have been approved by the Company's counsel and the Company's counsel determines that all applicable federal, state and other laws and regulations have been complied with and all listing requirements for relevant stock exchanges have been met.

¹ In relation to Options granted prior to November 21, 2006, Section 12(a) shall read:

In the event that the Committee shall determine that any dividend or other distribution (whether in the form of cash, Shares, other securities, or other property), recapitalization, forward or reverse stock split, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange, liquidation, dissolution or other similar corporate transaction or event affects Shares such that an adjustment is determined by the Committee to be appropriate under the Plan (each such event, an Adjustment Event), then the Committee shall, in such manner as it may determine to be equitable in its sole discretion, adjust any or all of the terms of an outstanding Award (including, without limitation, the number of Shares covered by such outstanding Award, the type of property to which the Award is subject and the exercise price of such Award). In determining adjustments to be made under this Section 12(a), the Committee may take into account such factors as it determines to be appropriate, including without limitation (i) the provisions of applicable law and (ii) the potential tax or accounting consequences of an adjustment (or not making an adjustment) and, in light of such factors or others, may make adjustments that are not uniform or proportionate among outstanding Awards. Any fractional shares or securities payable upon the exercise of an Award as a result of an adjustment pursuant to this Section 12(a) shall, at the election of the Committee, be payable in cash, Shares, or a combination thereof, on such bases as the Committee may determine in its sole discretion.

Table of Contents

14. ***No Right to Continued Employment.*** Nothing in the Plan or in any Award Agreement shall confer upon any Participant the right to continued employment by the Company or any Affiliate or affect any right which the Company or any Affiliate may have to terminate such employment.

15. ***Issuance of Shares and Consents.*** If the Committee shall at any time determine that any Consent is necessary or desirable as a condition of, or in connection with, the granting of any Award, the delivery of Shares or the delivery of any cash, securities or other property under the Plan, or the taking of any other action, then such action shall not be taken, in whole or in part, unless and until such Consent shall have been effected or obtained to the full satisfaction of the Committee. Any stock certificate representing Restricted Shares shall contain an appropriate legend referring to the Plan and the Restrictions upon such Restricted Shares. Simultaneously with delivery of any stock certificate for Restricted Shares, the Company may cause a stop transfer order with respect to such certificate to be placed with the transfer agent of the Shares.

16. ***Withholding.*** If the Company or an Affiliate shall be required to withhold any amounts by reason of a federal, state or local tax laws, rules or regulations in respect of any Award, the Company or an Affiliate shall be entitled to deduct or withhold such amounts from any payments (including, without limitation Shares which would otherwise be issued to the Participant pursuant to the Award; provided that, to the extent desired for GAAP purposes, such withholding shall not exceed the statutory minimum amount required to be withheld) to be made to the Participant. In any event, the Participant shall make available to the Company or Affiliate, promptly when requested by the Company or such Affiliate, sufficient funds or Shares to meet the requirements of such withholding and the Company or Affiliate shall be entitled to take and authorize such steps as it may deem advisable in order to have such funds made available to the Company or Affiliate out of any funds or property due to the Participant.

17. ***Right of Offset.*** The Company shall have the right to offset against its obligation to deliver Shares, cash or other property under any Award that does not constitute non-qualified deferred compensation pursuant to Section 409A of the Internal Revenue Code any outstanding amounts of whatever nature that the Participant then owes to the Company or any of its Affiliates.

18. ***Non-Transferability of Awards.*** Unless the Committee shall permit (on such terms and conditions as it shall establish) an Award to be transferred to a member of the Participant's immediate family or to a trust or similar vehicle for the benefit of members of the Participant's immediate family (collectively, the Permitted Transferees), no Award shall be assignable or transferable except by will or by the laws of descent and distribution, and except to the extent required by law, no right or interest of any Participant shall be subject to any lien, obligation or liability of the Participant. All rights with respect to Awards granted to a Participant under the Plan shall be exercisable during the Participant's lifetime only by such Participant or, if applicable, the Permitted Transferees.

19. ***Administration and Amendment of the Plan.*** The Board of Directors or the Committee may discontinue the Plan at any time and from time to time may amend or revise the terms of

Table of Contents

the Plan or any Award Agreement, as permitted by applicable law, except that it may not (a) make any amendment or revision in a manner unfavorable to a Participant (other than if immaterial), without the consent of the Participant or (b) make any amendment or revision without the approval of the stockholders of the Company if such approval is required by the rules of an exchange on which Shares are traded. Consent of the Participant shall not be required solely pursuant to the previous sentence in respect of any adjustment made pursuant to Section 12(a) except to the extent the terms of an Award Agreement expressly refer to an Adjustment Event, in which case such terms shall not be amended in a manner unfavorable to a Participant (other than if immaterial) without such Participant's consent.

20. **Clawback.** Notwithstanding any other provisions in this Plan, any Award which is subject to recovery under any law, government regulation or stock exchange listing requirement, will be subject to such deductions and clawback as may be required to be made pursuant to such law, government regulation or stock exchange listing requirement, or any clawback policy adopted by the Company.

21. **Section 409A.** It is the Company's intent that Awards under this Plan be exempt from, or comply with, the requirements of Section 409A of the Internal Revenue Code, and that this Plan be administered and interpreted accordingly. If and to the extent that any Award made under this Plan is determined by the Company to constitute non-qualified deferred compensation subject to Section 409A of the Internal Revenue Code and is payable to a Participant by reason of the Participant's termination of employment, then (a) such payment or benefit shall be made or provided to the Participant only upon a separation from service as defined for purposes of Section 409A of the Internal Revenue Code under applicable regulations and (b) if the Participant is a specified employee (within the meaning of Section 409A of the Internal Revenue Code and as determined by the Company), such payment or benefit shall not be made or provided before the date that is six months after the date of the Participant's separation from service (or the Participant's earlier death).

22. **Effective Date.** The Plan as amended and restated shall become effective upon approval by the stockholders of the Company. In the event that the stockholders of the Company do not approve the amended and restated Plan, then the Plan will remain in place as is without any of the changes contemplated by the amended and restated Plan.

23. **Severability.** If any of the provisions of this Plan or any Award Agreement is finally held to be invalid, illegal or unenforceable (whether in whole or in part), such provision shall be deemed modified to the extent, but only to the extent, of such invalidity, illegality or unenforceability and the remaining provisions shall not be affected thereby; provided that, if any of such provisions is finally held to be invalid, illegal, or unenforceable because it exceeds the maximum scope determined to be acceptable to permit such provision to be enforceable, such provision shall be deemed to be modified to the minimum extent necessary to modify such scope in order to make such provision enforceable hereunder.

24. **Plan Headings.** The headings in this Plan are for the purpose of convenience only and are not intended to define or limit the construction of the provisions hereof.

Table of Contents

25. ***Non-Uniform Treatment.*** The Committee's determinations under the Plan need not be uniform and may be made by it selectively among persons who receive, or are eligible to receive, Awards (whether or not such persons are similarly situated). Without limiting the generality of the foregoing, the Committee shall be entitled, among other things, to make non-uniform and selective determinations, amendments and adjustments, and to enter into non-uniform and selective Award Agreements, as to the persons to receive Awards under the Plan, and the terms and provisions of Awards under the Plan.

26. ***Governing Law.*** The Plan and any Award Agreements shall be governed by and construed in accordance with the laws of the State of Delaware, without reference to principles of conflict of laws.

27. ***Successors and Assigns.*** The terms of this Plan shall be binding upon and inure to the benefit of the Company and its successors and assigns.

28. ***Duration.*** This Plan shall remain in effect until May 21, 2019 unless sooner terminated by the Committee or the Board of Directors. Awards theretofore granted may extend beyond that date in accordance with the provisions of the Plan.

Table of Contents

1111 STEWART AVENUE

BETHPAGE, NY 11714-3581

Vote by Internet or Telephone or Mail

24 Hours a Day, 7 Days a Week

Your Internet or telephone vote authorizes the named proxies to vote the shares in the same manner as if you marked, signed and returned your proxy card.

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 21, 2014 (May 20, 2014 for participants in the Cablevision 401(k) Savings Plan). Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE STOCKHOLDER COMMUNICATIONS

If you would like to reduce the costs incurred by CABLEVISION SYSTEMS CORPORATION in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access stockholder communications electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on May 21, 2014 (May 20, 2014 for participants in Cablevision 401(k) Savings Plan). Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign, and date your proxy card and return it in the postage-paid envelope we have provided or return it to CABLEVISION SYSTEMS CORPORATION, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO ATTEND THE ANNUAL MEETING YOU MUST OBTAIN AN ADMISSION TICKET AT WWW.PROXYVOTE.COM

Questions? Please contact us at 1-866-232-3037

If you vote by Internet or by telephone

you do NOT need to mail back your proxy card.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M72287-P50884-Z62752

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CABLEVISION SYSTEMS CORPORATION

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR each of the following candidates:

Election of the following
1. nominees as Directors:

..

Nominees:

- 01) Joseph J. Lhota
- 02) Thomas V. Reifenhaiser
- 03) John R. Ryan
- 04) Vincent Tese
- 05) Leonard Tow

The Board of Directors recommends you vote FOR the following proposals:

For Against Abstain

2. Ratification of the appointment of independent registered public accounting firm.

..

 Approval of Cablevision Systems Corporation Amended and Restated 2006
3. Employee Stock Plan.

..

4. Non-binding advisory vote to approve executive compensation.

..

The Board of Directors recommends you vote AGAINST the following proposals:

5. Stockholder proposal for a political contributions report.

..

6. Stockholder proposal to adopt a recapitalization plan.

..

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

Your signature should appear the same as your name appears hereon. If signing as attorney, executor, trustee or guardian, please indicate the capacity in which signing. When signing as joint tenants, all parties to the joint tenancy must sign. When a corporation gives the proxy, it should be signed by an authorized officer and the corporate seal affixed.

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

Table of Contents

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders:

The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

To be admitted to the 2014 annual meeting, you must have been a stockholder at the close of business on the record date of March 28, 2014, or be the legal proxy holder or qualified representative of a stockholder, and bring with you your admission ticket and a valid government-issued photo identification card (federal, state or local), such as a driver's license or passport. Persons without an admission ticket or proper identification may be denied admission to the annual meeting.

To obtain an admission ticket, go to www.proxyvote.com or call 1-866-232-3037. You will need to enter the 12-digit control number, which can be found on your Notice of Internet Availability of Proxy Materials, voter instruction form and proxy card. The deadline to obtain an admission ticket is 5:00 P.M. on May 12, 2014. For questions about admission to the annual meeting, please call 1-866-232-3037. Please note that you will need your ticket to be admitted to the meeting whether you vote before or at the meeting, and regardless of whether you are a registered or beneficial stockholder. If you are attending the meeting as a proxy or qualified representative for a stockholder, you will need to bring your legal proxy or authorization letter, in addition to your admission ticket and government-issued photo identification card. For further details, read **How do I attend the 2014 Annual Meeting in person? What do I need to bring?** on page 3 of the Proxy Statement.

Requests for admission tickets will be processed in the order received. Please note that seating is limited, and requests for tickets will be handled on a first-come, first-served basis.

Please note that cameras, video and audio recording equipment and other similar electronic devices, as well as large bags (including large handbags and briefcases) and packages will need to be checked at the door. Additionally, the Company may impose additional restrictions on items that must be checked at the door as well as the conduct of the meeting. To ensure the safety of all persons attendees may also be subject to security inspections.

p **FOLD AND DETACH HERE** p

M72288-P50884-Z62752

CLASS A PROXY

**CABLEVISION SYSTEMS CORPORATION
Solicited by The Board of Directors for**

Annual Meeting of Stockholders, May 22, 2014

The undersigned hereby appoints GREGG G. SEIBERT, DAVID G. ELLEN AND JAMAL H. HAUGHTON, and each of them, jointly and severally, proxies with full power of substitution, to vote all stock of CABLEVISION SYSTEMS CORPORATION (the "Company") which the undersigned is entitled to vote at the Company's Annual Meeting of Stockholders to be held at the Company's executive offices, 1111 Stewart Avenue, Bethpage, New York, on Thursday, May 22, 2014, at 10:00 A.M., and at any adjournment or postponement thereof, hereby ratifying all that said proxies or their substitutes may do by virtue hereof, and the undersigned authorizes and instructs said proxies to vote as stated on the reverse side.

Attention participants in Cablevision 401(k) Savings Plan: If you hold shares of Cablevision NY Group Class A Common Stock through the Cablevision 401(k) Savings Plan, you should complete, sign and return this proxy card, or provide your voting instructions by telephone or internet to instruct Fidelity Management Trust Company, as Trustee to the Plan, how to vote these shares. Your voting instructions must be received no later than 11:59 P.M. EDT on May 20, 2014 so that the Trustee of the Plan (who votes the shares on behalf of Plan participants) has adequate time to tabulate the voting instructions. Your voting instructions will be kept confidential. Fidelity Management Trust Company shall not vote shares of Cablevision NY Group Class A Common Stock allocated to a Participant's account for which it has not received instructions from the Participant. Please read the enclosed Proxy Statement for more information.

Unless otherwise specified in the spaces provided, the undersigned's vote will be cast FOR the election of the nominees as directors listed in Proposal (1), FOR approval of Proposal (2), FOR approval of Proposal (3), FOR approval of Proposal (4), AGAINST approval of Proposal (5) and AGAINST approval of Proposal (6), all as more fully described in the accompanying Proxy Statement.

Receipt of the Notice of said annual meeting and of the Proxy Statement and Annual Report on Form 10-K of CABLEVISION SYSTEMS CORPORATION accompanying the same is hereby acknowledged.

(Continued and to be signed on reverse side.)

Table of Contents

1111 STEWART AVENUE

BETHPAGE, NY 11714-3581

Vote by Internet or Telephone or Mail

24 Hours a Day, 7 Days a Week

Your Internet or telephone vote authorizes the named proxies to vote the shares in the same manner as if you marked, signed and returned your proxy card.

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 21, 2014. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE STOCKHOLDER COMMUNICATIONS

If you would like to reduce the costs incurred by CABLEVISION SYSTEMS CORPORATION in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access stockholder communications electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on May 21, 2014. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign, and date your proxy card and return it in the postage-paid envelope we have provided or return it to CABLEVISION SYSTEMS CORPORATION, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO ATTEND THE ANNUAL MEETING YOU MUST OBTAIN AN ADMISSION TICKET AT WWW.PROXYVOTE.COM

Questions? Please contact us at 1-866-232-3037

If you vote by Internet or by telephone

you do NOT need to mail back your proxy card.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M72289-P50884-Z62752

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CABLEVISION SYSTEMS CORPORATION

For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below.
----------------	---------------------	-----------------------	--

The Board of Directors recommends you vote FOR each of the following candidates:

Election of the following
1. nominees as Directors:

.. ..

Nominees:

01) Rand V. Araskog
Dolan

07) Kristin A.

02) Edward C. Atwood
Dolan

08) Patrick F.

03) Frank J. Biondi
C. Dolan

09) Thomas

- | | |
|---------------------------------------|--------------|
| 04) Charles F. Dolan
Dolan-Sweeney | 10) Deborah |
| 05) James L. Dolan
Sweeney | 11) Brian G. |
| 06) Kathleen M. Dolan
Dolan Weber | 12) Marianne |

The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain
2. Ratification of the appointment of independent registered public accounting firm.
Approval of Cablevision Systems Corporation Amended and Restated 2006			
3. Employee Stock Plan.
4. Non-binding advisory vote to approve executive compensation.

The Board of Directors recommends you vote AGAINST the following proposals:

5. Stockholder proposal for a political contributions report.
6. Stockholder proposal to adopt a recapitalization plan.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

Your signature should appear the same as your name appears hereon. If signing as attorney, executor, trustee or guardian, please indicate the capacity in which signing. When signing as joint tenants, all parties to the joint tenancy must sign. When a corporation gives the proxy, it should be signed by an authorized officer and the corporate seal affixed.

Signature [PLEASE SIGN WITHIN
BOX]

Date

Signature (Joint Owners)

Date

Table of Contents

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders:

The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

To be admitted to the 2014 annual meeting, you must have been a stockholder at the close of business on the record date of March 28, 2014, or be the legal proxy holder or qualified representative of a stockholder, and bring with you your admission ticket and a valid government-issued photo identification card (federal, state or local), such as a driver's license or passport. Persons without an admission ticket or proper identification may be denied admission to the annual meeting.

To obtain an admission ticket, go to www.proxyvote.com or call 1-866-232-3037. You will need to enter the 12-digit control number, which can be found on your Notice of Internet Availability of Proxy Materials, voter instruction form and proxy card. The deadline to obtain an admission ticket is 5:00 P.M. on May 12, 2014. For questions about admission to the annual meeting, please call 1-866-232-3037. Please note that you will need your ticket to be admitted to the meeting whether you vote before or at the meeting, and regardless of whether you are a registered or beneficial stockholder. If you are attending the meeting as a proxy or qualified representative for a stockholder, you will need to bring your legal proxy or authorization letter, in addition to your admission ticket and government-issued photo identification card. For further details, read **How do I attend the 2014 Annual Meeting in person? What do I need to bring?** on page 3 of the Proxy Statement.

Requests for admission tickets will be processed in the order received. Please note that seating is limited, and requests for tickets will be handled on a first-come, first-served basis.

Please note that cameras, video and audio recording equipment and other similar electronic devices, as well as large bags (including large handbags and briefcases) and packages will need to be checked at the door. Additionally, the Company may impose additional restrictions on items that must be checked at the door as well as the conduct of the meeting. To ensure the safety of all persons attendees may also be subject to security inspections.

p **FOLD AND DETACH HERE** p

M72290-P50884-Z62752

CLASS B PROXY

**CABLEVISION SYSTEMS CORPORATION
Solicited by The Board of Directors for**

Annual Meeting of Stockholders, May 22, 2014

The undersigned hereby appoints GREGG G. SEIBERT, DAVID G. ELLEN and JAMAL H. HAUGHTON, and each of them, jointly and severally, proxies with full power of substitution, to vote all stock of CABLEVISION SYSTEMS CORPORATION (the Company) which the undersigned is entitled to vote at the Company's Annual Meeting of Stockholders to be held at the Company's executive offices, 1111 Stewart Avenue, Bethpage, New York, on Thursday, May 22, 2014, at 10:00 A.M., and at any adjournment or postponement thereof, hereby ratifying all that said proxies or their substitutes may do by virtue hereof, and the undersigned authorizes and instructs said proxies to vote as stated on the reverse side.

Unless otherwise specified in the spaces provided, the undersigned's vote will be cast FOR the election of the nominees as directors listed in Proposal (1), FOR approval of Proposal (2), FOR approval of Proposal (3), FOR approval of Proposal (4), AGAINST approval of Proposal (5) and AGAINST approval of Proposal (6), all as more fully described in the accompanying Proxy Statement.

Receipt of the Notice of said annual meeting and of the Proxy Statement and Annual Report on Form 10-K of CABLEVISION SYSTEMS CORPORATION accompanying the same is hereby acknowledged.

(Continued and to be signed on reverse side.)